

Company number 00628491

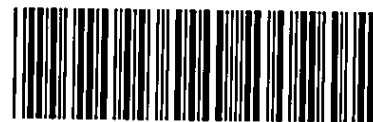
The Companies Act 1985

Company limited by shares

Written resolutions

of

TUESDAY



A31 *AEO46T2H* 18/09/2007 551
COMPANIES HOUSE

Killby & Gayford Limited (the "Company")

(passed on 14TH SEPTEMBER 2007)

WE, being all the members of the Company who would be regarded for the purpose of s381A of the Companies Act 1985 (the "Act") as entitled to receive notice of and to attend and vote at a general meeting of the Company and in accordance with paragraph 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended ("Table A") and incorporated in the Company's articles of association having been supplied with a copy of the statutory declaration made pursuant to section 155 of the Act and the auditors' report annexed thereto and copies of all draft documents referred to in this resolution, HEREBY PASS THE FOLLOWING RESOLUTIONS IN WRITING, which would otherwise be passed as special resolutions of the Company, and hereby agree in accordance with paragraph 53 of Table A that the said resolutions shall for all purposes be valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held

Special Resolutions

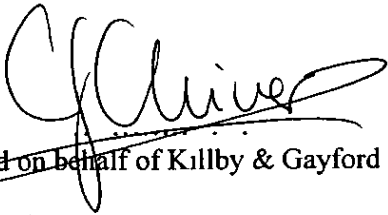
- 1 **That** the draft regulations to be adopted by the Company in substitution for its existing articles of association (the "New Articles") produced to the meeting and signed by the Chairman of the meeting for the purposes of identification be and they are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association

We hereby certify that this is a true and accurate copy of the original dated this 17th day of September 2007

Osborne Clarke
Apex Plaza
Forbury Road
Reading RG1 1AX

Osborne Clarke

Signed

A handwritten signature in black ink, appearing to read "J. J. Oliver", written over a horizontal line.

for and on behalf of Killby & Gayford (Holdings) Limited

Date 14th ~~8~~

September 2007

A copy of this written resolution has been supplied to the auditors of the Company.



The Companies Act 1985

Company limited by shares

We hereby certify that this is a true
and accurate copy of the original
dated this 14th day of September
2007

Osborne Clarke
Apex Plaza
Forbury Road
Reading RG1 1AX
Osborne Clarke

Articles of Association

of

Killby & Gayford Limited

(Company No: 00628491)

(Adopted by special resolution on 14th SEPTEMBER 2007)

1 Preliminary

The Company is a private company and, subject as provided in these Articles and except where the same are varied or excluded by or are inconsistent with these Articles, the regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 as amended (such regulations being hereinafter called "Table A") shall apply to the Company and shall be deemed to form part of these Articles. References in these Articles to Regulations are to regulations in Table A unless otherwise stated.

2 Definitions

In this Agreement, unless the context otherwise requires, the following words have the following meanings:

"Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"Articles" means these Articles of Association in their present form or as from time to time altered.

"Board" means the Board of Directors of the Company or a duly authorised committee of it or the Directors present at a meeting of the Board of Directors of the Company or a duly authorised committee of it, in each case at which a quorum is present.

"communication" means includes a communication comprising sounds or images or both and a communication effecting a payment.

"Director" means a Director of the Company.

"electronic communication" means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa)

(a) by means of a telecommunication system (within the meaning of the Telecommunications Act 1984) or

(b) by any other means but while in electronic form

"Holding Company" means the holding company of the Company from time to time

"Member" means a member of the Company.

"paid up" means paid up or credited as paid up and

"subsidiary" means a company which is a subsidiary of another within the meaning of Section 736 of the Act except that a company shall not be regarded as a subsidiary of another by reason only of the fact that that other is a member of it and controls the composition of its board of directors and the definition of "holding company" in that Section shall be construed accordingly

3. **Share capital**

The share capital of the Company at the date of adoption of these Articles is £5,000 divided into 20,000 ordinary shares of £0.25 each.

4 **Shares**

4.1 The Board is generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot relevant securities (as defined in that Section) to such persons, on such terms and in such manner as it thinks fit, up to an aggregate nominal amount of £57,000 at any time or times during the period of five years from the date on which the resolution of the Company adopting this Article was passed

4.2 The authority contained in Article 4.1 above shall enable the Board to allot relevant securities after the expiry of the said period of five years pursuant to an offer or agreement made by the Company before the expiry of the said period

4.3 All unissued shares or securities of the Company not comprising relevant securities shall be at the disposal of the Board who may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as it thinks proper

4.4 Pursuant to Section 91 of the Act, sub-section (1) of Section 89 and sub-sections (1) to (6) inclusive of Section 90 of the Act shall be excluded from applying to the Company.

5 **Lien**

The lien conferred by Regulation 8 shall also attach to fully paid 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, whether he shall be the sole

registered holder of them 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 shall be modified accordingly.

6 Forfeiture

The liability of any Member in default of payment of a call shall, if the Board so directs, also include any costs and expenses suffered or incurred by the Company in respect of such non-payment and the powers conferred on the Board by Regulation 18 and the provisions of Regulation 21 shall be extended accordingly.

