

Company Number 1128484

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY & SPECIAL RESOLUTIONS OF

BROCK TRAVEL LIMITED

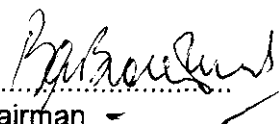
At an Extraordinary General Meeting of the Company, convened at short notice and held at Beech Hanger, Ashurst, Tunbridge Wells, Kent TN3 9ST on 12th March 2004, the following resolutions were duly passed which, in the case of resolutions 1 and 2, were passed as ordinary resolutions, and which, in the case of resolution 3, was passed as a special resolution: -

ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company be increased from £50,000 to £303,719 by the creation of 6 new Redeemable Preference shares of £42,286.50 each having the rights as contained in the proposed new Articles of Association attached hereto.
2. **THAT** in substitution for any previous authority, the Directors be and are hereby generally and unconditionally authorised, for the purposes of section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities (as defined in that section) of the Company created but unissued at the date of this resolution to such persons and on such terms as the Directors shall think fit provided always that the authority hereby conferred shall be limited to the allotment of relevant securities having an aggregate nominal amount of £303,719 and such authority will (unless renewed) expire five years from the date on which this resolution is passed, save that the Company may before this authority expires make an offer or agreement which would or might require relevant securities to be allotted after this authority expires.

SPECIAL RESOLUTION

3. **THAT** the Articles of Association attached hereto and, for identification, initialled by the chairman of the meeting, be adopted as the new Articles of Association in substitution for and to the exclusion of the present Articles of Association.


.....
Chairman

Presenter: haysmacintyre
 Fairfax House
 15 Fulwood Place
 London, WC1V 6AY



THE COMPANIES ACTS 1985 and 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BROCK TRAVEL LIMITED

(As adopted by special resolution of the Company dated 12 March 2004)

PRELIMINARY

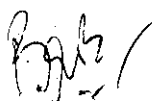
1. Subject as hereinafter provided the Regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter referred called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.
2.
 - (a) Regulations 3, 8, 24, 35, 64, 73 to 77 (inclusive), 94 to 97 (inclusive), the second and third sentences of Regulations 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company.
 - (b) Any reference in these Articles to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

PRIVATE COMPANY

3. The Company is a private company, and accordingly:-
 - (a) No shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise); and
 - (b) No shares in or debentures of the Company shall be allotted, nor shall an agreement to allot such shares or debentures be made, (whether for cash or otherwise), with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3), 59 and 60 of the Act shall apply for the purposes of these Articles as they apply for the purposes of the Act.

INTERPRETATION

4. In Regulation 1 of Table A there shall be inserted between the words "regulations" and "the Act" in line 1 the words "and in any regulations adopting in whole or in part the same" and before the words "office" and "secretary" the word "the".



SHARES

5. The authorised share capital of the Company at the date of adoption of these Articles is £303,719 divided into 6 Redeemable Preference shares of £42,286.50 each (the Preference shares') and 50,000 Ordinary shares of £1.00 each ('the Ordinary shares').

(i) In these Articles, unless the context requires otherwise, reference to Preference shares and Ordinary shares shall include shares of those representative classes created and/or issued after the date of adoption of these Articles and ranking *pari passu* in all respects (or in all respects save only as to the date from which such shares rank for dividend) with the shares of the relevant class then in issue.

(ii) The rights and restrictions rights attaching to the Preference shares shall be as follows:-

(a) As regards capital

The Preference shares shall entitle the holders thereof on a winding up or on a reduction of capital involving a return of capital, together with any further preference shares created, to rank *pari passu* therewith as regards priority in respect of capital, and in priority to any return of capital on any other class of shares, to repayment of the capital paid up or credited as paid up thereon and the balance of the assets of the Company, subject to any special rights which may be attached to any class of shares, shall be applied to repaying to the holders of the Ordinary shares the amounts paid upon such shares and subject thereto shall belong to and be distributed among such holders rateably according to the amounts paid upon such shares and the holders of the Preference shares shall not be entitled to any further or other participation in the profits or assets of the Company.

(b) As regards redemption

(i) Subject to Part V, Chapter VII of the Act the Preference shares shall be redeemed at par in whole or in part at any time after the date of issue of the said shares at the option of the Company but, in any event, not later than 31 March 2011 upon giving to the holder or holders of the Preference shares to be redeemed not less than one month's previous notice in writing (hereinafter referred to as "notice of redemption").

