

Company No: 04525217

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PROLITA LIMITED



All the members of the Company, by written resolution dated 19 January 2005, passed pursuant to Regulation 53 of Table A as contained in the Companies (Tables A to F) Regulations 1985, the following resolutions:

WRITTEN RESOLUTIONS

1. THAT the authorised share capital of the Company be increased to £60,450 by the creation of £59,450 new ordinary shares of £1 each having the rights attaching to them and being subject to the restrictions as set out in the new articles of association of the Company proposed to be adopted by resolution 4 below.
2. In substitution for all previous authorities which are hereby revoked THAT (subject to the passing of resolution 1 above) the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to a maximum nominal amount of £60,448 represented by 60,448 ordinary shares of £1 each in the capital of the Company following the passing of resolution 1 above and so that such authority (unless previously revoked or varied by the Company in general meeting) shall expire five years from the date of this resolution save that the Directors may allot relevant securities pursuant to this authority after that date pursuant to an offer or agreement made by the Company on or before that date.
3. THAT the new articles of association of the Company in the form attached to these Written Resolutions be approved and adopted as the articles of association of the Company to the exclusion of the Company's existing articles of association.

4. (subject to the passing of resolution 1 and 3 above) the pre-emption rights contained in Article 2 of the newly adopted articles of association for the Company be disapplied in relation to the Company's current authorised but unissued share capital of 60,448 shares of £1.

Signed:

A handwritten signature in black ink, appearing to read 'A. Valentine', is written over a dotted line.

ANDREW VALENTINE
Chairman

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARE

ARTICLES OF ASSOCIATION OF

PROLITA LIMITED



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Adopted by written resolution dated 19 January 2005

1. PRELIMINARY

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.
- 1.2 In these Articles the expression the "Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

2. ALLOTMENT OF SHARES

- 2.1 Subject to articles 2.2 to 2.7, all shares which are comprised in the authorised share capital of the Company at the date of adoption of these Articles shall be under the control of the Directors and the Directors may allot and issue, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.
- 2.2 The Directors are generally and unconditionally authorised for the purposes of section 80 of the Act to allot relevant securities (as defined therein) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital as at the date of the adoption of these Articles; and that this authority shall expire on the fifth anniversary of such date of adoption unless varied or revoked or renewed by the Company in general meeting.
- 2.3 No unissued shares ("New Shares") shall be allotted to any person unless the Company has first offered, in writing (the "Offer Notice"), the New Shares to the members. Such Offer Notice must specify the number of New Shares to be issued, state the price at which the New Shares are to be issued, and state whether the Company has reached an agreement or arrangement with a third party to subscribe for the New Shares and, if such an agreement or arrangement has been made, full disclosure as to the identity of such third party and the terms of that agreement or

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arrangement must be given to the members. The Offer Notice must ask the members to notify the Company, in writing, within 10 business days from the date of the Offer Notice (the "Acceptance Period"), whether they are willing to subscribe for any or all of the New Shares on the terms specified in the Offer Notice.

- 2.4 If several members wish to purchase the New Shares, then the New Shares shall be allotted to the members accepting the offer in proportion, as nearly as may be, to their existing holding of shares ("Proportionate Entitlement"). Each member may state whether he is willing to subscribe for more than his Proportionate Entitlement and if so, how many ("Excess Shares"). Within 5 business days after the expiry of the Acceptance Period, or sooner if all the New Shares offered shall have been accepted, the Board must allot the New Shares. If the total number of New Shares applied for is equal to or less than the available number of New Shares, the New Shares must be allotted in accordance with the applications received, or if the total number of New Shares applied for is more than the available number of New Shares, each applicant member shall be allotted his Proportionate Entitlement plus any Excess Shares, pro-rata, to the proportion of shares held by the members who showed a willingness to take Excess Shares.
- 2.5 If any of the New Shares are not allotted after following the above procedure (the "Remaining New Shares"), the Company may, at any time within 3 calendar months after the above procedures have been exhausted, allot the Remaining New Shares at any price not less than the price specified in the Offer Notice to the third party named in the Offer Notice. However, if the Company wishes to allot the Remaining New Shares to such third party at a price less than that specified in the Offer Notice or to any other person at any price, the procedures set out in clauses 6.1 to 6.3 (inclusive) must once more be followed prior to the issue of such Remaining New Shares.
- 2.6 The Directors shall be entitled under the authority conferred by this article 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 of such authority.
- 2.7 Sections 89(1) and 90 (1) to 90 (6) of the Act shall not apply to the Company.

3. SHARES

- 3.1 The lien conferred by regulation 8 in Table A 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 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 moneys presently payable by him or is estate to the Company. Regulation 8 in Table A shall be modified accordingly.
- 3.2 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 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

4. GENERAL MEETINGS AND RESOLUTIONS

- 4.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors of the Company.

