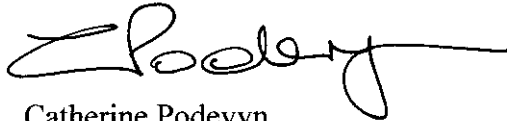


SPIROFLOW LIMITED

**Special Resolution. passed at the Annual General Meeting
of the Company held on the 29th September 2006**

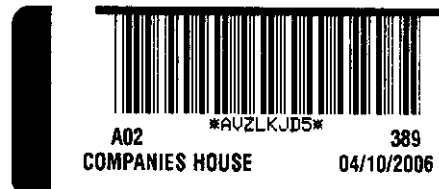
**“THAT the draft regulations produced to the meeting and initialled by
the Chairman for the purposes of identification be and are hereby
adopted as the Articles of Association of the Company in substitution for
and to the exclusion of the existing Articles of Association.”**

I certify that this is true copy of the Special Resolution passed at the Annual
General Meeting of the Company



Catherine Podevyn

Chairman of the Meeting.



THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

SPIROFLOW LIMITED

{adopted by a Special Resolution passed on the 29th day of September 2006}

1. INTERPRETATION

1.1. The regulations contained in Table A ("Table A") in the Schedule to the Companies (Tables A to F Regulations) 1985 as amended at the date of adoption of these Articles shall apply to the company save as they are excluded or varied by these Articles.

1.2. In these regulations and in the Regulations of Table A that apply to the company

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force.

"the Articles" mean the Articles for the time being of the company.

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

"communication" means the same as in the Electronic Communication Act 2000

"electronic communication" means the same as in the Electronic Communication Act 2000

"executed" includes any mode of execution

"office" means the registered office for the time being of the company

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

"the seal" means the common seal of the company

"the secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company including a joint, assistant or deputy secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

1.3 Unless the context otherwise requires, words or expressions contained in these regulations and in the regulations of Table A that apply to the company bear the same meaning as in the Act but excluding any statutory modification of it not in force when these regulations become binding on the company, words importing the singular only shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and words importing natural persons shall include also corporations.

1.4 The headings in these regulations are for convenience only and shall be ignored in construing the language or meaning of the Articles. Regulation 1 of Table A shall not apply.

I CERTIFY THAT THIS IS
A TRUE COPY OF THE

MEMORANDUM OF

ASSOCIATION

by a SPECIAL Resolution
passed on the
29th September 2006

E. Podany

CATHERINE

PODEVAN

CHAIRMAN

the

MEMORANDUM

29. Sep 2006

CP

2. Private Company

The Company is a private company within the meaning of Section 1 of the Act and accordingly no shares in or debentures of the company shall be offered to the public (whether for cash or otherwise) and the company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public.

3. Share Capital

3.1 The Share Capital of the Company is £100,000 divided into 100,000 shares of £1 each

3.2 Regulation 3 of Table A shall not apply to the company. Subject to the provisions of the Act and without prejudice to sub-article 3.3;

3.2.1 any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the company or the holder of such shares on such terms and in such manner as may be provided by the Articles or as the company may by resolution determine.

3.2.2 the company may purchase any of its shares(including any redeemable shares); and

3.2.3 the company may make payment in respect of the redemption or purchase of any of its shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares.

3.3. Subject to sub-article 3.4 the unissued shares in the capital of the company as at the date of the adoption of these Articles shall be under the control of the directors, who are generally and unconditionally authorised to allot, grant options over ,or otherwise dispose of or deal with any unissued shares, and relevant securities(as defined in S.80(2) of the Act to such persons, on such terms and in such manner as they think fit, but subject to any agreement binding on the company, provided that the authority contained in this article in so far as it relates to relevant securities(as defined as aforesaid) shall, unless revoked or varied in accordance with section 80 or section 80 A of the Act, expire five years from the adoption of these Articles but without prejudice to any offer or agreement made before that date which would or might require the exercise by the directors after the date of their powers in pursuance of this authority

In exercising this authority under this sub-article the directors shall not be required to have regard to sections 89(1) and 90(1) to (6)(inclusive) of the Act which sections shall be excluded from applying to the company.

3.4 The unissued shares in the capital of the company shall only be allotted in accordance with the provisions of this article.

