

No of Company: 654330

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

A. & E. SQUIRE LIMITED

The Company hereby gives notice that on 13th January 2005 the following Resolution was passed by the members of the Company as a Written Resolution.

Special Resolutions

1. "That the Company's authorised share capital be reclassified and converted as to :

- 1.1 5,000 Ordinary Shares of £1.00 each (consisting of 4,200 issued Ordinary Shares held by Keith Squire and 800 unissued Ordinary Shares) as 5,000 Redeemable Reference Shares of £1.00 each;
- 1.2 10,000 unissued Preference Shares of £1.00 each as 10,000 Ordinary Share of £1.00 each;

each such shares having the rights, privileges and obligations as set out in the Company's Articles of Association to be adopted pursuant to the resolution numbered 2 below."

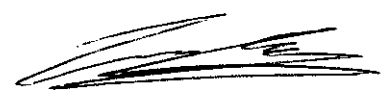
2. "That the Company adopt new Articles of Association in the form annexed hereto."

Signed 
Chairman

Date 13th January 2005

Special Resolution




C E SQUIRE

Company Number: 654330

The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

A. & E. SQUIRE LIMITED

(Adopted by a Written Resolution passed on 13th January 2005)

PRELIMINARY

- 1.1 The Regulations contained or incorporated in Table A of the Companies (Tables A to F) Regulations 1985 and the Companies (Tables A to F) (Amendment) Regulations 1985 other than Regulations 40 and 41, 50, 73 to 76 inclusive, 78 to 80 inclusive 94 and 95 shall, subject to the modifications hereinafter expressed apply to the Company and together with the regulations hereinafter contained, shall constitute the Articles of Association of the Company.
- 1.2 In Regulation 1 of Table A "execution" includes both signature under hand and execution under seal.
- 1.3 Words and expressions which are defined in Table A have the same meanings when used in these Articles and reference to "Regulations" means the regulations contained in Table A.
- 1.4 The "Act" shall mean the Companies Act 1985 (as amended).

PRIVATE COMPANY

2. The Company is a private company and accordingly the provisions of Section 170 of the Financial Services Act 1986 shall apply to the Company.

SHARE CAPITAL

- 3.1 The authorised share capital of the Company is £40,000 divided into 35,000 Ordinary shares of £1 each ("Ordinary Shares") and 5,000 Redeemable Preference Shares of £1 each ("Redeemable Shares").

- 3.2 There are no specific rights attaching to the Ordinary Shares.
- 4.1 The rights attaching to the Redeemable Shares are as follows:
- 4.1.1 The Redeemable Shares shall confer upon the holders thereof as a class the right in priority to any payment by way of dividend, whether or not formally declared, to the holders of any other shares in the capital of the Company to a fixed cumulative preferential dividend ("the Preferential Dividend") at the rate of 237.3% per annum on the issue price for the time being paid up on those shares to be calculated and paid in cash on the thirty first of January and the thirty first of July in each year (or, if not a business day, the first business day thereafter).
- 4.1.2 The Preferential Dividend shall accrue from day to day.
- 4.1.3 If on the relevant payment date the Company cannot pay the full amount of any Preferential Dividend payable on that date because the Company cannot comply with the provisions of the Act relating to distributions, it shall pay that Preferential Dividend to the extent that it may lawfully do so to the holders of the Redeemable Shares then in issue in the proportions in which the issue price of the Redeemable Shares bear to each other. If or to the extent that on the relevant payment date the Company cannot comply with the provisions of the Act relating to distributions or does not pay the Preferential Dividend, the Preferential Dividend (or the unpaid part of it, as the case may be) shall become a debt due to the holders of the Redeemable Shares payable forthwith on the first date on which the Company shall be able to so comply.
- 4.2 On a return of assets on liquidation or otherwise the assets of the Company remaining after the payment of its liabilities and in priority to any payment to the holders of any other shares in the capital of the Company shall be applied to paying to the holders of the Redeemable Shares the paid up issue price thereof together with a sum equal to any arrears, deficiency or accruals of the Preferential Dividend calculated down to the date of the return of capital and payable irrespective of whether such dividend has been declared or earned or not.
- 4.3 The Redeemable Shares shall be liable to be redeemed in accordance with the following provisions:
- 4.3.1 The Company may at any time on and following 14th November 2008 and on giving the holders of the Redeemable Shares one calendar month's prior notice in writing, redeem 2,100 Redeemable Shares and subject to a minimum of 2,100 Redeemable Shares being so redeemed;
- 4.3.2 The Company may at any time on and following 14th November 2013 and on giving the holders of the Redeemable Shares one calendar month's prior notice in writing, redeem 2,100 Redeemable Shares and subject to a minimum of 2,100 Redeemable Shares being so redeemed;
- 4.3.3 If on any date specified in a notice for redemption the Company cannot comply with the provisions of the Act relating to redemption, the Redeemable Shares

which should have been redeemed on such date shall be redeemed on the first date on which the Company shall be able to so comply provided that any arrears of the Preferential Dividend shall be paid first.