(ii) In the case of any partial redemption under sub-paragraph (i) of this Article, the Company shall for the purpose of ascertaining the particular shares to be redeemed cause a drawing to be made at the registered office or at such other place as the directors may decide in the presence of a representative of the auditors for the time being of the Company.

(iii) Any notice of redemption given by the Company pursuant to sub-paragraph (i) above shall specify the particular shares to be redeemed, the date fixed for redemption and the time and place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in

order that the same may be cancelled. Upon such delivery the Company shall pay to such holder the amount due to him in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder delivering such certificate to the Company.

(c) As regards other rights

The Preference shares shall not confer on the holders thereof any further rights to participate in the profits or assets of the Company, or the right to receive notices of, or attend, or vote at general meetings of the Company, save and unless the Company shall fail to redeem on the final redemption date the relevant number of Preference shares. In the event of any such failure and for so long as such failure continues every holder of Preference shares shall be entitled to receive notice of and to attend at all general meetings of the Company and thereat to cast one vote for each Preference share of which he is the holder.

6. Subject to the provisions of the next following Articles, the directors are authorised for the purposes of section 80 and sections 89-93 of the Act to exercise the power of the Company to create and issue loan stock and to allot shares to the amount of the authorised but unissued share capital of the Company at the date hereof and the directors may allot, grant options over or otherwise dispose of such securities and shares to such persons, on such terms and in such manner as they think fit provided always that:-

- (i) save as provided in sub-paragraph (ii) of this Article the authority given in this Article to the directors to exercise the power of the Company to allot shares shall expire five years after the date of adoption of these Articles;
- (ii) the members in general meeting may by ordinary resolution:-
 - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, but such resolution must state (or restate) the amount of shares which may be allotted under such renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the renewed authority will expire;
 - (b) revoke or vary any such authority (or renewed authority);
- (iii) notwithstanding the provisions of sub-paragraphs (i) and (ii) of this Article the Company may make an offer or agreement which would or might require securities to be converted into shares for shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Article any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

7. In accordance with section 91 of the Act sections 89(1) and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by special resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the directors may in accordance with the provisions of these Articles allot, grant options over, or otherwise dispose of the same to such persons, on such terms and in such manner as they think most beneficial to the Company. The directors may in like manner and subject as aforesaid allot any such new or original shares 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 view of the directors be offered in the manner aforesaid.
8. Subject to Chapter VII of the Act, and to Article 12, the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
9. Subject to Chapter VII of the Act, any shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, at the option of the Company or the shareholder, liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine, and whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.
10. Subject to Chapter VI of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

LIEN

11. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) 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 (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof 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 shares 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 OF SHARES

12. (a) No share or beneficial ownership of a share shall be transferred nor shall the Company purchase any of its own shares pursuant to Article 8 unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

- (b) Any member proposing to transfer any share or beneficial ownership of a share (hereinafter called "the vendor") shall give notice in writing (hereinafter called "the transfer notice") to the Company of such proposal. The transfer notice shall specify the sum which in the vendor's opinion constitutes the fair price of each share specified therein, and shall constitute the Company the vendor's agent for the sale of such share or shares (hereinafter called "the said shares") in one or more lots at the discretion of the directors to the members (other than the vendor), at that price save that if the directors do not accept that the sum specified by the vendor constitutes the fair price of the said shares they shall instruct the Auditors of the Company (who shall act as experts and not as arbitrators so that any provision of law or statute relating to arbitration shall not apply) to certify by certificate in writing (hereinafter called "the certificate of value") the value in their opinion of the said shares as between a willing seller and a willing buyer, and in such a case the transfer notice shall nevertheless constitute the Company the vendor's agent for the sale of the said shares but at the price certified in the certificate of value.
- (c) If the Auditors are instructed to certify the fair value as aforesaid the Company shall, as soon as it receives the certificate of value, furnish a copy thereof to the vendor. The cost of obtaining the certificate of value shall be borne by the Company.
- (d) Upon the price being fixed as aforesaid (whether by reference to the vendor's opinion of the fair price or by reference to the certificate of value the Company shall forthwith by notice in writing (hereinafter called "the offer notice") inform each member (other than the vendor) of the number and price of the said shares and shall invite each member to apply in writing to the Company within 21 days of the date of despatch of the offer notice (which date shall be specified therein) for such maximum number of the said shares (being all or some thereof) as he shall specify in such application.
- (e) If such members shall within the said period of 21 days apply for (save as otherwise provided in the transfer notice) any of the said shares, the directors shall allocate the said shares (or so many of them as shall be applied for) to or amongst the applicant members in proportion as nearly as may be to the number of shares in the Company of which they are registered or unconditionally entitled to be registered as holders provided that no applicant member shall be obliged to take more than the maximum number of shares specified by him as aforesaid. If any shares shall not be capable without sub-division of being allocated to the members in proportion to their existing holdings, the same shall be allocated to the applicant members, or some of them in such proportions or in such manner as may be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the directors think fit.
- (f) The Company shall forthwith give notice of such allocations (hereinafter called "the allocation notice") to the vendor and to the members to whom the said shares have been allocated and shall specify in the allocation notice the place and time (being not earlier than 14 and not later than 28 days after the date of the despatch of the allocation notice, which shall be specified therein) at which the sale of the said shares so allocated shall be completed.
- (g) The vendor shall be bound (upon payment of the purchase price due in respect thereof) to transfer the shares comprised in the allocation notice to the purchasing members named therein at the place and time therein specified; and

