



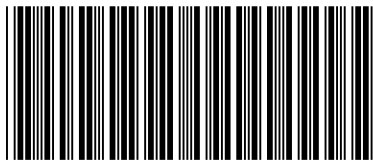
CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 4832659

The Registrar of Companies for England and Wales hereby certifies that
QUE HOLDINGS LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 15th July 2003



N04832659Y



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— *for the record* —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

4832659

Company name

QUE HOLDINGS LIMITED

I,

RICHARD IAN STANTON-REID

of

49 WILTON WOODS ROAD
WILTON
CONNECTICUT
UNITED STATES
06897

a

solicitor engaged in the formation of the company

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the
Companies Act 1985 in respect of the registration of
the above company and of matters precedent and
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House

— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**



XI7AXMM1

Received for filing in Electronic Format on the: **14/07/2003**

*Company Name
in full:* **QUE HOLDINGS LIMITED**

*Proposed Registered
Office:* **3 SHELDON SQUARE
LONDON
UNITED KINGDOM
W2 6PS**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **COMPANYINCORPORATIONS.COM
LIMITED**

Agent's Address: **7 SAVOY COURT
STRAND
LONDON
ENGLAND
WC2R 0ER**

Company Secretary

Name **COINC SECRETARIES LIMITED**

Address: **7 SAVOY COURT
STRAND
LONDON
ENGLAND
WC2R 0ER**

Consented to Act: **Y**

Date authorised **14/07/2003**

Authenticated: **Y**

Director 1:

Name **COINC DIRECTORS LIMITED**

Address: **7 SAVOY COURT
STRAND
LONDON
ENGLAND
WC2R 0ER**

Consented to Act: **Y** *Date authorised* **14/07/2003** *Authenticated:* **Y**

Other Directorships:

04588774	ABA ENTERPRISES LIMITED
04589488	ABADALE LIMITED
04582408	ABCRO LIMITED
04737842	ALLIX CONSULTING LIMITED
04816820	ARMSTRONG FINE ARTS LIMITED
04580136	AXDALE LIMITED
04603235	BEKOZ LIMITED
04599308	BENROCK LIMITED
04746539	BRIAN TURNER MAYFAIR LIMITED
04760957	CDFS LIMITED
04704267	CERTUS ONLINE LIMITED
04763791	CFDS LIMITED
4572919	COINC LIMITED
4571282	COINC SECRETARIES LIMITED
04763427	COOKWEB LIMITED
04765111	COPAN INVESTMENTS LIMITED
04646055	DODGEM TAXIS LIMITED
04817532	DOT DASH LIMITED
04702189	ESPRIT TALENT MANAGEMENT LIMITED
04589487	FENLOW LIMITED
04745458	GEN-OUTDOOR MEDIA INTELLIGENCE LIMITED
04774813	LONDON AFFILIATES LIMITED
04744664	LONDON WIRELESS LIMITED
04816669	NIGEL MCCRERY TV FORMATS LIMITED
04756803	OXENLAKE LIMITED
04772726	PRACTICAL CASH UK LIMITED
04831407	QUINT LIMITED
04774397	SQUARE MOUNTAIN LIMITED
04647040	STRONGHOLD INNS LIMITED
04685369	STUDENTLINK LIMITED
04678807	THE CARDIFF FESTIVAL OPERA COMPANY LIMITED
04751363	WEST CREEK LIMITED
04751726	WESTMINSTER HELICOPTERS LIMITED
04747866	WHITMOOR PROPERTIES LIMITED
04744385	WIRELESS LONDON LIMITED

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM AND ARTICLES
OF ASSOCIATION
OF**

QUE HOLDINGS LIMITED

(A Private Company adopting Table A with modifications)

Certificate Number:

Incorporated on:

COMPANYINCORPORATIONS.COM LIMITED

7 Savoy Court
Strand
London
WC2R 0ER
England

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

QUE HOLDINGS LIMITED

- 1 The name of the Company is QUE HOLDINGS LIMITED
- 2 The company's registered office is to be situated in England and Wales.
- 3 The company's objects are:
 - (a) To carry on business as a general commercial company and, generally, to carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses: manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials; warehousemen, storage contractors, shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of companies, corporations, firms or persons, builders; scaffolders; contractors, heating and ventilation engineers and contractors, refrigeration engineers, specialists and contractors; decorators; painters; bricklayers, specialist carpenters, shuttering manufacturers and erectors; joiners, public works contractors; plasterers, plumbers, electricians, shop front fitters; builders' and decorators' merchants; civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers; welders; sheet metal workers; blacksmiths, motor engineers; garage proprietors; car hire service, taxi proprietors and operators; travel agents, tour operators, proprietors of vehicles and vessels of all kinds; transport and haulage contractors; general engineers; tool makers; booking agents for, and managers of, theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all their branches; proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors, dealers in foods and provisions of all kinds, wine and spirit merchants, licensed victuallers; butchers; grocers, greengrocers; fishmongers and poultry merchants; farmers; florists, horticulturists; bakers, confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds, antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers, radio television and electrical retailers, dealers and repairers, toys, games and sports equipment

