

Company number 05028873

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Bellitto Systems Limited (Company)

30 April

2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- Resolutions below are passed as ordinary resolutions (**The Ordinary Resolutions**)
- Resolutions below are passed as special resolutions (**The Special Resolutions**)

ORDINARY RESOLUTIONS

	For	Against
1 That pursuant to Section 80 of the Companies Act 1985 ("The Act") the Directors be and they are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to an aggregate nominal amount of 2,000 provided that this authority shall expire on the day preceding the fifth anniversary of the passing of this resolution		
2 That the articles of association attached hereto and initialled by the members be adopted as the articles of association of the company		

THURSDAY



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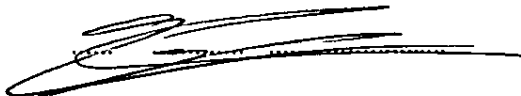
COMPANIES HOUSE

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions

The undersigned, a person entitled to vote on the above resolutions on the 30 April
2008 hereby irrevocably agrees to those resolutions as indicated
above

Signed by John Campbell



Signed by Angelo Giannitto



Date

30 April 2008

NOTES

1 If you wish to vote in favour of a resolution please put an 'X' in the For box next to that resolution. If you wish to vote against a resolution please put an 'X' in the Against box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods

- **By Hand** delivering the signed copy to The Head Partnership Solicitors 9 Chalfont Court Reading RG65SY
- **Post** returning the signed copy by post to The Company Secretary, C/O The Head Partnership 9 Chalfont Court Lower Earley Reading RG6 5SY
- **Fax** faxing the signed copy to The Head Partnership on 01189756588 marked for the attention of The Company Secretary, care of Stuart Mullins, The Head Partnership Solicitors
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to stuart@thpsolicitors.co.uk Please enter "Written resolutions dated 2008" in the e-mail subject box

If there are no resolutions you agree with, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to a resolution, you may not revoke your agreement

3 Where, by 1 June 2008 insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
BELLITTO SYSTEMS LIMITED

1 **PRELIMINARY**

1 1 In these Articles

1 1 1 the following expressions shall have the meanings respectively ascribed -

the "Act" the Act as in force on the date of the adoption of these Articles,

the "Board" the Board of Directors of the Company (or where the context permits) a duly authorised committee thereof,

"Table A" Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 1985 and The Companies Act 1985 (Electronic Communications) Order 2000,

1 1 2 references to any provision of any statute or any statutory instrument shall include any provision from time to time amending, replacing or re-enacting the same

1 1 3 The Regulations contained in Table A shall, except as hereinafter provided and except insofar as the same are inconsistent with these Articles, apply to the Company

1 1 4 The following Regulations of Table A shall not apply to the Company, namely 24, 35, 40 and 73, to 82 inclusive

2 **LIEN**

2 1 The lien conferred by Regulation 8 of Table A shall apply to all shares, whether fully paid or not, and the Company shall also have a first and paramount lien on all shares, whether or not fully paid, standing 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 his estate to the Company Regulation 8 of Table A shall be modified accordingly



3 ISSUE OF SHARES

- 3 1 The Board is unconditionally authorised during the period of five years from the date of adoption of these Articles to allot, grant options over or otherwise dispose of the unissued share capital of the Company up to the amount of the authorised and unissued share Capital of the Company existing at the date of the adoption of these Articles, namely £10,000 to such persons (whether or not members of the Company) for such consideration on such terms in such manner and at such times as the Board considers appropriate. Any shares which the Board is not entitled to deal with under the foregoing provisions of this Article may, with the authority of a Special Resolution of the Company, be dealt with by the Board which may allot, grant options over or otherwise dispose of the said shares to such persons (whether or not members of the Company) for such consideration, on such terms, in such manner and at such times as it considers appropriate during a period not exceeding five years from the date of the passing of such Special Resolution. To the extent permitted by Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) are hereby excluded from applying to the Company provided always that save as permitted by law, nothing in this Article shall authorise the allotment or issue of shares in the Company at a discount

4 TRANSFER OF SHARES

- 4 1 The Board may, in its absolute discretion and without assigning any reason therefore, decline to register any transfer of any share (whether fully paid or not) to a person who is not already a member of the Company
- 4 2 The instrument of any share need not be signed by or on behalf of the transferee but shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. Regulation 23 of Table A shall be modified accordingly

5 PURCHASE OF OWN SHARES

- 5 1 Subject to compliance with all legal requirements and to the provisions of these Articles the Company may exercise all the powers conferred by law to purchase by agreement its own shares (including, without limitation, any redeemable shares) upon such terms and in such manner as the Board shall think fit including in particular the making of a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares

6 PROCEEDINGS AT GENERAL MEETINGS

- 6 1 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 S372(3) of the Act, in relation to the right of a member to appoint proxies



6 2 If a quorum is not present within half an hour from the time appointed for any General Meeting or if during any such Meeting a quorum ceases to be present (other than by reason of the temporary absence of any person or persons) the Meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the members present shall be a quorum Notwithstanding anything in these Articles or in Table A, if and for so long as there shall be a single member of the Company the quorum shall be one member present in person or by proxy or in the case of a corporation, by representative

