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Company Number 5392340

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION of

LINX INVESTMENTS LTD

At an Extraordinary General Meeting of the above company, duly convened, and held on the 14th March 2005 the following resolution was duly passed :

That the capital of the company be sub-divided as shown in the attached Memorandum of Association and that the existing Memorandum and Articles of Association be deleted in their entirety and be replaced with the new Memorandum and Articles of Association attached to this resolution.

Signed



Director

(An authorised signatory of UK Directors Ltd)

Filed by:

**TEMPLES
152-160 City Rd
London EC1V 2NX**



File Ref: 14727e

The Companies Acts 1985 to 1989

**Private Company
limited by shares**

Memorandum

and

Articles of Association

of

LINX INVESTMENTS LTD

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM of ASSOCIATION

of

LINX INVESTMENTS LTD

1. The name of the Company is LINX INVESTMENTS LTD
2. The Registered Office of the Company will be in England and Wales.
3. The object of the Company is to carry on the business of property investment and development .
4. Without prejudice to the provisions of section 3A of the Companies Act 1985 the Company shall have the following powers:
 - (A) To acquire and undertake the whole or any part of the goodwill, assets or liabilities of any person, company or firm carrying on any business which this company is authorised to carry on, or to purchase or acquire any interest in or rent or hire any other real or personal property whatsoever which may be necessary or convenient for the purposes of the company.
 - (B) To purchase, sell, exchange, improve, mortgage, charge, rent, take on lease or in exchange, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the company.
 - (C) To grant any leases, privileges, concessions or rights whatsoever in or in respect of any of the property of the company.
 - (D) To invest and deal with the monies of the company not immediately required for the purposes of the company in or upon such securities and subject to such conditions as may seem expedient.
 - (E) To promote any other company, and to underwrite the shares or debentures of that company.
 - (F) To amalgamate with or enter into any partnership, joint venture, union or profit sharing or other business arrangement with any other company, firm, association or person.
 - (G) To execute, accept, endorse, issue, buy and discount promissory notes, bills of exchange, bills of lading and any other negotiable and transferable instruments.
 - (H) To borrow, raise and secure the payment of money in such manner as the company shall think fit; in particular to borrow money by the issue of debentures or debenture stock, perpetual or otherwise and at par or at a premium, or a discount, and to secure any money borrowed or any other liabilities or obligations of the company by mortgage or charge of all or part of the company's property or assets, including future property and uncalled capital.
 - (I) To invest the funds of the company in shares or debentures or such other investments or securities as the company may determine, to make

loans or advances or give credit to any person, company or firm on such terms as may seem expedient, and to guarantee or give security for any liability or obligation of any person, company or firm.

(J) To sell all or any part of the undertaking, goodwill and assets of the company for such price and upon such terms as may be thought fit.

(K) To establish any scheme, whether by the issue of shares or otherwise, whereby employees may share in the profits or take part in the management of the company.

(L) To pay the expenses of or incidental to the promotion and incorporation of the company.

(M) To do all such other things as are conducive or incidental to the attainment of the above objects or to any of them.

It is hereby expressly declared that each sub-clause of the foregoing clause shall be deemed to be an independent object of the company and shall be construed independently of anything contained in any other sub-clause.

5. The liability of the members is limited.
6. The share capital of the company is £2,000 divided into 100 ordinary "A" shares of £1 each, 100 ordinary "B" shares of £1 each, 100 ordinary "C" shares of £1 each, 100 ordinary "D" shares of £1 each, 100 ordinary "E" shares of £1 each, 100 ordinary "F" shares of £1 each, 100 ordinary "G" shares of £1 each, 100 ordinary "H" shares of £1 each, 100 ordinary "I" shares of £1 each, 100 ordinary "J" shares of £1 each, 100 ordinary "K" shares of £1 each, 100 ordinary "L" shares of £1 each, 100 ordinary "M" shares of £1 each, 100 ordinary "N" shares of £1 each, 100 ordinary "O" shares of £1 each, 100 ordinary "P" shares of £1 each, 100 ordinary "Q" shares of £1 each, 100 ordinary "R" shares of £1 each, 100 ordinary "S" shares of £1 each, and 100 ordinary "T" shares of £1 each.

I the subscriber to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum; and agree to take the number of shares shown opposite my name.

Name and address of subscriber	Number of shares taken
UK DIRECTORS LTD 152 City Road London ECLV 2NX	One "A"

Dated this 11 March 2005

Witness to the above signature

John Carter
7 Kemp House
160 City Road
London EC1

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

LINX INVESTMENTS LTD

PRELIMINARY

1. Subject as hereinafter provided the Articles contained in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company but in the case of any variation or inconsistency between these Articles and Table A these Articles shall prevail.

2. In regulation 1 of Table A between the words "regulation" and "the Act" the words "and any articles adopting the same" shall be inserted.

