

NI 50985/4

Companies (Northern Ireland) Orders 1986 - 1990

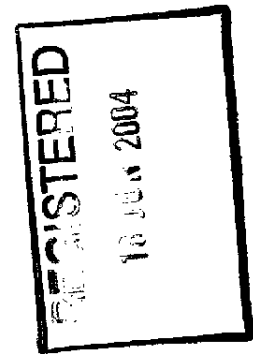
COMPANY LIMITED BY SHARES



ARTICLES OF ASSOCIATION

Of

Abbeycroft Communications Ltd



1. PRELIMINARY

1.1 Interpretation

In these articles:

- (a) "Table A" means the regulations contained in Table A in the Companies (Tables A to F) Regulations (Northern Ireland) Order 1986.
- (b) "the Order" means the Companies (Northern Ireland) Orders 1986 and any statutory modification or re-enactment for the time being in force.
- (c) words and expressions bear the same meaning as they would do if contained in Table A.
- (d) headings are included only for convenience and shall not affect meanings; and
- (e) references to regulations are to regulations in Table A unless otherwise stated.

- 1.2 Table A shall apply to the Company except for regulations 24, 68, 73 to 78 inclusive, 87 and 118 of the table and with the articles hereinafter contained shall be the regulations of the Company.

2. SHARE CAPITAL

- 2.1 The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.
- 2.2 The directors are authorised to allot, grant options over or otherwise deal with or dispose of any un-issued shares of the Company to such persons on such terms and in such manner as the directors think proper (within the meaning of Article 90 (2) of the Order), limited to the total amount stated in clause 5 of the Memorandum of Association of the Company or other amount as authorised by the Company in General Meeting.
- 2.3 The authority conferred on the Directors by article 2.2 shall expire on the fifth anniversary of the date of incorporation of the company.
- 2.4 The provisions of Article 99(1) of the Order shall not apply to the company.

3. LIEN

The lien conferred by regulation 8 of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any persons indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders.

4. TRANSFER OF SHARES

The directors may in their absolute discretion refuse to register any transfer of any shares or interest in shares. An instrument of transfer of fully paid shares need not be signed by or on the behalf of the transferee. The Company has the power to purchase its own shares.

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 Regulation 37 of Table A shall be modified by the deletion of the words "within the United Kingdom".
- 5.2 A poll may be demanded at an General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
- 5.3 A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
- 5.4 A resolution in writing, in accordance with regulation 53 of Table A, shall be deemed duly executed by a corporation if signed by one of its directors and its secretary. In the case of a joint holder of a share the signature of any one joint holder shall be sufficient for the purposes of regulation 53.

6. DIRECTORS

- 6.1 The number of directors shall not be less than one but shall not be subject to any maximum. Regulation 64 of Table A shall be modified accordingly.
- 6.2 First Directors shall be appointed in writing by completion of the statement to be delivered for registration by Article 21 of the Order.
- 6.3 A Director shall not be required to hold any qualification shares in the Company.
- 6.4 Subject to the Order a director, or any firm he is a member of, may be interested in a contract or arrangement with the Company, or any other company in which the Company may be interested in and may be remunerated for acting in a professional capacity, office or place of profit other than the office of Auditor of the Company or subsidiary.
- 6.5 A director may vote on any matter in which he is interested and be included for the purpose of quorum at any meeting, retaining for his own benefit all profits and advantages accruing to him. Regulation 94 of Table A shall be

modified accordingly.

- 6.6 The Directors may exercise all or any of the powers of the Company contained in clause 3(Q) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them by reason of the exercise of any such powers.
- 6.7 Without prejudice to the powers of the Company under Article 311 of the Order to remove holders for the time being of more than one half of the issued Ordinary shares of the Company shall have the power to appoint any person as a Director and to remove from office any Director by affecting an instrument in writing signed by the appointer. It shall take effect upon being lodged at the registered office of the Company.
- 6.8 The Directors shall not be liable to retire by rotation and accordingly the second sentence to the end of Regulation 79 of Table A shall be deleted.
- 6.9 Any director may participate in a meeting of directors or of a committee of the directors by means of a conference telephone or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.
- 6.10 Regulation 88 of Table A shall be modified by the deletion of the third sentence.
- 6.11 A sole director may exercise all the powers conferred by these articles on the Directors and for such time as there is not more than one director of the Company there shall be no requirement for a quorum or meetings of the directors. Regulations 88 and 89 shall be modified accordingly.
- 6.12 Regulation 90 of Table A shall be modified by the deletion of the words "but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting".

7. THE SEAL

The company may have an official seal for use under the provisions of the Order where the Directors may determine the Company may by writing under the common seal appoint any agents or committees to be the duly authorised agents of the Company.

8. NOTICES

- 8.1 Regulation 112 shall be modified by the following insertion after "registered address" "or to such other address whether within or outside the United Kingdom as he may supply to the Company for that purpose."
- 8.2 Every Director of the Company shall be entitled to receive notices of general meetings in addition to the persons entitled under the Order. The third sentence of regulation 112 of Table A shall be deleted.
- 8.3 Regulation 116 of Table A shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".

9. INDEMNITY

Subject to the provisions of and so far as may be consistent with the Order but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director, Auditor, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers 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 any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber	Signature of each Subscriber
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Mr John Davey,
of
16 Abbeycroft Drive, Newtownabbey,
County Antrim, BT37 0YJ

51

J R Davey

Mrs Shirley Davey
of
16 Abbeycroft Drive, Newtownabbey,
County Antrim, BT37 0YJ

49

S Davey

Total Shares taken

100

Dated, this 2nd day of June 2004

Signature of witness

Charles N O'Neill
Charles N O'Neill

Full name of witness

70/77 May Street

Address

Belfast

Solicitor

Occupation