- 4.3.4 On any date specified in a notice for redemption, if appropriate, the number of Redeemable Shares of each member to be redeemed shall be calculated as nearly as may be according to the proportion of their respective holdings of Redeemable Shares or as otherwise agreed by all the holders of the Preference Shares.
- 4.3.5 On the date specified for redemption the registered holders of Redeemable Shares shall be bound to deliver up to the Company the Certificate(s) for the Preference Shares to be redeemed or cancellation or an indemnity in respect of such certificate(s), and thereupon the Company shall pay to them the redemption monies in cash and issue a new certificate for any remaining Redeemable Shares held.
- 4.3.6 The amount payable on redemption of any Redeemable Shares shall be the aggregate of:-
 - 4.3.6.1 all accruals of the Preferential Dividend thereon, whether or not declared or earned, calculated down to the date of payment; and
 - 4.3.6.2 the issue price paid up thereon; and
 - 4.3.6.3 the sum of £1.00 per Redeemable Shares.
- 4.4 The right to receive notice of and attend at every general meeting of the Company but not to speak and save as provided in Article 4.5 no right to vote.
- 4.5 In relation to each holder of Redeemable Shares, the right to one vote per Redeemable Share held by it on any resolution forthwith after service on the Company of a notice signed by or on behalf of the holder confirming that such right has been exercised for so long as any Preferential Dividend to which it may be entitled shall be more than three months in arrear.

CLASS RIGHTS

- 5. Whenever the capital of the Company is divided into different classes of shares, the rights attached to any class may (unless otherwise provided by the terms of issue of the shares of that class) be varied or abrogated, whether or not the Company is being wound up, either with the consent in writing of the holders of seventy five per cent or more of the issued shares of the class, or with the sanction of an extraordinary resolution passed at a separate general meeting of such holders or, if there is only one holder, by a written resolution of such holder (but not otherwise). All the provisions of these Articles of Association and of Table A which apply to the Company and relate to general meetings shall, mutatis mutandis, apply to every such separate general meeting, which shall be convened forthwith by the Directors on request from any holder of shares of the relevant class or, in default, by any such holder, save that the necessary quorum shall be two persons holding or representing by proxy at least one

third in nominal amount of the issued shares of the class (except that at any adjourned meeting of such holders, the member or members who are present in person or by proxy, whatever his or their holdings, shall form the necessary quorum) and the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively but without prejudice to the generality of this Article the special rights attached to the Redeemable Shares shall be deemed to be varied by:

- 5.1 any increase, alteration or reduction of the authorised or issued capital for the time being of the Company or the granting by the Company of any options over any part of the same or any variation in the rights attached thereto (other than redemption of shares pursuant to these Articles of Association);
 - 5.2 any resolution to approve a contract by the Company to purchase its own shares;
 - 5.3 the capitalisation of any undivided profits or sum standing to the credit of the share premium account or capital redemption reserve;
 - 5.4 any alteration of any of the provisions of these Articles of Association or the Memorandum of Association of the Company or any act, matter or omission in breach of or contrary to the provisions of the Memorandum or Articles of Association of the Company; or
 - 5.5 the passing of any resolution to wind up the Company.
- 6.1 For the purposes of Section 80 of the Act and subject to the provisions of Article 4 the Directors are hereby unconditionally authorised at any time or times during the period of 5 years from the date of incorporation:-
- 6.1.1 to allot relevant securities of the Company (as defined in the said Section) up to the amount of the authorised but unissued share capital of the Company at the date of any such allotment; and
 - 6.1.2 to make at any time before the expiry of the foregoing authority any offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority;

provided that the authority hereby given may subject to the Act be renewed, revoked or varied by the Company at any time during such period by ordinary resolution and unless so renewed, revoked or varied such authority shall expire at the end of such period.

- 6.2 All unissued shares or securities of the Company not comprising relevant securities shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think fit.

ALLOTMENT OF SHARES **(excluding statutory pre-emption rights)**

7. Without prejudice to Articles 5 and 6 and any special rights previously conferred on the holders of any existing shares or class of shares, all shares shall be issued to such persons and upon such terms and conditions and with such rights, priorities, privileges or restrictions as the resolution creating or issuing such shares and/or effecting the increase in the authorised share capital of the Company shall prescribe but, in the absence of any such prescription all shares whether forming part of the existing or any increased capital shall be at the disposal of the Directors who may issue them subject to Section 80 of the Act to such persons at such times and generally on such terms and conditions and with such rights, priorities, privileges or restrictions as they may think fit. Accordingly and in accordance with Section 91 of the Act Sections 89 (1) and 90(1) - (6) inclusive of the Act shall not apply to the Company.
8. No shares shall be issued to any infant, bankrupt or person suffering from mental disorder (as that expression is used in Regulation 81(c)).

