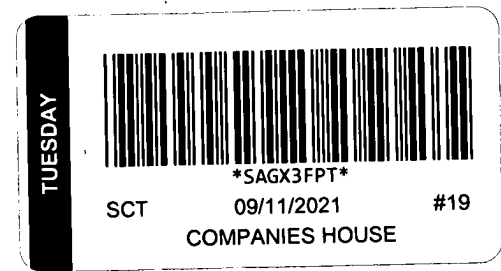


COMPANIES ACTS 1989 - 2006**PRIVATE COMPANY LIMITED BY SHARES****ARTICLES OF ASSOCIATION OF****FLOW HOSPITALITY TRAINING LIMITED****1 PRELIMINARY**

- 1.1 In these Articles the following words bear the following meanings save where otherwise specified or the context otherwise requires:

"the Act"	the Companies Act 1985;
"the 1989 Act"	the Companies Act 1989;
"the 2006 Act"	means the Companies Act 2006;
"these Articles"	these articles of association of the Company as from time to time altered;
"the Company"	Flow Hospitality Training Limited; and
"the Statutes"	the Act, the 1989 Act, the 2006 Act and every other statute (including any orders, regulations or other subordinate legislation made thereunder) for the time being in force concerning companies and affecting the Company.

- 1.2 In these Articles a reference to any statute or provision of a statute includes a reference to any statutory modification or re-enactment of it for the time being in force.
- 1.3 The regulations contained in Table A to the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies Act 1985 (Electronic Communications) Order 2000, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (each Table being hereinafter referred to as "**Table A**") shall apply to the Company save insofar as they are excluded or varied by these Articles and such regulations (save as so excluded or varied) and these Articles shall be the regulations of the Company.

2 ALLOTMENT OF SHARES

- 2.1 Subject to the applicable provisions of the Statutes relating to authority, pre-emption rights and otherwise and subject to Articles 2.2 and 2.4 below, all unissued shares in the authorised share capital of the Company from time to time shall be under the control of the directors who may allot, grant options over or otherwise dispose of the same, to such persons, at such times, on such terms and in such manner as they think fit.

- 2.2 All shares which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. In the event that any shares are not capable of being offered as aforesaid except by way of fractions then lots shall be drawn, in such manner as the directors shall decide, to determine which members shall be offered such shares. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to those members who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Thereafter offers shall continue to be made in like terms in the same manner and limited by a like period to those members who continue to accept all of the shares offered to them. Any shares not accepted pursuant to such offer or further offers as aforesaid and any shares released from the provisions of this Article 2.2 by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this Article 2.2 shall have effect subject to Section 80 of the Act.
- 2.3 In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 2.4 The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Act) of the Company, up to the amount of the authorised share capital of the Company from time to time, at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot relevant securities (within the meaning of Section 80(2) of the Act) under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

3 SHARES

- 3.1 The lien conferred by Regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered 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 in Table A shall be modified accordingly.

- 3.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words “and all expenses that may have been incurred by the Company by reason of such non- payment”.
- 3.3 If the Board refuses to register a transfer, it shall within two months after the date on which the instrument of transfer was lodged with the Company send to the transferee notice of, together with the reasons for, the refusal.
- 3.4 Notwithstanding anything to the contrary contained in these articles, any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or other lending institution whether as agent and security trustee for a group of banks or lending institutions or otherwise, or to any nominee or any transferee of such a bank or lending institution (a “**Secured Institution**”).
- 3.5 Notwithstanding anything contained in these articles and without prejudice to any restrictions required by law or statute, the directors shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:
- 3.5.1 is to a Secured Institution;
 - 3.5.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares;
 - 3.5.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company, or any of them, and no such shareholder shall have any right under these articles or otherwise howsoever, to require such shares to be transferred to them whether for consideration or not.

4 **GENERAL MEETINGS AND RESOLUTIONS**

- 4.1 Every notice convening a general meeting shall comply with the provisions of Section 325 of the 2006 Act.
- 4.2 Regulation 41 in Table A shall not apply to the Company. If a quorum is not present within half an hour from the time appointed for a general meeting, or if during such general meeting a quorum ceases to be present, the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor, or if during such meeting a quorum ceases to be present, such adjourned general meeting shall be dissolved.

- 4.3 Any member or members (or their proxies or, in the case of a corporation, their representatives) may participate in a meeting of the Company or of a class of members by conference telephone or similar communications equipment by means of which all the persons participating in the meeting can hear each other at the same time. Participation in a meeting in this manner shall be deemed to be presence in person at the meeting by such member or members (or their proxies or representatives as the case may be).

5 APPOINTMENT OF DIRECTORS

- 5.1 Regulation 64 in Table A shall not apply to the Company. The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whosoever the minimum number of directors shall be one, a sole director shall have authority to exercise all the powers and discretions expressed to be vested in the directors generally by Table A and these Articles. and Regulation 89 in Table A shall be modified accordingly.
- 5.2 No person shall be appointed a director at any general meeting unless either:
- 5.2.1 he is recommended by the Directors; or
 - 5.2.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice executed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.
- 5.3 Subject to Article 5.2 above, the Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 5.4 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 5.1 above as the maximum number of directors and for the time being in force.

6 DIRECTORS POWERS

- 6.1 Unless and to the extent otherwise resolved from time to time by the Company by ordinary resolution in general meeting (which shall be without prejudice to any exercise of such powers previously validly and lawfully made) the directors may exercise all powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other

securities whether outright or as a security for any debt, liability or obligation of the Company or any third party.

6.2 Unless and to the extent otherwise resolved from time to time by the Company by ordinary resolution in general meeting (which shall be without prejudice to any exercise of such powers previously validly and lawfully made), the directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

6.3 Regulation 87 in Table A shall not apply to the Company.

7 ALTERNATE DIRECTORS

7.1 An alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, and the first sentence of Regulation 66 in Table A shall be modified accordingly.

7.2 A director, or any such other person as is mentioned in Regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

8 DISQUALIFICATION OF DIRECTORS

The office of a director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Regulation 81 in Table A shall be modified accordingly.

9 PROCEEDINGS OF DIRECTORS

9.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly any kind of interest whatsoever and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken in to account in calculating the quorum present at the meeting.

9.2 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

9.3 Any director or directors (or any alternate director in respect thereof) may participate in a meeting of the Company or of any committee thereof of which they (or, in the case of an alternate director, their appointer) are a member by conference telephone or similar

communications equipment by means of which all the persons participating in such meeting can hear each other at the same time. Participation in a meeting in this manner shall be deemed to be presence in person at the meeting by such director or directors (or, where relevant, his/their alternate director).

10 INDEMNITY

10.1 Subject to the provisions of and so far as may be consistent with the Statutes, but without prejudice to any indemnity to which such person may otherwise be entitled, every director or other officer of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses or liabilities which he may sustain or incur in or about the actual or purported execution and/or discharge of the duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties or powers of office, including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, whether 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 decree or 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 and statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

10.2 Subject to the provisions of the Statutes, the directors may purchase and maintain insurance at the expense of the Company for the benefit of the directors or other officers of the Company against liability which attaches to them or loss or expenditure which they incur in relation to anything done or omitted or alleged to have been done or omitted as directors or officers of the Company.

10.3 Regulation 118 in Table A shall not apply to the Company.

11 TRANSFER OF SHARES

The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share whether or not it is a fully paid share, and the first sentence of Regulation 24 in Table A shall not apply to the Company.

12 SHARE CERTIFICATES

Every share certificate shall be executed on behalf of the Company and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amounts or respective amounts paid up thereon and Regulation 6 in Table A shall be modified accordingly.