SHARE CAPITAL

3. Regulation 3 of Table A shall not apply, Subject to the provisions of the Companies Act 1985 the Company may:-

- (i) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the share holder
- (ii) purchase or redeem its own shares (including any redeemable shares) either out of the distributable profits of the Company or from the proceeds of a fresh issue of shares or out of the capital and reserves of the Company

4.(A) The present authorised share capital of the Company is £2000.00 divided into the following classes of Shares:-

- (i) 100 Ordinary "A" Shares of £1.00 each;
- (ii) 100 Ordinary "B" Shares of £1.00 each;
- (iii) 100 Ordinary "C" Shares of £1.00 each;
- (iv) 100 Ordinary "D" Shares of £1.00 each;
- (v) 100 Ordinary "E" Shares of £1.00 each;
- (vi) 100 Ordinary "F" Shares of £1.00 each;
- (vii) 100 Ordinary "G" Shares of £1.00 each;
- (viii) 100 Ordinary "H" Shares of £1.00 each;
- (ix) 100 Ordinary "I" Shares of £1.00 each;

- (x) 100 Ordinary "J" Shares of £1.00 each;
- (xi) 100 Ordinary "K" Shares of £1.00 each;
- (xii) 100 Ordinary "L" Shares of £1.00 each;
- (xiii) 100 Ordinary "M" Shares of £1.00 each;
- (xiv) 100 Ordinary "N" Shares of £1.00 each;
- (xv) 100 Ordinary "O" Shares of £1.00 each;
- (xvi) 100 Ordinary "P" Shares of £1.00 each;
- (xvii) 100 Ordinary "Q" Shares of £1.00 each;
- (xviii) 100 Ordinary "R" Shares of £1.00 each;
- (xix) 100 Ordinary "S" Shares of £1.00 each;
- (xx) 100 ordinary "T" Shares of £1.00 each;

(B) The rights attaching to all classes of Ordinary Shares are as follows:-

As regards income

The holders of the Ordinary Shares shall be entitled to receive out of the profits of the Company available for distribution and from time to time determined by the Directors to be distributed by way of dividend a dividend at a rate per annum for each class of Ordinary Share to be decided by the Directors in their absolute discretion in priority to any payment of dividend on any other classes of shares in the Company and for the avoidance of doubt as between the different classes of Ordinary Shares the Directors shall be entitled to increase or decrease the amount of any dividend payable in any year in respect of any class of Ordinary Shares and the amount of any dividend payable in respect of one class of Ordinary Shares shall not limit restrict or govern in any way the exercise of the discretion of the Directors in relation to the payment of any dividends in respect of any other class of Ordinary Shares.

As regards Capital

On the winding up of the Company the holders of all classes of the Ordinary Shares shall be entitled to participate in the repayment of any capital of the Company.

As regards voting

The holders of the Ordinary Shares shall be entitled to attend or vote at any General Meeting.

- (C) Except only as herein provided all the said Class of Ordinary shares shall rank pari passu in all respects
- (D) The shares of the Company (whether forming part of the present capital or not) shall be at the disposal of the Directors, who may (save as otherwise directed by the Company in General Meeting) allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they shall think proper, subject nevertheless to all relevant statutory provisions; provided nevertheless that shares of a particular class of which shares are already in issue shall be offered only to the existing shareholders of that class in the proportions that their existing shares bear to the total issued shares of that class unless an Extraordinary Resolution passed at a class meeting of the relevant class shall otherwise determine and provided further that no shares in the capital of the company shall be allotted and issued unless all such shares so offered shall have been accepted by the said members.

- (E) Subject to the provisions of regulation 4(C) the Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985:
- (i) to allot relevant securities (as defined in the said Section 80) to the amount of the authorised but unissued share capital of the Company for the time being during the period of five years from the date of adoption of these Articles of Association; and
 - (ii) to make offers or agreements during the said period of five years which would or might require relevant securities to be allotted after the said period of five years and to allot such relevant securities thereafter in accordance with Section 80(7) of the Companies Act 1985
- (F) In accordance with Sections 91 and 95 of the Companies Act 1985 Section 89 thereof shall not apply to allotments made pursuant to regulation 4(D) above.

CAPITALISATION OF PROFITS

5. In regulation 110 of Table A the words 'with the authority of an ordinary resolution of the company' shall be omitted.

LIEN

6. In regulation 8 of Table A the words I (not being a fully paid share)o shall be omitted.

TRANSFER OF SHARES

7. Regulations 24 of Table A shall be read subject to the provisions of this regulation The Directors may decline to register any transfer of any share in their absolute discretion and without assigning any reason therefor.

ALTERATION OF CAPITAL.

8. In regulation 32 of Table A there shall be substituted for the word "ordinary' the word 'special'.

PROCEEDINGS AT GENERAL MEETINGS

9. (A) Regulations 40 and 41 of Table A shall not apply.
- (B) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein provided a quorum shall consist of two members holding Ordinary Shares present in person or by proxy. A Corporation being a member shall be deemed for the purpose of these presents to be present in person if represented by proxy or in accordance with the provisions of the Companies Act 1985.
- (C) if within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the Directors 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 meeting shall be dissolved.