- 4.2 No business shall be transacted at any general meeting unless a quorum is present. Subject to article 4.2.2 below, 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.
- 4.3 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.
- 4.4 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefore such adjourned general meeting shall be dissolved.
- 4.5 Regulations 40 and 41 in Table A shall not apply to the Company.
- 4.6 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 4.3.3 below.
- 4.7 Any decision taken by a sole member pursuant to article 4.3.1 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.
- 4.8 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.
- 4.9 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.
- 4.10 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

5. APPOINTMENT OF DIRECTORS

- 5.1 The Company's board of directors shall consist of 3 executive directors elected by the members.
- 5.2 Any member holding more than 9% of the shares in the Company may appoint one executive director. Upon ceasing to be interested in 9% or more of the shares of the Company, the member shall no longer be entitled to appoint a director and any director appointed by that member must resign.

- 5.3 The member holding, or being beneficially entitled to, a majority of the Company's shares shall appoint the Chairman of the board. In situations where no member holds, or is beneficially entitled to a majority, the board shall appoint one of its members as the Chairman. The Chairman shall not have a casting vote and regulation 88 shall be modified accordingly.
- 5.4 Regulation 64 in Table A shall not apply to the Company.
- 5.5 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 5.6 No person shall be appointed a director at any general meeting unless either:
- 5.6.1 he is recommended by the directors; or
 - 5.6.2 not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- 5.7 Subject to article 5.3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 5.8 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to article 5.4.1 above. For the purpose of this article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order or seniority, and accordingly the younger shall be deemed to have survived the elder.

6. BORROWING POWERS

- 6.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

7. ALTERNATE DIRECTORS

- 7.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company 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, and the first sentence of regulation 66 in Table A shall be modified accordingly.
- 7.2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an

alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom 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.

8. GRATUITIES AND PENSIONS

8.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities 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.

8.2 Regulation 87 in Table A shall not apply to the Company.

9. PROCEEDINGS OF DIRECTORS

9.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

9.2 Directors' meeting shall be called on 3 weeks' notice with an agenda for meetings being circulated in writing (including via fax) a minimum of 10 business days before the meeting is due to convene. However, a meeting of the directors may be held on less notice if the interests of the Company would be likely to be adversely affected to a material extent if the business to be transacted at the meeting was not dealt with as a matter of urgency, or if all the directors consent to the meeting being held on less notice.

9.3 Without prejudice to the first sentence of Regulation 88, a person entitled to be present at a meeting of the board or of a committee of the board shall be deemed to be present for all purposes if he is able (directly or by telephonic communication) to speak to and to be heard by all those present or deemed to be present simultaneously. A director so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is.

9.4 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.

9.5 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

10. THE SEAL

10.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

- 10.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

11. INDEMNITY

- 11.1 Every director or other officer or auditor 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, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, 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 insofar as its provisions are not avoided by section 310 of the Act.

- 11.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

- 11.3 Regulation 118 in Table A shall not apply to the Company.

12. TRANSFER OF SHARES

- 12.1 If a member wants to sell all or some of his shares, the shareholder must send a written notice to each other member stating that he wishes to dispose of his shares (a "Transfer Notice"). This Transfer Notice must specify the number of shares to be transferred, state the price at which the shares are proposed to be transferred, and state whether the member has reached an agreement or arrangement with a third party to purchase the shares. If no transfer price is stated in the Transfer Notice, the price for the shares shall be the market value of the shares as determined by the auditors of the Company. The transfer notice must ask the other members to state, in writing, within 20 business days from the date of the Transfer Notice whether he is willing to purchase all or any of the shares.

- 12.2 If several members wish to purchase the shares, then the shares shall be transferred to the members accepting the offer in proportion, as nearly as may be, to their existing holdings of shares ("Proportionate Entitlement"). Each members may state whether he is willing to purchase more than his Proportionate Entitlement and if so, how many ("Excess Shares"). Within 15 business days after the expiry of the Transfer Notice, or sooner if all the shares offered shall have been accepted, the board must allocate the shares. If the total number of shares applied for is equal to or less than the available number of shares, the shares must be allocated in accordance with the applications received, or if the total number of shares applied for is more than the available number of shares, each applicant member shall be allocated his Proportionate Entitlement plus any Excess Shares, pro-rata, to the proportion of the shares held by the members who showed a willingness to take Excess Shares.

- 12.3 Upon being allocated the shares, the member receiving the shares is bound to pay the transfer price for the shares and the transferor is bound to transfer the shares.

- 12.4 If any of the shares to be transferred are not sold after following the above procedure, the transferor may, at any time, within 3 calendar months after the above procedures have been exhausted, transfer the remaining shares at any price not less than the price specified in the Transfer Notice or market value if no price was specified, to any person.

- 12.5 The above procedures shall not apply in the case of (a) a corporate member selling or transferring its shares to a member of its group (being the corporate member, a *holding company or subsidiary of that company, or any holding company or subsidiary of such company*); or (b) in the case of an individual member selling or transferring his shares to his spouse or his lineal descendants (a "Permitted Transferee"). If the transferee ceases to be a Permitted Transferee, the shares must be transferred to the original transferor, or such other person who is a Permitted Transferee as the transferor shall direct.