6 3 At any General Meeting a resolution put to the vote of the Meeting shall be decided on show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy and entitled to vote Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution

6 4 Subject to the provisions of the Act, a resolution in writing signed by all of the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effectual as if the same had been passed at a general meeting of the company

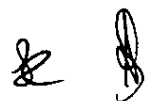
7 DIRECTORS

7 1 The number of Directors need not exceed one If and so long as there shall be a sole director he shall be entitled to exercise all the powers authorities and discretions expressed by these Articles to be vested in the Directors generally A sole Director shall form a quorum at meetings of Directors and Regulation 89 of Table A shall be modified accordingly The last two sentences of Regulation 79 shall not apply

7 2 In addition and without prejudice to the provisions of S303 of the Act, the Company may by ordinary resolution remove any director before the expiration of office

7 3 The Directors shall not be subject to retirement by rotation and accordingly all references in Table A to retirement by rotation shall be disregarded

7 4 Subject to the provisions of Section 317 of the Act, a Director may be interested, directly or indirectly, in any contract, transaction or arrangement with the Company or in which the Company is interested and (except as regards the office of Auditor) he may hold and be remunerated in respect of any office or place of profit under the Company, and he or any firm of which he is partner may act in a professional capacity for the Company and be



remunerated therefor In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him

8 PROCEEDINGS OF DIRECTORS

8 1 Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit A Director may, and the Secretary at the request of a Director shall, call a meeting of the Board

8 2 The Board may dispense with the keeping of attendance books for meetings of the Board or of committees of the Board Regulation 100 of Table A shall be modified accordingly

8 3 All or any of the members of the Board or any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly 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 then is

9 BORROWING

9 1 The Board may exercise all the powers of the Company to borrow 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

10 ALTERNATE DIRECTORS

10 1 Any Director (other than an alternate Director) may at any time by writing under his hand and deposited at the registered office of the Company, or delivered at a meeting of the Board appoint any person to be his alternate Director and may at any time terminate such appointment Such appointment shall have effect only upon and subject to being approved by the Board The appointment of another Director of the Company as an alternate Director shall not require such approval but shall cease to be effective after such Director ceases to hold the office of Director unless so approved The same person may be appointed as alternate Director of more than one Director The vote or votes of an alternate Director shall be in addition to any vote or votes he may have in his own right

10 2 The appointment of an alternative Director shall ipso fact determine on the happening of any event which if he were a Director would cause him to vacate such office and shall also determine ipso facto if the Director for whom he is

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an alternate (below called "his appointor") shall cease for any reason to be a Director

10 3 An alternate Director shall be entitled to receive notices of meetings of the Board and of any committee of the Board of which his appointor is a member and to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be entitled to receive notice of and attend General Meetings of the Company and to speak at any General Meeting at which his appointor is not personally present

10 4 An alternate Director shall be entitled to contract and be interested in and benefit from contracts transactions or arrangements and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but shall not in respect of such appointment be entitled to receive any remuneration from the Company except only 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

10 5 Save as otherwise provided in these Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor

11 COMPANY SEAL

11 1 Any document (including a certificate for any shares in the Company) signed by a Director and the Secretary of the Company or by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under seal of the Company. A document shall be so signed only with the authority of a resolution of the Directors or a committee of the Directors. Regulation 6 of Table A shall be modified accordingly

12 DIVIDENDS

12 1 Dividends may be declared and paid in respect of any one class or sub-class of share without any obligation to declare or pay a dividend on any other class or sub-class of share

13 INDEMNITY

13 1 Subject to the provisions of and so far as may be consistent with the Act and every other statute for the time being in force concerning the companies, every Director, Auditor, or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds against all costs, charges,



losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings civil or criminal which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or (in connection with any application under the Act or any such other statute for relief from liability in respect of any such act or omission) in which relief is granted to him by the Court

14 "B" NON VOTING ORDINARY SHARES ("B" Shares")

14 1 Allotment of "B" Shares

14 1 1 The Board may in its absolute discretion allot "B" Shares in the Company to such officers and employees of the Company in such manner as it thinks fit having regard to the best interests of the Company

14 2 Income and Dividends in respect of "B" Shares

14 2 1 Subject to the provisions of the Act, the profits of the Company that the Company wishes to distribute in respect of an accounting reference period shall be wholly and exclusively determined by the Board For the avoidance of doubt nothing in these Articles shall require the Board to pay an identical or similar dividend in respect of "B" Shares

14 3 Rights of Pre-emption in respect of "B" Shares

14 3 1 Should a holder of B Shares wish to dispose of some but not all of the B Shares the B Shares shall first be offered to the holders of "A" Ordinary Voting Shares and if more that one shareholder, in the same proportion to their holding of "A" Ordinary Voting Shares

14 3 2 On receipt of a request to transfer the shares referred to in Article 14 4 1 above, the transfer of the B Shares shall take place 14 days from the date of the request

14 3 3 The value of the shares to be transferred in respect of a transfer referred to in 14 4 1 shall be the par value of the B Shares to be transferred unless otherwise agreed in writing between the respective parties

15 INVALIDITY

15 1 The invalidity or unenforceability for any reason of any provision of these Articles shall not affect the validity of the remainder of these Articles which shall continue in full force and effect

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