3.4.1 all shares to be allotted("the offer shares") shall first be offered to the members of the company("the members") in proportion to their existing holdings of the shares("the initial offer")

3.4.2 the initial offer shall be made by written notice("the offer notice") from the directors specifying the number and price of the offer shares and shall invite each member to state in writing within a period not being less than 28 days whether they are willing to accept any offer shares and if so the maximum number of shares they are willing to take

- 3.4.3 at the expiration of the time specified for acceptance in the offer notice the directors shall allocate the offer shares to or amongst the members who shall have notified to the directors their willingness to take any of the offer shares but so that no member shall be obliged to take more than the maximum number of shares notified by him under sub-article 3.4.2.
- 3.4.4 if any offer shares remain unallocated after the initial offer the directors shall make a further offer ("the further offer") in writing ("the further offer notice") on the same terms as the initial offer to members who shall have expressed their willingness to purchase the offer shares and if there is more than one member to whom this sub-article applies then the further offer shall be pro rata to their existing holdings of the shares:
- 3.4.5 at the expiration of the time specified for acceptance in the further notice the directors shall allocate the offer shares to or amongst the members who shall have notified to the directors their willingness to take any of the offer shares but so that no member shall be obliged to take more than the maximum number of shares notified by him under sub-article 3.4.4.
- 3.4.6 if any offer shares remain unallocated after the further offer, subject to the provisions of the Act, the directors shall be entitled to dispose of these shares to such persons on such terms and in such manner as they think fit save that these shares shall not be disposed of on terms which are more favourable to their subscribers than the terms on which they were offered to members; and
- 3.4.7 the provisions of Sections 89(1) and 90(1) to (6) inclusive of the Act shall have effect only to the extent that they are not inconsistent with this article.

4. Lien

The company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (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 (whether fully paid or not) standing registered in the name of any person for all monies presently payable by him or his estate to the company, whether he shall be the sole registered holder of it or shall be one of several joint holders; but the directors may at any time declare any share 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 on it. Regulation 8 of Table shall not apply

5. Transfer of Shares.

Definitions.

In this Article the following expressions have the following meanings.

- "shares" any shares for the time being in the capital of the company
- "shareholder" a holder for the time being of any share.

- 5.1 Save for the provisions in this Article 5, the Directors, in their absolute discretion and without assigning any reason therefore, may decline to register the transfer of any share whether or not it is full paid.

5.2 Transfer by Shareholders.

- 5.2.1 Any shareholder ("the retiring shareholder") wishing to transfer part or all of the shares held by him shall first give a notice in writing ("a sale notice") to the company specifying the number and denoting numbers(if any) of the shares which he wishes to sell("the sale shares"). The sale notice shall constitute the company the agent of the retiring shareholder for the sale of the sale shares at a market value as determined in accordance with the provisions of Article 5.2.3. ("the market value"). If the capital of the company is divided unto separate classes of shares a separate sale notice shall be given for each class of shares.
- 5.2.2 A sale notice may provide that unless all the sale shares are sold in accordance with this Article none shall be sold ("a total sale condition"). Other than expressly provided in these Articles a sale notice shall be revocable at any time until the end of the valuation period (as defined in Article 5.2.3). If a retiring shareholder revokes a sale notice he may not subsequently transfer the sale shares(or any interest in them) other than in accordance with these Articles.
- 5.2.3 The market value of the sale shares:
- 5.2.3.1 shall be determined by agreement between the retiring shareholder and the Board: or
- 5.2.3.2 in default of such agreement within 28 days of receipt of the sale notice by the company, it shall be calculated on the basis of a sale between a willing seller and a willing buyer (as at the date of the sale notice) by the Auditors of the company.
- 5.2.4 If the market value as certified by the Auditors is unacceptable to the retiring shareholder, he may, within 7 days of the market value being so certified ("the valuation period"), revoke his sale notice by giving notice in writing to this effect to the company. The cost of obtaining a certificate of market value shall be borne as follows;
- 5.2.4.1 In the case the retiring shareholder who revokes his sale notice, by the retiring shareholder
- 5.2.4.2 In the case that the shares are transferred, then equally between the retiring shareholder and the purchasing shareholder.
- 5.2.4.3 In the case of the company purchasing the shares then equally between the retiring shareholder and the company.
- 5.2.5 On determination of the market value, the company shall, subject to the provisions of Article 5.2.6, forthwith offer the sale shares at market value to all shareholders (holding shares of the same class) ("the first offer") inviting each of them to state in writing within 14 days whether he is willing to purchase and , if, so the number of sale shares up to the number comprised in the sale notice. The directors shall allocate the sale shares to the shareholders who have expressed their willingness to purchase in proportion as nearly as may be to the nominal amount of their existing holdings of that class of share in the company. Any sale shares which are then unallocated shall be allocated to any shareholders who have expressed a willingness to purchase more than their due proportion, again, in proportion, as nearly as may be, to the nominal amount of their existing shareholdings of the class of shares in the company, but no shareholder shall be obliged to purchase more sale shares than he has indicated he is willing to purchase.