dealers; photographers and dealers in all kinds of photographic material and equipment, film producers and distributors; textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers, manufacturing and retail chemists; printers, publishers, stationers, advertising and publicity agents; public relations specialists, consultants, business transfer agents and employment agents; computer operators' programmers and dealers; market research specialists; business advisors, mail order specialists; dyers and cleaners; dry cleaners, proprietors of launderettes, excavation and demolition contractors; plant hirers; scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.

- (b) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the property or rights of the company.
- (c) To apply for, purchase, register or otherwise acquire and protect and renew, whether in the United Kingdom or elsewhere in any part of the world any patents, patent rights, brevets d'invention, designs, concessions, secret processes, trade marks, licences, and the like and to alter, disclaim, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- (d) To purchase, take on lease or in exchange, hire or by any other means acquire and take options over any freehold, leasehold or any other real or personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the company.
- (e) To acquire and undertake the whole or any part of the business, goodwill, assets, property, and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorised to carry on or possessed of property suitable for the purposes of the company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
- (f) To acquire an interest in, amalgamate with, or enter into partnership or into any arrangement with sharing profits, co-operation, joint venture, union of interest or reciprocal concession with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which is capable of being conducted so as directly or indirectly to benefit the company.

- (g) To enter into any arrangements with any governments or authorities supreme, local, municipal, or otherwise, or any company or person that may seem conducive to the attainment of the company's objects, or any of them, and to obtain from any such government or authority any rights, charters, licences, privileges or concessions which the company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (h) To draw, make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (i) To invest and deal with the moneys of the company not immediately required in any manner, and to hold sell or otherwise deal with any investments made.
- (j) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures and other negotiable or transferable instruments.
- (k) To establish or promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company, or for any other purpose which may appear likely to assist or benefit the company, or for any other value of any property or business of the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company.
- (l) To advance and lend money or give credit, with or without security to customers and others, to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit or loans and to become security for any persons, firms or companies.
- (m) To raise or borrow money in such a manner as the company shall think fit, and to secure the repayment of any such money raised, borrowed or owing by mortgage, lien, charge or other security upon all or any of the property or assets of the company (whether present or future) including its uncalled capital, and also by a similar mortgage, lien, charge or security to secure and guarantee the performance by the company of any obligation or liability it may undertake or which may become binding on it.
- (n) To pay out of the funds of the company all or any expenses which the company may lawfully pay with respect to the promotion, formation and incorporation of the company or to contract with any person firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures or other securities of the company.

- (o) To remunerate any person, firm or company whether by cash payment or by the allotment of shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.
- (p) To subscribe to or support any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the company, whether as a director, employee or otherwise, and his family and dependants; to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) To distribute among the members of the company any property of the company of any kind or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital of the company be made except with the sanction for the time being required by law.
- (r) To procure the company to be registered or recognised in any part of the world.
- (s) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform subcontracts and also to act in any of the businesses of the company in any part of the world through or by means of agents, subcontractors or others.
- (t) To improve, develop, manage, grant rights or privileges in respect of, construct, repair, let on lease or otherwise, exchange, mortgage, charge, dispose of, sell, grant licences in respect of, turn to account, grant options in respect of, or otherwise deal with all or any part of the property and rights of the company both real and personal.
- (u) To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portions for such consideration as the company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (v) To do all or any of the matters or things aforesaid in any part of the world and to do such matters or things either as principals, agents, contractors or otherwise and by or through agents, contractors, or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that:

- (i) The objects specified in each sub-clause shall be regarded as independent objects, and they shall not be limited or restricted, except where otherwise expressed in such sub-clauses, by

reference to or inference from the terms of any other sub-clause or the name of the company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.

- (ii) The word 'company,' except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere.

4 The liability of the members is limited.

5 The company's share capital is £50,000.00 divided into 50,000 Ordinary shares of £1.00 each

I, the person whose name and address is subscribed is desirous of being formed into a Company in pursuance of this Memorandum of Association and I respectively agree to take the number of shares in the capital of the Company set opposite my name.

Name and Address of Subscribers	Number of Ordinary shares of £1.00 each taken by each subscriber
--	---

Coinc Limited 7 Savoy Court Strand London WC2R 0ER England	1
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Total Shares	1
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Dated: 14 July 2003

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF QUE HOLDINGS LIMITED

PRELIMINARY

- 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985/1052) and the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000/3733) (hereinafter referred to as 'Table A') shall, subject to the additions, exclusions and modifications hereinafter expressed constitute the articles of association of the company.

