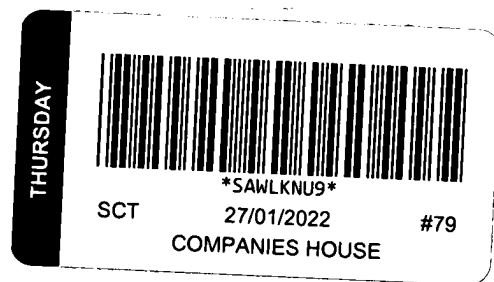


COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION OF  
**SURVIVEX TMS LIMITED**  
("the Company")  
Registered in Scotland No SC242176



1. **INTERPRETATION**

In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings

- 'The Act' means the Companies Act 1985 as amended or re enacted from time to time
- 'The Articles' means the Articles of Association of the Company
- 'Table A' means Table A in the Schedule to the Companies (Tables A F) Regulations 1985 as amended by Companies (Tables A F) (Amendment) Regulations 1985 as amended by The Companies Act 1985 (Electronic Communications) Order 2000 (S I 2000 No 3373)

2. **TABLE A**

The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles

Regulations 24, 35, 73 to 81 inclusive, 94, 95, 101, 105, 117 and 118 of Table A shall not apply to the Company

3. **SHARE CAPITAL**

- 3.1 The authorised share capital of the Company is £386,274 divided into 364,140 "A" Ordinary Shares of £0.10 each and 349,860 Ordinary Shares of £1.00 Each.
- 3.2 The provisions of section 89(1) of the Act do not apply to the Company.
- 3.3 Subject to the provisions of the Act, the Company may purchase any of its own shares.
- 3.4 Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.
- 3.5 The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of

refusal unless they suspect that the proposed transfer may be fraudulent subject to the following:-

3.5.1 the directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:

- (a) to a bank, lender, fund, financial institution or other person to which or to whom such shares are charged by way of security (whether as lender, agent, trustee or otherwise) (a **"Secured Institution"**), or to any nominee of such a Secured Institution;
- (b) executed by a Secured Institution or its nominee, pursuant to a power of sale or other power under any security document;
- (c) executed by a receiver or manager appointed by a Secured Institution pursuant to any security document; and/or
- (d) delivered to the company for registration by a Secured Institution or its nominee or by a receiver or manager appointed by a Secured Institution.

#### 4. PROCEEDINGS AT GENERAL MEETINGS

In the case of joint holders of a share the signature of any one of them is sufficient for the purposes of passing resolutions in writing under regulation 53 of Table A

A proxy is entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly

In the case of a corporation, a director or its secretary is deemed to be a duly authorised representative for the purposes of regulations 53 and 54 of Table A

#### 5. DIRECTORS

A director shall not be required to hold any qualification shares in the Company

#### 6. POWERS AND DUTIES OF DIRECTORS

Subject to the provisions of the Act, a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested. He may hold and be remunerated in respect of, any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company. He, or any firm of which he is a member, may act in a professional capacity for the Company or any such other company and be remunerated for doing so. Notwithstanding his interest, a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which it is considered. He

may retain for his own benefit all profits and advantages accruing to him Regulation 85 of Table A shall be modified accordingly

## 7. APPOINTMENT AND REMOVAL OF DIRECTORS

7.1 Without prejudice to the powers of the Company under section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors, either as additional director or to fill any vacancy, and to remove from office any director howsoever appointed Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed on its behalf by a director and shall take effect when the notice is delivered to the registered office of the Company

7.2 The office of a director is vacated

- (i) if by notice in writing to the Company he resigns his office of director,
- (ii) if he is for more than 6 months absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during that period,
- (iii) if he becomes bankrupt or enters into any arrangement with his creditors,
- (iv) if he is prohibited from being a director by an order made under any provision of the Act,
- (v) if he becomes of unsound mind,
- (vi) if he is removed from office under article 7 1

## 8. PROCEEDINGS OF DIRECTORS

A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting

## 9. WINDING UP

If the Company shall be wound up the liquidator shall divide amongst the members in specie or in kind the whole or any part of the surplus assets of the Company (whether they shall consist of property of the same kind or not) and shall, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members

The liquidator may vest the whole or any part of the assets in trustees upon such trusts for the benefit of the whole or any part of the members or different classes of members as he shall think fit but so that no member shall be compelled in any circumstances to accept any share or other securities upon which there is a liability

10. INDEMNITY

10.1 Insofar as consistent with the Act, every director, secretary, auditor and other officer of the Company and their respective representatives and administrators shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of that office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether criminal or civil, in which he is acquitted or judgement is given in his favour, or in connection with any application made under section 727 of the Act in which he is granted relief by the court, and no director or other officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of that office or in relation thereto

10.2 The Company may purchase and maintain for any director, secretary, auditor or other officer of the Company insurance against any liability which by virtue of any rule of law would attach to him in respect of negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company

11. QUALIFYING THIRD PARTY INDEMNITY

The Company shall indemnify each director of the Company and each director of any associated company, as that term is defined in Section 309A of the Act against each and every loss, liability and cost which he/she may incur in connection with any negligence, default, breach of duty or breach of trust by him/her (a "Liability") provided that the Liability is incurred by him/her in connection with the performance of his/her duties, obligations or role as a director of the Company or associated company (as the case may be) The foregoing indemnities are subject to the following restrictions

11.1 the Company shall not indemnify a director, directly or indirectly, to the extent the Liability is incurred by him/her in relation to the Company or an associated company, and

11.2 the Company shall not indemnify a director to the extent the Liability is for him/her to pay

(i) a fine imposed in criminal proceedings, or

(ii) a sum payable to a regulatory authority by way of a penalty in respect of non compliance with any requirement of a regulatory nature (however arising), and

11.3 the Company shall not indemnify a director to the extent the Liability is incurred by him/her

- (i) in defending any criminal proceedings in which he/she is finally convicted, or
- (ii) in defending any civil proceedings brought by the Company, or an associated company, in which final judgement is given against him/her, or
- (iii) in connection with any application under any of the following provisions in which the court finally refuses to grant him/her relief, namely
  - (a) section 144(3) or (4) of the Act (acquisition of shares by innocent nominee), or
  - (b) section 727 of the Act (general power to grant relief in case of honest and reasonable conduct), and
- (iv) the Company shall not indemnify him/her other than to the extent it is lawful to do so under sections 309A and 309B of the Act

12. UNDERTAKING TO PAY DEFENCE COSTS

The Company undertakes to provide each director with sufficient funds to meet any expenditure incurred or to be incurred by him/her and to do anything in its power to avoid any director incurring such expenditure

12.1 in defending any criminal or civil proceedings, or

12.2 in connection with any application made by him/her under section 144(3) and (4) of the Act (acquisition of shares by innocent nominee), or section 727 of the Act (general power to grant relief in case of honest and reasonable conduct),

in each case in connection with the performance of his/her duties, obligations or role as a director of the Company provided that the terms of the Company doing such thing or providing or agreeing to provide such funds are such that such director agrees to repay such funds and that any liability of the Company under any transaction connected with the doing of such thing or the provision of such funds falls to be discharged by the director not later than the date on which the Ruling becomes final either in the event of the director being convicted, or in the event of judgement being given against him/her, or in the event of the court refusing to grant him/her relief on the application (as the case may be)