VOTES OF MEMBERS

10. Regulation 53 of Table A shall not apply. Subject to the provisions of the Companies Act 1985, a resolution in writing signed or approved by letter telex telegram or facsimile transmission by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporation by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and when

signed may consist of several documents each signed by one or more of the persons aforesaid.

DIRECTORS

11. (A) Regulation 75 of Table A shall not apply.

(B) Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than one and no more than five.

12. Regulations 82 and 83 of Table A shall not apply. The remuneration of the Directors shall be determined by the Company in General Meeting from time to time. The Directors (including Alternate Directors) may also be repaid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the directors or General Meetings of the Company or in connection with the business of the Company.

13. Any Director who being so requested by the Directors performs special or extraordinary services on behalf of the Company or who travels to or resides in any place other than where he usually resides for the purpose of discharging his duties may be paid such extra remuneration whether by way of lump sum salary commission or participation in profits or otherwise) as the Directors may determine.

14. A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

BORROWING POWERS

15. Subject to the provisions of Part IV of the Companies Act 1985 the Directors may exercise all the powers of the Company to borrow money without limit and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and subject to Section 80 of the Companies Act 1985 to issue Debentures, Debenture Stock and other securities whether outright or as a security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

16. Regulations 94 and 95 of Table A shall not apply. A Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration.

PENSIONS AND ALLOWANCES

17. Regulation 87 of Table A shall not apply. The Directors may grant retirement pensions or annuities or other gratuities or allowances including allowances on death to any person or to the widow of or dependants of any person in respect of services rendered by him to the Company whether as Managing Director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company notwithstanding that he may be or may have been a Director of the Company and the Company may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions annuities and allowances' in the terms of engagement of any such person and the Directors may by resolution of the Board exercise any power conferred on the Company by Section 719(l) of the Companies Act 1985.

ROTATION OF DIRECTORS

18. Regulations 73 to 80 inclusive of Table A shall not apply.

PROCEEDINGS OF DIRECTORS

19. (A) Regulations 88 and 89 of Table A shall not apply.
- (B) The Directors may meet together for the dispatch of business and adjourn and subject as hereinafter provided otherwise regulate their meeting and proceedings as they think fit. A Director may and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of the Directors to any Director who has been absent from the United Kingdom for more than 6 months.
- (C) The quorum necessary for the transaction of business of the Directors shall be one Director.
- (D) The Chairman shall be entitled to a second or casting vote.
- (E) Questions arising at any meeting shall be decided by a majority of votes provided.
- (F) For the purposes of paragraph (C) of this regulation any Alternate Director present at a meeting of the directors shall be deemed to be the Director he represents.

20. *Regulation 93 of table A shall not apply. A resolution in writing signed or approved by letter telex facsimile transmission or telegram by each Director or his Alternate shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and when signed may consist of several documents each signed by one or more of the persons aforesaid.*

ALTERNATE DIRECTORS

21. Regulations 65 to 69 inclusive of Table A shall not apply.
- (A) Each Director shall have the power from time to time to nominate any person to act as his Alternate Director and at his discretion to remove such Alternate Director.
- (B) An alternate Director shall (except as regards power to appoint an Alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors and shall be entitled to receive notices of all meetings of the Directors and to attend, speak and vote at any such meeting at which his appointee is not present.
- (C) One person may act as Alternate Director to more than one Director and while he is still acting shall be entitled to a separate vote for each Director he is representing and if he is himself a Director his vote or votes as an Alternate Director shall be in addition to his own vote.
- (D) Any appointment or removal of an Alternate Director may be made by cable telegram or radiogram or in any other manner approved by the Directors. Any cable telegram or radiogram shall be confirmed as soon as possible by letter but may be acted upon by the Company meanwhile.
- (E) If a Director making such appointment as aforesaid shall cease to be a Director the person appointed by him shall thereupon cease to have any power or authority to act as an Alternate Director.
- (F) A Director shall not be liable for the acts and defaults of any Alternate Director appointed by him.

(G) Any Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

NOTICES

22. Every director of the Company and every Alternate Director (other than a Director or Alternate Director for the time being absent from the United Kingdom) shall be entitled to receive Notices of General Meetings in addition to the persons specified in regulation 112 of Table A.

EXERCISE OF SHAREHOLDERS RIGHTS

23. Any member of the Company empowered under these Articles to give or join in giving any notice to the Company may sign such notice either personally or by his attorney or other agent duly authorised in writing in that behalf or being a corporation under the hand of some person duly authorised by the Board of Directors or other governing body of that corporation. Every such notice shall take effect from the time of its receipt by the Company and may consist of several documents each signed by one or more such members.

Name and address of subscriber

UK DIRECTORS LTD
152 City Road
London
EC1V 2NX

Dated this 11 March 2005

Witness to the above signature

John Carter
7 Kemp House
160 City Rd
London EC1