

Company Number: 4560968

**THE COMPANIES ACT 1985 TO 1989  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
OF  
PIPELINE ASSOCIATES LIMITED**

Passed on 5 APRIL

2004/5

We, the undersigned being all the members of Pipeline Associates Limited (the "Company") who at the date of the resolutions are entitled to receive notice of attend and vote at a meeting of shareholders hereby consent pursuant to regulation 53 of Table A to the Companies Act 1985 to the following written resolutions (of which resolution 1 would otherwise be required to be passed as a Special Resolution and resolutions 2 and 3 would otherwise be required to be passed as an Extraordinary Resolution):

**Written Resolutions**

- 1 THAT the regulations contained in the document a copy of which is attached to this written resolution (the "New Articles of Association") be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof.
- 2 THAT the share capital of the Company be increased from £1000 to £1,100 by the creation of 100 preference shares of £1 having the rights and restrictions set out in the New Articles of Association.
- 3 THAT the directors be generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985, to allot the preference shares or any of them and any other shares for the time being in the capital of the Company and to grant rights to subscribe for or convert securities into shares up to the nominal amount of authorised but unissued share capital of the Company at any time within 5 years of the date of passing this resolution and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority upon such terms with such rights and restrictions, and in such manner as the directors may decide.

We the undersigned being all the members who would be entitled to receive notice of and to attend and vote at a General Meeting upon the above mentioned Resolutions had it been proposed at a General Meeting at which we were present hereby consent




to the above Resolutions being proposed and passed as an Ordinary Resolution as indicated.

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Mark Hughes

Signed



Dated this

5<sup>th</sup>

day of

April

2004

5<sup>th</sup> mo.

# **THE COMPANIES ACTS 1985 AND 1989**

## **PRIVATE COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION OF PIPELINE ASSOCIATES LIMITED**

#### **1. Preliminary**

- 1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and for the time being in force (Table A) apply to Pipeline Associates Limited (the Company) except in so far as they are excluded or varied by these articles.
- 1.2 Words and expressions defined in Regulation 1 of Table A have the same meanings in these articles where the context admits.
- 1.3 Regulations 2, 3, 8, 24, 35, 41, 46, 54, 64, 66, 73–80, 84, 89, 94 and 118 of Table A do not apply to the Company.
- 1.4 The Company is a private company and no shares or debentures of the Company may be offered to the public.

#### **2. Share capital**

- 2.1 The share capital of the Company at the date of adoption of these Articles is £1,100, divided into 1,000 Ordinary Shares of £1 each and 100 Preference Shares of £1 each. The rights and privileges attaching to the respective classes of shares shall be as follows:

##### *As Regards Voting*

- (a) The holders of the Ordinary Shares shall be entitled to receive notice of, attend and vote at any general meeting of the Company.
- (b) The holders of the Preference Shares shall not be entitled to receive notice of, or attend, or vote at any general meeting of the Company.

##### *As Regards Income*

- (a) The holders of the Ordinary Shares and the holders of the Preference Shares shall be entitled to such dividends as may be declared by the directors from time to time. For the avoidance of doubt, the directors may at any time resolve to declare a dividend on one class of share and not on the other.

##### *As Regards Capital*

- (a) On a return of assets on liquidation, reduction of capital or otherwise, the surplus

assets of the Company remaining after payment of its liabilities shall be applied:

- (i) first in paying to the holders of the Preference Shares an amount per share equal to the sum paid up or credited as paid up thereon;
- (ii) next and subject to (i) above, in paying to the holders of the Ordinary Shares an amount per share equal to the sum paid up or credited as paid up thereon;
- (iii) next and subject to (i) and (ii) above, the balance of such assets shall belong to and be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up thereon.

2.2 Subject to the provisions of the Act and without prejudice to the rights attached to any existing shares, any share may be issued with or have attached to it such rights or restrictions as the Company may by ordinary resolution determine.

2.3 In accordance with and subject to the provisions of Part V of the Act the Company may:

- (a) issue shares that are to be redeemed or are liable to be redeemed at the option of the Company or holder;
- (b) purchase its own shares (including any redeemable shares);
- (c) make a payment in respect of the redemption or purchase of any of its own shares as authorised by these articles otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

2.4 In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

### **3. Lien**

The Company shall have a first and paramount lien on all shares whether fully paid or not registered (whether as sole registered holder or as one of two or more joint holders) in the name of any person indebted or under liability to the Company for all moneys presently payable by him or his estate to the Company. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.

### **4. Transfer of shares**

4.1 The directors may in their absolute discretion and without giving any reason refuse to register the transfer of any share whether or not it is a fully paid share.

