

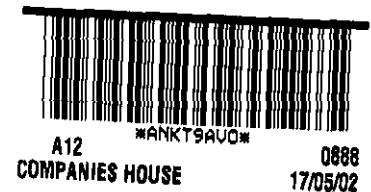
**COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**AIRFLOW DEVELOPMENTS LIMITED**

**COMPANY NUMBER 00550374**

(Passed on 27 March 2002)



At an Extraordinary General Meeting of the above named Company duly convened and held on 27 March 2002 the following resolutions were duly passed as to those numbered (1) and (3) as Ordinary Resolutions and as to those numbered (2) and (4) as a Special Resolutions.

**1 ORDINARY RESOLUTION**

That the authorised share capital of the Company be increased from £[80],000.00 to £820,000.00 by the creation of 740,000 redeemable preference shares of £1.00 each and having respectively the rights set out in the articles of association of the Company as amended by resolution 2 below (the "Preference Shares").

**2 SPECIAL RESOLUTION**

That the articles of association of the Company be altered by inserting after article 36 the following new article 37:

**37 PREFERENCE SHARES**

The Preference Shares shall confer on their holders the following rights:

**37.1 As to income**

The right to a fixed preferential dividend at the rate of 6% (net of the associated tax credit) per annum to be paid (to the extent that there are profits available for

distribution) monthly in arrears on the last day of every calendar month and the right to participate parri passu in any dividend declared.

### **37.2 As to Capital**

The right on a winding-up or other return of capital on repayment, in priority to any payments to the holders of any other shares in the capital of the Company, of:

37.2.1 The amounts paid up on the Preference Shares held by them; and

37.2.2 any arrears or accruals of the fixed dividend on the preference Shares held by them, whether declared or earned, or not, calculated down to the date of repayment.

### **37.3 As to voting**

The right to receive notice of, to be present at and to vote, either in person or by proxy, at any general meeting of the Company or by way of written resolution, if (and only if):

37.3.1 at the date of the notice or requisition to convene the meeting the fixed preferential dividend shall be in arrears for more than 6 months after any date fixed for repayment of it; or

37.3.2 any resolution is proposed for the winding-up of the Company, in which case the holders may only then vote at such general meeting on the election of a chairman and any motion for adjournment and the resolution of the winding-up; or

37.3.3 the meeting is convened for the purpose of considering the purchase by the Company of its own shares, or a reduction of the capital of, the Company; or

37.3.4 the proposition to be submitted to the meeting abrogates or varies the special rights and privileges attaching to the preference Shares.

On a show of hands every holder of Preference Shares present in person shall have one vote and on a poll every such holder present in person or by proxy shall have one vote for every Preference Share held by him.

Save as aforesaid and as provided in article 37.4 the Preference Shares shall confer no further rights to vote or to participate in the profits or the assets of the Company.

**37.4 As to redemption**

The Preference Shares shall, subject to the provisions of Chapter VII of Part V of the Act, be redeemed upon and subject to the following terms and conditions:

37.4.1 The Company shall have the right, at any time, to redeem any Preference Share at par and in the case of partial redemption proportionately in respect of each holding of Preference Shares, such redemption to be effected *pari passu* between the holders of the Preference Shares; and if, in accordance with Chapter VII of Part V of the Act, Preference Shares shall not on any such date be capable of being redeemed by the Company, such redemption shall be effected as soon as possible after such Preference Shares shall have become capable of being redeemed.

37.4.2 Not less than 1 week's notice of the intention of the Company to redeem shall be given to the holders of the Preference Shares to be redeemed. The notice shall be in writing and shall fix the time and place for such redemption. At the time and place so fixed the registered holders of the Preference Shares to be redeemed shall be bound to deliver up to the Company the relative certificates for cancellation, and the Company shall pay to them the redemption money in respect to such Preference Shares together with any arrears or accruals of the preferential dividend (whether earned or declared or not) calculated down to the date fixed for repayment.

37.4.3 At the time fixed for redemption of any of the Preference Shares dividends shall cease to accrue on such shares except in respect of any share in respect of which, on due presentation of the certificate or certificates (or an indemnity in respect thereof in form reasonably satisfactory to the Company), payment due at such redemption was refused.

37.4.4 If any holder of Preference Shares shall fail or refuse to surrender the certificate or certificates for such Preference Shares or shall fail or refuse to accept the redemption money payable in respect of them such money shall be retained and held by the Company but without interest or further obligation whatever.

37.4.5 No Preference Shares shall be redeemed or otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purpose of the redemption or out of capital to the extent permitted by the Act.

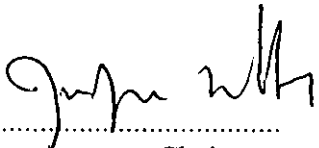
37.4.6 No Preference Shares redeemed by the Company shall be capable of re-issue.

### **3 ORDINARY RESOLUTION**

THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

4 SPECIAL RESOLUTION

That in accordance with section 95 of the Companies Act 1985, section 89(1) of that Act shall not apply to the allotment of equity securities pursuant to the general authority given for the purposes of section 80 of that Act in resolution 3 above and the directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they see fit for as long as this resolution shall have effect.

  
.....  
Chairman

Registered Office: *Lancaster Road,  
Cresser Business Park  
High Wycombe  
Buckinghamshire HP12 3PP*

Date *27th March 2002*