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Company Number 1039465

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING

A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

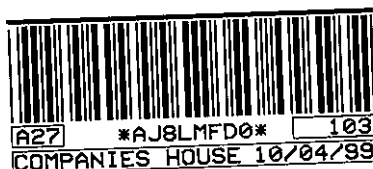
FANUM LIMITED

INTERPRETATION

1. The regulations contained in Table A in the Schedule to Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the company save in so far as they are varied or excluded by or are inconsistent with these articles; and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force. Regulation 1 of Table A shall so apply as if the definition of "the holder" was omitted.
2. Regulations 2 to 35 (inclusive), 54, 55, 57, 62, 73 to 80 (inclusive), 94 to 97 (inclusive) and 101-108 (inclusive), 110, 114 and 116 to 118 (inclusive) in Table A shall not apply to the company.

MEMBERS

3. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles of association shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. The directors shall have absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to give any reason for their decision. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him.
4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.



NOTICE OF GENERAL MEETINGS

5. In regulation 38 of Table A :—
 - (a) in paragraph (b) the words “of the total voting rights at the meeting of all the members”, shall be substituted for “in nominal value of the shares giving that right”; and
 - (b) the words “The notice shall be given to all the members and to the directors and auditors” shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

6. The words “and at any separate meeting of the holders of any class of shares in the company” shall be omitted from regulation 44 of Table A.
7. Paragraph (d) of regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

8. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
9. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, shall be deposited at the office (or at such other place or delivered to such person as may be specified or agreed by the directors) at or before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, at or before the time appointed for the taking of the poll, and an instrument of proxy which is not so deposited or delivered shall be invalid.

DIRECTORS

10. The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
11. The company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
12. The removal of a director under article 11 shall be without prejudice to any claim the director may have for breach of any contract of service between him and the company.
13. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.
14. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his

vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.

15. The words “of any class of shares or” shall be omitted from regulation 83 of Table A.

COMPANY SEAL

16. Until otherwise determined by ordinary resolution of the company in general meeting or by written resolution, the company shall not have a company seal.

INDEMNITY

17. (a) Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgment is given in his favour or in which he is acquitted, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission or from liability to pay any amount in respect of shares acquired by a nominee of the Company; and
- (b) The directors may purchase and maintain insurance at the expense of the Company for the benefit of any director or other officer or auditor of the Company against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as a director, officer or auditor.

MINUTES

18. The words “of the holders of any class of shares in the company” shall be omitted from regulation 100 of Table A.

NOTICES

19. The second sentence of regulation 112 of Table A shall be omitted.
20. The words “or of the holders of any class of shares in the company” shall be omitted from regulation 113 of Table A.