SHARE CAPITAL

- 2 The directors of the company may (subject to regulations 3 and 5(a) below and section 80 of the act) allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the act) in the company on such terms and conditions and in such manner as they think proper.
- 3 The directors of the company are generally and unconditionally authorised during the period of five years from the date of incorporation of the company to allot, grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the company to such persons at such times and on such terms and conditions as they think fit, subject to the provisions of section 80 of the act.
- 4 Notwithstanding anything else contained in these articles, no share or any beneficial interest therein shall be issued to any minor, bankrupt or person of unsound mind.
- 5
 - (a) Subject to any direction to the contrary that may be given by special resolution by the company in general meeting, any shares which do not comprise the original authorised share capital of the company shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the

company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the act.

- (b) In accordance with section 91(1) of the act, section 89(1) and sections 90(1) to (6) (inclusive) of the act shall not apply to the company.

TRANSFER OF SHARES

- 6 The directors may, in their absolute discretion, decline to register the transfer of a share whether or not it be a fully paid share, and no reason for the refusal to register the aforementioned transfer need be given by the directors. The first sentence of regulation 24 of Table A shall not apply to the company.
- 7 Notwithstanding anything else contained in these articles, no share or any beneficial interest therein shall be transferred to any minor, bankrupt or person of unsound mind.

SHARE WARRANTS

8

- (a) The company may issue share warrants (as defined in section 188 of the act) to bearer under the company's seal in place of fully paid shares and the share warrants shall rank for all purposes as if they were fully paid shares and their holder shall have rights as if he were a member including, without prejudice to the foregoing, the rights to attend and vote at general meetings and to participate in dividends.
- (b) Share warrants shall be transferable by delivery and, if the shares comprising them are denominated in a currency other than sterling, shall not be chargeable to stamp duty in accordance with section 30 of the Finance Act 1967, although they may be chargeable to Stamp Duty Reserve Tax.
- (c) The holder of a share warrant may surrender it to the company at any time and, on surrender, shall be entitled to be entered in the register of members in respect of the shares comprised in the warrant in the name and address which shall be supplied by him to the company. For such time as a share warrant to bearer is outstanding, the holder for the time being may notify a name and address for service to the company, and the company shall send notice of meetings *et al* to that address as if he were a member. In the absence of such notification, the company need not dispatch notices *et al* to holder, but this shall not prejudice his right to attend and vote at meetings, participate in dividends (which the company shall hold in trust for him) or any other right.

LIEN

9

- (a) The company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any member solely or registered in the names of two or more joint holders 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.

- (b) Regulation 8 of Table A shall not apply to the company.

NOTICE OF GENERAL MEETINGS

10

- (a) An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed
- (i) In the case of an annual general meeting, by the members entitled to attend and vote thereat, or
- (ii) In the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.
- (b) The notice shall specify the time and place of the meeting and in the case of special business only the general nature of the special business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- (c) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the directors and auditors, and the appointment of, and the fixing of the remuneration of the auditors.
- (d) Subject to the provisions of these articles and to any restrictions imposed on any shares, all notices of and any other communications relating to any general meetings of the company or of separate general meetings of the holders of any class of share capital of the company shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors of the company for the time being.

Regulation 38 of Table A shall not apply to the company.

PROCEEDINGS AT GENERAL MEETINGS

11

- (a) No business shall be transacted at any meeting unless a quorum is present at the time the meeting proceeds to business. 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.
- (b) If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine. If at the adjourned meeting a quorum is not present within half an

hour from the time appointed for the meeting, such adjourned meeting shall be dissolved.

- (c) Regulations 40 and 41 of Table A shall not apply to the company.

12

- (a) For the purposes of these articles, a conference held between a number of members constituting, in accordance with these articles, a quorum and who shall have received notice as appropriate, shall be deemed to be present and a meeting of the members shall be deemed to be properly convened if all such persons are able to communicate with all such other members via a telephone conference line, video-link or some other form of electronic link whereby all persons required to be present are able to so communicate with all other persons so deemed to be present.
- (b) Any meeting of the members of the company held in such a manner as described in paragraph (a) above shall cause to be made a set of minutes and a copy of such minutes shall be forwarded to every member deemed to be present within seven days of the conclusion of any such meeting. Every member in receipt of a copy of the said minutes shall confirm their approval of the document as a true and fair record of event by their signing the said copy and returning, within seven days of receipt, the said minutes to the registered office of the company.
- (c) All matters voted upon at a meeting held in such a manner as described in paragraph (a) above shall be decided on a poll and regulation 54 of table A shall be read and construed accordingly.

Regulation 100 of Table A shall be read and construed accordingly.