if in any case the vendor after having become bound as aforesaid makes default in transferring any of the said shares the Company may receive the purchase price on his behalf, and may authorise some person to execute a transfer of such shares in favour of the purchasing member. The receipt of the Company for the purchase price shall be a good discharge to the purchasing member. The Company shall forthwith pay the purchase price into a separate bank account in the Company's name and shall hold the purchase price and any interest earned thereon in trust for the vendor.

- (h) During the six months following the expiry of the period referred to in paragraph (e) of this Article the vendor shall be at liberty, subject nevertheless to the provisions of paragraph (i) of this Article, to transfer to any person (including, but subject to Article 8, the Company, at any price not being less than the price fixed under paragraph (b) of this Article) any of the said shares not allocated by the directors as aforesaid.
- (i) The directors may, in their absolute discretion without assigning any reason therefore, decline to register any transfer of any share whether or not it is a fully-paid share if the directors have good reason to believe it is in the best interests of the other members.

- 13. The instrument of transfer of a fully paid share shall be executed by or on behalf of the transferor and in the case of a share which is not fully paid, the instrument of transfer shall in addition be executed by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS

- 14. In every notice convening a general meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that such proxy need not also be a member. Regulation 38 of Table A shall be modified accordingly.
- 15. Proxies may be deposited at the registered office of the Company at any time before the time of the meeting for which they are to be used unless otherwise specified in the notice convening such meeting. Regulation 62 of Table A shall be modified accordingly.

DIRECTORS

- 16. Unless or until otherwise determined by the Company by special resolution passed in general meeting there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever and so long as there is a sole director he may exercise all the powers and authorities vested in the directors as expressed by Table A and by these Articles.
- 17. A director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract, transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a meeting of the directors in accordance with section 317 of the Act. Subject to such disclosure a director shall be entitled to vote in

respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

18. The directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock, loan stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
19. In Regulation 87 of Table A there shall be inserted between the words "the directors" and "may" the words "on behalf of the Company".
20. In any case where, as the result of the death of a sole member of the Company, the Company has no members and no directors the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting.

PROCEEDINGS OF DIRECTORS

21. At all meetings of the directors, in the case of an equality of votes, the chairman shall have a second or casting vote and the provisions of Regulations 98 to 106 of Table A shall be modified accordingly.
22. The quorum necessary for the transaction of the business of the directors when more than one director holds office may be fixed by the directors but unless so fixed shall be two present in person. In the event of the minimum number of directors fixed by or pursuant to these Articles being one, the quorum shall be one. Regulation 89 of Table A shall be modified accordingly.

SINGLE MEMBER

23. If and for so long as the Company shall have only one member pursuant to The Companies (Single Member Private Limited Companies) Regulations 1992 the following provisions shall apply:
 - (a) One person present in person, being the sole member of the Company or a proxy for that member or, if that member is a corporation, a duly authorised representative of such member, shall be a quorum and Regulation 40 of Table A shall be modified accordingly.
 - (b) The sole member of the Company or the proxy of the sole member or authorised representative where that member is a corporation shall be the chairman of any general meeting of the Company and Regulation 42 of Table A shall be modified accordingly.
 - (c) A proxy for the sole member of the Company may vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.

- (d) All other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.
24. (a) If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
- (b) Any decision taken by a sole member pursuant to paragraph (a) above shall be recorded in writing and delivered by that member to the Company for entry in the minute book of the Company.

DIVIDENDS

25. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.