4.2 Transfer of Staff Shares

Any holder of Preference Shares ceasing for any reason to be employed by the Company, ('former employee') shall deliver immediately upon such cessation to the directors an instrument or instruments of transfer as required by the directors of all shares in the capital of the Company then held by the former employee ('the shares') executed in escrow together with all documents of title to the shares, and in default thereof shall be deemed to have appointed as agent and attorney for the former employee such one of the directors as they may nominate to execute a transfer or transfers of the shares as the

directors may resolve within three months of such cessation as aforesaid. The shares shall be transferred to such persons as the directors may think fit, at the nominal value thereof. The provisions of this clause 4.2 shall be binding upon the personal representatives of the former employee and for the avoidance of doubt the obligation to transfer the shares in this clause shall apply in the case of the death of the former employee. The provisions of Articles 29, 30 and 31 of Table A shall be deemed varied as may be necessary in order to give full effect to this paragraph 4.2, the provisions of which shall, for the avoidance of doubt, prevail over such Articles.

## **5. Proceedings at general meetings**

- 5.1 No business shall be transacted at any meeting unless a quorum is present. If and for so long as the Company has only one holder of ordinary shares, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.
- 5.2 Subject to Article 5.1 above, two persons entitled to vote upon the business to be transacted (each being a member entitled to vote or a proxy for a member entitled to vote or a duly authorised representative of a corporation), shall be a quorum.
- 5.3 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting is adjourned to such day and at such time and place as the directors may determine and if a quorum is not present within half an hour from the time appointed for the adjourned meeting the meeting is dissolved.
- 5.4 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote.

## **6. Votes of members**

Subject to any rights or restrictions attached to any shares and to any other provisions of these articles, on a show of hands every holder of ordinary shares who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every holder of ordinary shares who is present or by proxy shall have one vote for every share of which he is the holder.

## **7. Number of directors**

Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

## **8. Alternate directors**

- 8.1 An alternate director may act as alternate director to more than one director and is entitled at a meeting of the directors or of a committee of the directors to one vote for every director that he acts as alternate director for in addition to his own vote (if any) as a director of the Company, but an alternate director counts as only one director in

determining whether a quorum is present.

- 8.2 An alternate director is entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member; to attend and vote at any such meeting at which the director appointing him is not personally present; and generally to perform all the functions of his appointor as a director in his appointor's absence. But it is not necessary to give notice of such a meeting to an alternate director who is absent from the UK.
- 8.3 Unless otherwise determined by ordinary resolution of the Company, an alternate director is not entitled 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 to the Company direct and the Company may pay all travelling, hotel and other expenses properly incurred by an alternate director in connection with attendance at meetings of directors or of committees of directors or otherwise in connection with the business of the Company.

## **9. Powers of directors**

- 9.1 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act for a period of five years from the date of incorporation of the Company to allot all or any of the unissued shares of the Company. The maximum aggregate nominal amount of ordinary shares that may be allotted is the amount of the authorised ordinary share capital of the Company on incorporation. This authority may be varied or revoked by ordinary resolution of the Company.
- 9.2 The directors are authorised in accordance with section 91 of the Act to allot shares of the Company as if section 89(1) of the Act did not apply to the allotment. This power will expire on the date the section 80 authority to which it relates is revoked or (if not renewed) expires, except that the directors may after such date allot securities pursuant to any offer or agreement to do so made before such date.

## **10. Appointment and retirement of directors**

- 10.1 The directors are not subject to retirement by rotation.
- 10.2 No person shall be appointed a director at any general meeting unless:
- (a) he is recommended by the directors; or
  - (b) not less than 14 or more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed.
- 10.3 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the

intention to propose him at the meeting for appointment as a director. The notice shall give particulars of that person which would, if he were so appointed, be required to be included in the Company's register of directors.

- 10.4 Subject as aforesaid 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.
- 10.5 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, provided that the appointment does not cause the number of directors to exceed any maximum number of directors that may be fixed by ordinary resolution.

## **11. Directors' appointments and interests**

Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made on such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate (unless the terms of his appointment provide otherwise) if he ceases to be a director but without prejudice to any claim for damages for breach of the contract of service between the director and Company.

## **12. Proceedings of directors**

- 12.1 If and for so long as there is a sole director, the quorum for the transaction of the business of the directors shall be one. In any other case, 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 two.
- 12.2 A person may participate in a meeting of the directors or of a committee of directors by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting notwithstanding accidental disconnection of the means of electronic communication during the meeting. Participation in a meeting in this manner is deemed to constitute presence in person at the meeting.
- 12.3 Subject to disclosure in accordance with section 317 of the Act, a director is entitled to vote at any meeting of the directors or of a committee of directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and in relation to any such resolution (whether or not he votes on the same) he is to be taken into account in calculating the quorum present at the meeting.

### **13. Indemnity**

- 13.1 Subject to section 310 of the Act, 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 incurred by him in the execution of his duties or in relation to them, including any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or 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, 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 his duties or in relation to them.
- 13.2 Pursuant to section 310(3) of the Act the Company may purchase and maintain indemnity insurance cover for any director, officer or auditor of the Company and such indemnity insurance cover extends to former directors and officers of the Company.