7 Transfer of shares

7 1 The Board may, in its absolute discretion, and without giving any reason, decline to register a transfer of any share, whether or not it is a fully paid share Regulation 24 shall not apply to the Company

7 2 Notwithstanding anything contained in these Articles, the Board shall approve and not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer -

- (a) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**"), or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (c) 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 or its nominee and no Secured Institution or its nominee 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 the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

7 3 The lien conferred by Article 5 shall not apply to such shares as have been mortgaged or charged to a Secured Institution

8 Transmission of shares

The Board may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of its holder to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with Regulation 31 shall be modified accordingly

9. Proceedings at general meetings

9.1 Regulation 40 shall apply to the Company but with the addition of the words "at the time when the meeting proceeds to business" at the end of the first sentence of it

9.2 If within half an hour from the time appointed for a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved. Regulation 41 shall not apply to the Company.

9.3 If the Company has only one member, that sole member present in person or by proxy shall constitute a quorum.

9.4 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.

10. Votes of members

Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall have one vote for every share in the capital of the Company of which he is the holder. Regulation 54 shall not apply to the Company.

11. Delegation of Directors' powers

Any committee of the Board may consist of one or more co-opted persons other than Directors on whom voting rights may be conferred as members of the committee but so that

(a) the number of co-opted members shall be less than one-half of the total number of members of the committee, and

(b) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors.

Regulation 72 shall be modified accordingly.

12. Appointment and retirement of directors

12.1 The minimum number of Directors shall be one and in the event of there being a sole director, he shall have all the powers and be subject to all the provisions conferred on the Directors by these Articles and he or any alternate Director appointed by him shall alone constitute a quorum at any meeting of the Directors. Regulations 64, 89 and 90 shall be modified (and all other Regulations in these Articles relating to Directors shall be construed) accordingly.

12 2 The Directors shall not be subject to retirement by rotation and accordingly:

- (a) Regulations 73 to 75 inclusive, Regulation 80 and the last sentence of Regulation 84 shall not apply to the Company,
- (b) Regulation 76 shall apply but with the deletion of the words "other than a director retiring by rotation",
- (c) Regulation 77 shall apply but with the deletion of the words in brackets "(other than a director retiring by rotation at the meeting)";
- (d) Regulation 78 shall apply but with the deletion of the words "and may also determine the rotation in which any additional directors are to retire", and
- (e) Regulation 79 shall apply but with the deletion of its second and third sentences

13 Remuneration of Directors

13.1 The Directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by the Company in General Meeting Unless and until so determined, remuneration shall be at such rate, not exceeding £20,000 per annum for each Director, as the Board shall from time to time determine. Such remuneration shall be deemed to accrue from day to day An alternate Director may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties The end of the first sentence of Regulation 66 shall be modified accordingly and Regulations 82 and 83 shall not apply to the Company

13 2 Any Director who, by request, performs special services or goes or resides abroad for any purposes of the Company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine, which shall be charged as part of the Company's ordinary working expenses

13 3 Subject to the provisions of the Act and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is in any way interested,
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested,

- (c) may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;
- (d) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, and
- (e) shall be entitled to vote and be counted in the quorum on any matter concerning paragraphs (a) to (d) above

13.4 For the purposes of Article 13.3:

- (a) a general notice to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified,
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his, and
- (c) an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise

13.5 Regulations 85, 86 and 94 to 97 inclusive shall not apply to the Company.

14 Proceedings of directors

- 14.1 An alternate director who is himself a director and/or who acts as an alternate director for more than one director shall be entitled, in the absence of his appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a director) to his own vote. Regulation 88 shall be modified accordingly
- 14.2 A person in communication by electronic means with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means
- 14.3 A meeting at which one or more of the directors attends by electronic means is deemed to be held at such a place as the directors shall at the said meeting resolve. In the absence of a resolution, the meeting shall be deemed to be held at the place where a majority of the directors attending the meeting are physically present, or in default of

such a majority, the place at which the chairman of the meeting is physically present

- 14.4 In this Article, "**electronic**" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "**by electronic means**" means by any manner only capable of being so actuated,

15 Notices

A notice served by post shall be deemed to be given at the expiration of 24 hours (or, where second class mail is employed, 48 hours) after the time when the cover containing the same is posted and in the case of a notice contained in an electronic communication at the expiration of 48 hours after the time it was sent. The second sentence of Regulation 115 shall not apply to the Company.

16 Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all or any part of any costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties or in relation to them. Regulation 118 shall not apply to the Company.

17 Overriding provision

For so long as the Company shall be a subsidiary of the Holding Company, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:

- (a) the Holding Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (b) any or all powers of the Directors shall be restricted in such respects and to such extent as the Holding Company may by notice to the Company from time to time prescribe,
- (c) no unissued shares or securities shall be issued or agreed to be issued or put under option without the prior consent of the Holding Company; and
- (d) no transfer of any share of the Company shall be registered or approved for registration without the prior consent of the Holding Company.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Holding Company by any two of its Directors or by any one of its Directors and its secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted by these Articles or as to whether any requisite consent of the Holding Company has been obtained and no obligation incurred or security given or transaction effected by the

Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors