

No. 390328

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

ELECTIVE RESOLUTION

and

ORDINARY RESOLUTIONS

of

CHASEMAN SECURITY LIMITED

Passed 25th March 1991

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Sutton Park House 15 Carshalton Road Sutton Surrey on 25th March 1991 the following Resolutions were duly passed: -

Ordinary Resolution

That the authorised share capital of the Company be and it is hereby increased from £5,000 to £100,000 by the creation of 95,000 ordinary shares of £1. each ranking pari passu with the existing ordinary shares of the Company

Special Resolutions

That the 2,500 Deferred Shares of £1. each be and they are hereby converted into 2,500 ordinary shares of £1. each ranking pari passu with the ordinary shares of the Company

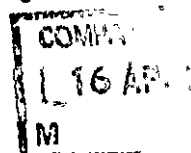
That in accordance with Section 252 of the Companies Act 1985 the Company shall be exempt from the obligation to appoint Auditors as otherwise required by Section 384 of that Act

Elective Resolution:

That with effect from the date of passing this Elective Resolution

(1) the Company elects that the provisions of Section 80A of the Companies Act 1985 shall apply to the Company

(2) the Company elects in accordance with Section 366A of the Companies Act 1985, to dispense with the holding of



annual general meetings;

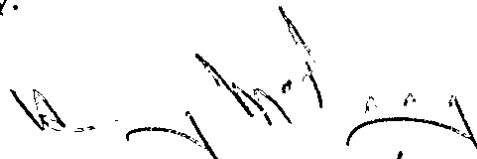
(3) the Company elects, in accordance with Section 252 of the Companies Act 1985, to dispense with the laying of accounts and reports before the Company in general meetings;

Ordinary Resolution

That the Directors are hereby unconditionally authorized for the purpose of Section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons on such terms and in such manner as they think fit up to the amount of the unissued share capital of the Company at the date hereof and that this authority is given for an indefinite period

Special Resolution

That, in substitution for the existing Articles of Association of the Company, the revised Articles of Association produced to the Meeting and, for the purposes of identification, signed by the Chairman, be and they are hereby adopted as the Articles of Association of the Company.



CHAIRMAN

Filed by: Hextall Erskine & Co. (DGC)  
28 Leaman Street  
London E1 8ER

No.

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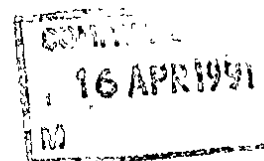
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COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
OF

CHASEMAN SECURITY LIMITED

Hextall Erskine & Co  
28 Leman Street  
London  
E1 8ER



The Companies Acts 1985 and 1989

C O M P A N Y L I M I T E D B Y S H A R E S

A R T I C L E S O F A S S O C I A T I O N

OF

CHASEMAN SECURITY LIMITED

(Adopted 1991)

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PRELIMINARY

1 Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended (hereinafter referred to as "Table A") shall apply to the Company.

2 Regulations 8, 64, 73 to 80 (inclusive), 87, 94 to 97 (inclusive), 101 and 118 of Table A shall not apply to the Company. Reference to the "Act" shall mean the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force.

3 The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

4 (i) The Directors may subject to Article 5 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(ii) The general authority conferred by paragraph (i) of this Article shall be conditional upon due

compliance with Article 5 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority shall, subject to there remaining in force an election under section 80A of the Act, continue for an indefinite period. If such election shall cease to have effect the said authority shall expire five years from the adoption of these Articles or, if later, the date such election shall cease to have effect. Any authority conferred by paragraph (i) of this Article may be renewed, varied or revoked by the Company in general meeting.

(iii) The Directors shall be entitled under the general authority conferred by paragraph (i) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

- 5 (i) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 4 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors conveniently be offered in manner hereinbefore provided.

(ii) Section 89(1) and 90(1) to 90(6) inclusive (pre-emption rights) of the Act shall not apply to any allotment of shares in the Company.

#### LIEN

6. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share 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 member whether solely or one of two or more

joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

#### TRANSFER AND TRANSMISSION OF SHARES

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

#### DIRECTORS

8. Unless and until otherwise determined by the Company in general meeting, the number of the Directors shall not be less than one. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

9 A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

10. The Company shall not be subject to Section 293 of the Act. Any person may be appointed or elected as a Director, whatever may be his age and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

11. In addition and without prejudice to the provisions of section 303 of the Act, the Company may by Extraordinary Resolution remove any Director and may by Ordinary Resolution appoint another Director in his place.

12. An alternate Director appointed in accordance with Regulation 65 of Table A may also be removed from office by notice in writing to the Company given by the Co-directors of the Director by whom he was appointed.

#### THE SEAL

13. (i) If the Company has a seal it shall only be used by the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign

any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Regulation 6. of Table A relating to the sealing of share certificates shall apply only if the Company has a seal

(ii) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors

#### INDEMNITY

14. (i) Every Director or other officer or Auditor of the Company 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 his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court; and no Director or other officer 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 his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act

(ii) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310 of the Act in accordance with Section 137 of the Companies Act 1989