NUMBER OF DIRECTORS

13

- (a) Unless otherwise determined by ordinary resolution in general meeting of the company the number of directors (other than alternate directors) shall not be subject to any maximum, and the minimum number of directors shall be one. If and so long as the minimum number of directors shall be one, a sole director may exercise all the authorities and powers which are vested in the directors by Table A and by these articles. Regulation 89 of Table A shall be modified accordingly.
- (b) Regulation 64 of Table A shall not apply to the company.

APPOINTMENT AND REMOVAL OF DIRECTORS

14 No person shall be appointed a director at any general meeting unless:

- (a) He is recommended by the directors, or
- (b) Not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice executed 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 executed by that person of his willingness to be appointed.

- 15 Subject to article 14 above, 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.
- 16 If as a result of death or deaths (whether alone or together with other circumstances) 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 a general meeting.
- 17 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 number fixed by or in accordance with these articles as the maximum number of directors.
- 18 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the company.
- 19
 - (a) The office of director shall be vacated if:
 - (i) He ceases to be a director by virtue of any provision of the act or he becomes prohibited by law from being a director,
 - (ii) He becomes bankrupt or makes any arrangement or composition with his creditors generally,
 - (iii) He is a person who is, or may be, suffering from mental disorder and either:
 - (a) He is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, and application for admission under the Mental Health (Scotland) Act 1960, or
 - (b) An order is made by court having jurisdiction (whether in the United Kingdom or elsewhere) 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,
 - (iv) He resigns his office by notice to the company,
 - (v) He is required to vacate office by written notice signed by all the other directors of the company (provided that he is not also a member of the company),
 - (vi) He is found guilty of a criminal act and is sentenced to a custodial sentence, or

- (vii) He shall for more than six consecutive months have been absent without permission of the directors from meetings of the directors held during that period.

- (b) Regulation 81 of Table A shall not apply to the company.

ALTERNATE DIRECTORS

20

- (a) 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, or in any other manner approved by the directors.
- (b) A director, or any 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 of which his appointor is a member to one vote for every director whom he represents in addition to his own vote if he is a director, but he shall count as only one person for the purpose of determining whether a quorum is present.
- (c) An alternate director shall cease to be an alternate director if his appointor ceases to be a director. An alternate director may also be removed from that office by not less than 24 hours' notice in writing to the company and to the appointor given by a majority of his co-directors.
- (d) Without prejudice to any other provision of these articles, and save as otherwise provided, an alternate director shall be deemed for all purposes to be a director (including, for the avoidance of doubt, the duty to notify Companies House of his appointment and removal) and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.
- (e) An alternate director shall not be entitled to receive any remuneration from the company for his services as an alternate director.
- (f) The last sentence of regulation 66, all of regulation 68 and the last sentence of regulation 88 in Table A shall not apply to the company.

DIRECTORS GRATUITIES AND PENSIONS

21

- (a) The powers of the company set out in clause 3(p) of the memorandum of association may be exercised by the directors of the company.
- (b) Regulation 87 of Table A shall not apply to the company.

PROCEEDINGS OF DIRECTORS

22

- (a) A director may vote as a director in regard to any contract or arrangement in which he is interested or upon 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.
 - (b) Regulations 94 to 97 (inclusive) of Table A shall not apply to the company.
- 23 A resolution in writing signed by all the directors (including a sole director) entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Regulation 93 of Table A shall not apply.
- 24 Any director for the time being absent from the United Kingdom may supply to the company an address and/or electronic communication address whether or not within the United Kingdom to which notices of meetings of the directors may be sent and shall then be entitled to receive at such address notice of such meetings. Regulation 88 of Table A shall be modified accordingly and, in regulation 111, the phrase '...(other than a notice calling a meeting of the directors) ...' shall be omitted.
- 25
 - (a) For the purposes of these articles, a conference held between a number of directors constituting, in accordance with these articles, a quorum and who shall have received notice as appropriate, shall be deemed to be present and a meeting of the directors shall be deemed to be properly convened if all such directors are able to communicate with all such other members via a telephone conference line, video-link or some other form of electronic link whereby all persons required to be present are able to so communicate with all other persons so deemed to be present.
 - (b) Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is.
 - (c) Any meeting of the directors of the company held in such a manner as described in paragraph (a) above shall cause to be made a set of minutes and a copy of such minutes shall be forwarded to every member deemed to be present within seven days of the conclusion of any such meeting. Every member in receipt of a copy of the said minutes shall confirm their approval of the document as a true and fair record of event by their signing the said copy and returning, within seven days of receipt, the said minutes to the registered office of the company.
 - (d) All matters voted upon at a meeting held in such a manner as described in paragraph (a) above shall be decided on an oral vote.

- (e) Regulations 88, 89 and 100 of Table A shall be read and construed accordingly.

NAMES AND ADDRESSES OF SUBSCRIBERS

Coinc Limited
7 Savoy Court
Strand
London
WC2R 0ER
England

Dated: 14 July 2003