LIEN

9. The lien conferred by Regulation 8 shall extend also to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company (whether solely or jointly with any other person and whether he shall be the sole registered holder thereof or shall be one of several joint holders) and shall be a first lien for all moneys and liabilities owed to the Company whether presently due and payable or not.

FORFEITURE

10. The liability of any Member in default of payment of a call shall if the Directors so direct also include any costs and expenses suffered or incurred by the Company in respect of such non-payment and Regulations 18 and 21 shall be amended accordingly.

TRANSMISSION OF SHARES

11. The Directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof 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 30 days of the date of such notice the Directors 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 and Regulation 31 shall be modified accordingly.

TRANSFER OF SHARES

- 12.1 No share shall be transferred to an infant, bankrupt or person suffering from mental disorder (as that expression is used in Regulation 81(c)).
- 12.2 Subject to paragraph 12.1 of this Article the Directors may in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of any share whether or not it is a fully paid share (and no transfer or disposal of the beneficial interest in any share shall be made) unless such transfer or disposal is made in accordance with the following provisions of this Article 12.2:-

- 12.2.1 Any share may at any time be transferred without restriction as to price or otherwise to the legal personal representatives of a deceased Member where, pursuant to his Will or the laws of intestacy, the persons beneficially entitled to such share (whether immediately or contingently) are members of the family of the deceased Member and by such personal representatives to such member or members of the family of such deceased Member.

GENERAL MEETINGS

13. No business shall be transacted at any general meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum. If such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such quorum ceases to be present the meeting will stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the number of Members then present shall be a quorum.
14. At any general meeting of the Company a poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and sub-paragraphs (b) (c) and (d) of Regulation 46 shall be modified accordingly.
15. The Chairman of the general meeting shall not have a casting vote and accordingly Regulation 50 shall not apply.

APPOINTMENT AND REMOVAL OF DIRECTORS

16. Unless otherwise determined by ordinary resolution the minimum number of Directors shall be one and a sole Director shall have and exercise all the powers, duties and discretions conferred on or vested in the Directors by these Articles and Regulations 64 and 89 shall be modified accordingly.
17. The Directors shall not be required to retire by rotation.
18. Subject as otherwise provided by these Articles, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
19. The Directors may also 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 fixed by or in accordance with these Articles as the maximum number of Directors. A Director so appointed shall not be subject to retirement or re-election at any annual general meeting.
20. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Company may by extraordinary resolution remove any Director before the expiration of his period of office and may if thought fit, by ordinary resolution appoint

another person in his place. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

POWERS AND PROCEEDINGS OF DIRECTORS

21. Subject to the Act, a Director may vote at a meeting of Directors or of a committee of Directors (and may be counted in the quorum present at any such meeting) on any resolution concerning any matter in which he has directly or indirectly an interest which conflicts or may conflict with the interests of the Company provided that at or prior to such meeting he complies in respect of such a matter with the disclosure provisions of Section 317 of the Act. Compliance with Section 317 of the Act shall be sufficient disclosure by a Director for the purposes of Regulations 85 and 86.
22. The Directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been Directors of, or who are or have been employed by the Company or by any subsidiary or associated company of the Company and their dependants and relatives and the Directors are entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers and Regulation 87 does not apply to the Company.
23. The Chairman of a Directors meeting shall not have a casting vote and Regulation 88 shall be amended accordingly.
24. The Directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by resolution of the Directors and 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 and Regulations 82, 83 and 84 shall be amended accordingly.
25. Any Director who, by request of the Directors, performs special services for any purpose of the Company which in the opinion of the Directors is outside the normal scope of such Director's duties shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine which shall be charged as part of the Company's ordinary revenue expenses.
26. Any Director or member of a committee of Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in the manner shall be deemed to be present in person at such meeting.

BORROWING POWERS

27. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and/or uncalled capital or any part thereof without limit and to issue debentures and other securities whether outright

or as security (principal or collateral) for any debt liability or obligation of the Company or of any third party.

EXECUTION OF DOCUMENTS

28. The Company may execute any documents required by the Regulations to be under seal in accordance with Section 36A of the Act and the Regulations shall be modified accordingly.

ALTERNATE DIRECTORS

29. The following provisions apply to the Company by way of variation of Regulations 65 to 69 inclusive:-
- 29.1 the appointment of an alternate Director shall automatically terminate on the happening of any event which if he were a Director would cause him to vacate the office of Director or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting;
- 29.2 an alternate Director shall be repaid by the Company such expenses as might properly be repaid to him if he had been a Director. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director;
- 29.3 a Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or 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 and Regulation 88 shall be modified accordingly.

NOTICES

30. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice to a Director need not be in writing.
31. In Regulation 112 the words "or by telex or facsimile transmission" shall be inserted before the words "or by sending it by" and the words "first class" shall be inserted before the words "post in a prepaid envelope". The provisions of Regulation 112 as so varied shall (*mutatis mutandis*) apply also to notices to Directors.
32. Where a notice is sent by first class post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted.