

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS OF

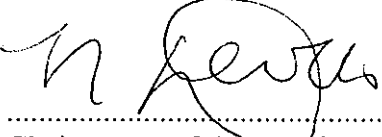
LIGHT CONTROL SYSTEMS (UK) LIMITED

(Passed on 4th day of March 2005)

AT an Extraordinary General Meeting of the above named Company duly convened and held on the 4th March 2005 the following Resolution was passed as a Special Resolution of the Company:-

Special Resolutions

1. THAT the Articles of Association in the form attached to these Resolutions be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.


.....
Chairperson of the Meeting

Dated: 4/3/05



**THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
LIGHT CONTROL SYSTEMS LIMITED**

(ADOPTED BY SPECIAL RESOLUTION PASSED ON [4 / MARCH] 2005)

1. INTERPRETATION

- 1.1 In these Articles "Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended prior to the adoption of these Articles. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in Table A shall have the same meanings in these Articles.
- 1.2 In these Articles, "the Act" means the Companies Act 1985 as amended prior to adoption of these Articles.
- 1.3 References in these Articles and in Table A to writing shall be construed as including references to any method of representing or reproducing words in a legible and non-transitory form.
- 1.4 References in these Articles to paragraphs and sub-paragraphs are to the paragraphs and sub-paragraphs of the Article and paragraph in which they appear.
- 1.5 Headings in these Articles are for convenience only and shall not affect the interpretation hereof.

2. ADOPTION OF TABLE A

- 2.1 The Regulations contained in Table A shall, except where they are modified or excluded by these Articles or are inconsistent herewith, apply to the Company and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other regulations set out in any statute or in any statutory instrument or other subordinate legislation.
- 2.2 Regulations 2, 8 to 22 (inclusive), 24, 26, 32 to 34 (inclusive), 35, 40, 41, 50, 54, 57, 58, 60, 61, 62, 64, 65, 66, 73 to 80 (inclusive), 88 to 90 (inclusive), 94, 110, 112 and 115, of Table A shall not apply to the Company.

3. SHARE CAPITAL

- 3.1 The share capital of the Company at the date of adoption of these Articles is £6,000 divided into 3,000 "A" shares of £1 each ("A" shares") and 3,000 "B" shares of £1 each ("B" shares") (together "the Shares").
- 3.2 Except as may be otherwise provided in these Articles, the "A" shares and the "B" shares shall rank pari passu in all respects but shall constitute separate classes of shares.

4. UNISSUED SHARES

- 4.1 No shares in the Company nor any right to subscribe for or convert any security into shares in the Company shall at any time be allotted unless within one month before that allotment every shareholder for the time being has consented in writing to that allotment and its terms and to the identity of the proposed allottee.
- 4.2 No share of any class nor any right to subscribe for or convert any security into a share of any class shall be allotted otherwise than to the holder of a share of that same class.
- 4.3 Section 89(1) of the Act shall not apply to an allotment of any equity security where the consent to that allotment of every shareholder has been obtained as required by these Articles and that allotment otherwise conforms to the requirements of these Articles.

5. INITIAL AUTHORITY TO ISSUE RELEVANT SECURITIES

- 5.1 The directors are authorised to exercise all powers of the Company to allot relevant securities, but only if the allotment otherwise conforms to the requirements of these Articles. The maximum nominal amount of relevant securities which may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of adoption of this Article or such other amount as may from time to time be authorised by the Company in general meeting.
- 5.2 The authority conferred on the directors by this article shall remain in force for a period of five years from the date of adoption of this article but may be revoked, varied or renewed from time to time by the Company in general meeting in accordance with the Act.

6. TRANSFER OF SHARES

- 6.1 All transfers of shares shall be effected by instrument in writing in any form for the time being authorised by the Stock Transfer Act 1963 (or any statutory modification or re-enactment thereof for the time being in force) or in any other form which the directors may approve.

- 6.2 No sale, transfer, assignment, pledge, charge or other disposition of any share or any interest in any share shall be effected without the prior written consent of all members for the time being.

7. QUORUM AT GENERAL MEETINGS

- 7.1 The quorum at any general meeting of the Company or adjourned general meeting shall be two persons present in person or by proxy, of whom one shall be a holder of "A" shares and one shall be a holder of "B" shares.
- 7.2 No business shall be transacted by any general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on.
- 7.3 If within an hour (or such longer time as the persons present may all agree to wait) from the time appointed for any general meeting a quorum is not present, the meeting shall be dissolved.

8. VOTES

- 8.1 Subject to any rights or restrictions attached to any Shares, each member who (being an individual) is present in person or by proxy or (being a corporation) is present by duly authorised representative shall have one vote for every share of which he or it is the holder.
- 8.2 The Chairman shall not have a casting vote in the event of equality.

9. PROXIES

- 9.1 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the directors may approve, and the directors may at their discretion treat a faxed or other machine-made copy of an instrument in any such form as an original copy of the instrument. The instrument of proxy shall, unless the contrary is stated in it, be valid for any adjournment of the meeting as well as for the meeting to which it relates, and shall be deemed to include authority to vote as the proxy thinks fit on any amendment of a resolution put to the meeting for which it is given.
- 9.2 The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority (certified notarially or in any other manner approved by the directors) may be delivered to the registered office, or to some other place or to some person specified or agreed by the directors, before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken after the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid.

10. NUMBER AND AGE OF DIRECTORS

The number of directors shall not be less than two and no more than 6 of which three directors shall be those appointed by the holder of "A" shares and three directors shall be those appointed by the holder of "B" shares. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director by reason of his having attained any particular age. No shareholding qualification for directors shall be required.

11. APPOINTMENT AND REMOVAL OF DIRECTORS

11.1 The holder of the "A" shares for the time being shall be entitled to appoint three persons to be directors of the Company (any such directors so appointed being called "'A" directors") and the holders of the "B" shares between them shall be entitled to appoint three person to be directors of the Company (any such directors so appointed being called "'B" directors").

11.2 Any "A" director may at any time be removed from office by the holder of a majority of the "A" shares and any "B" director may at any time be removed from office by the holder of the "B" shares.

11.3 Any appointment or removal of a director pursuant to this Article shall be in writing and signed by or on behalf of the holder of a majority of the issued "A" shares or "B" shares (as the case may be) and served on each of the other members and the Company at its registered office, marked for the attention of the Secretary. Any such appointment or removal shall take effect as at the time of such lodgement or delivery or at such later time as shall be specified in such notice.

11.4 The right to appoint and to remove "A" or "B" directors under this Article shall be a class right attaching to the "A" shares and the "B" shares respectively.

11.5 If no "A" shares or "B" shares remain in issue following a redesignation under these Articles, any director appointed by shareholders of that class shall be deemed to have been removed as from the redesignation.

12. APPOINTMENT AND REMOVAL OF ALTERNATE DIRECTORS

12.1 Any director (other than an alternate director) may appoint any person (whether or not a director) to be an alternate director and may remove from office an alternate director appointed by him. In these Articles, where the context so permits, the term "'A" director" or "'B" director" shall include an alternate director appointed by an "A" director or a "B" director as the case may be.

12.2 An alternate director shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at such meetings 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 absence.

- 12.3 An alternate director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent as if he were a director but shall not be entitled to receive from the Company any fee in his capacity as an alternate director except such part (if any) of the remuneration otherwise payable to the director appointing him as an alternate director may by notice in writing to the Company from time to time direct.

13. NOTICE OF BOARD MEETINGS

- 13.1 A director may, and the secretary at the request of a director shall, call a meeting of directors.
- 13.2 Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the director concerned.
- 13.3 A director or alternate director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax number given by him to the Company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom.
- 13.4 A director may waive notice of any meeting either prospectively or retrospectively.

14. PROCEEDINGS OF DIRECTORS

- 14.1 Subject as provided in these Articles, the directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 14.2 The quorum at any meeting of the directors shall be four directors, of whom at least 2 shall be "A" directors and 2 shall be "B" directors. No business shall be transacted at any meeting of the directors unless a quorum is present at the commencement of the meeting and also when that business is voted on. If a quorum is not present within 30 minutes of the time for the relevant meeting as set out in the notice of meeting then the meeting shall be adjourned for 7 days and at the adjourned meeting the quorum shall be the same as set out in this Article.
- 14.3 All or any of the directors or members of any committee of the directors may participate in a meeting of the directors 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; and accordingly, a meeting of the directors or committee of the directors may be held where each of those present or deemed to be present is in communication with the others only by telephone or other communication equipment as aforesaid. A meeting where those present or deemed to be present are in different locations 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.

- 14.4 All decisions made at any meeting of the directors or of any committee of the directors shall be made only by resolution, and no such resolution shall be effective unless at least two "A" directors and two "B" directors who are present at the meeting of the directors or of the committee of the directors shall have voted in favour of it. In the case of an equality of votes the chairman shall not have a second or casting vote. If at any time at or before any meeting of the directors or of any committee of the directors any "A" director or any "B" director should request that the meeting should be adjourned or reconvened to another time or date (whether to enable further consideration to be given to any matter or for other directors to be present or for any other reason, which he need not state) then such meeting shall be adjourned or reconvened accordingly, and no business shall be conducted or proceeded with at that meeting after such request has been made.

15. DIRECTORS' INTERESTS; DISCLOSURE OF INFORMATION

- 15.1 A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the directors in accordance with the Act. Subject, where applicable, to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.

16. NOTICES; TIME OF SERVICE

- 16.1 Any notice or other document may be served on or delivered to any member by the Company either personally, or by sending it by pre-paid registered post (air mail in the case of an address for service outside the United Kingdom) addressed to the member at his registered address or by fax to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member, or by any other means authorised in writing by the member concerned.
- 16.2 In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders.

- 16.3 Any notice or other document if given personally shall be deemed served when delivered, if sent by registered post, shall be deemed to have been served or delivered 48 hours after posting to an address in the United Kingdom, and if sent by fax shall be deemed served when despatched. In proving such service or delivery, it shall be sufficient to prove that the notice or document was delivered to the address given for notice, or properly addressed, stamped and put in the post or, in the case of a fax, that such fax was duly despatched to a current fax number of the addressee.
- 16.4 Any requirement in these Articles or in Table A for any notice, resolution or other document to be signed by or on behalf of any person shall be deemed satisfied where a notice, resolution or other document is received with the signature of the relevant person reproduced thereon by means of facsimile copy if such signature is confirmed by receipt of the notice, resolution or document bearing the original signature in manuscript within 14 days of receipt of the reproduction.