- 5.2.6 On determination of the market value, the Directors may resolve that the Company purchase the sale shares or a proportion thereof at the market value provided that
- 5.2.6.1 subject to confirmation by the Auditors of the company that the Company is both legally and financially capable of so doing and .
- 5.2.6.2. that shareholders representing 95% of the equity share capital for the time being of the company have agreed in writing
- 5.2.7 If the retiring shareholder fails to transfer any sale shares to the purchasers, the directors may authorise any person to execute a transfer of the sale shares to the purchasing shareholder and the company may give a good receipt for the purchase price of the sale shares and may register the purchasing shareholder as holder of them and issue to them certificates for such shares. After the name of the purchaser has been entered into the register the validity of the proceedings shall not be questioned by any person. The retiring shareholder shall in such case be bound to deliver up his certificate for the sale shares to the company whereupon he shall be entitled to receive the purchase price which shall in the meantime, be held by the company on trust for him but without interest. If such certificate shall comprise any share which the retiring shareholder has not become bound to transfer as aforesaid the company shall issue to the retiring shareholder a certificate for the balance of such shares.

5.3. Deemed Transfer Notice on Death or bankruptcy

- 5.3.1. Any person becoming entitled to shares in consequence of the death or bankruptcy of any shareholder shall give a sale notice (as defined in Article 5.2.1) before he elects, in respect of any share to be registered himself or to execute any transfer.
- 5.3.2 If a person becoming entitled to shares pursuant to Article 5.3.1. does not give a sale notice within one year of the death or bankruptcy he shall be deemed to have given a sale notice on the anniversary of his death.

6. Variation of Rights.

If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the shareholders of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall apply but so that the necessary quorum shall be two persons at least holding or representing by proxy one third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

7. General Meetings.

- 7.1 An Annual General meeting and an Extraordinary General Meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear day's notice. All other Extraordinary General Meetings shall be called by at least fourteen clear day's notice but a General Meeting shall may be called by shorter notice if it is so agreed:
- (a) in the case of an Annual General Meeting by all members entitled to attend and vote at it; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and Auditors

- 7.2 Regulation 41 of Table A shall be read and construed as if the last sentence ended with the words "and if the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved."

8. Directors

- 8.1. Unless otherwise determined by Ordinary Resolution of the Company in general meeting the number of the Directors shall not be subject to any maximum and the minimum number of Directors shall be one. if and so long as the minimum number of Directors shall be one a sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table shall be modified accordingly.
- 8.2. Regulation 64 of Table shall not apply.
- 8.3. No person shall be appointed a Director of the company at any General Meeting unless:
- a) *he is recommended by the Directors; or*
 - b) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting notice executed by a Member qualified to vote at the General meeting has been given to the company of the intention to propose *that person for appointment together with notice executed by that person of his willingness to be appointed.*
- 8.4 Subject to sub-article 8.3, 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
- 8.5 The Directors may appoint a person who is willing to act as a Director whether to fill a vacancy or as an additional Director to hold office until the next General Meeting of the company following such appointment when a Resolution under 8.4 shall be put to the such meeting.
- 8.6 The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the company.

9. Power of Directors

- 9.1 The Directors may sanction the exercise by the company of all the powers of the company to make provision for the benefit of persons (including directors) employed or formerly employed by the company or any subsidiary of the company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or any such subsidiary as are conferred by section 719 of the Act and the IA 1986 s, 187 and, subject to such sanction, the directors may exercise all such powers of the company.
- 9.2 When one director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the company as are conferred on the directors by the Articles.

10. Disqualification and Removal of Directors

- 10.1. The office of Director shall be vacated if:
- (a) he ceases to be a director by virtue of any provision of the Act or he

- becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is a person who is, or may be suffering from a mental disorder and either
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland, an application is made for admission under the Mental Health Act (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property and affairs.
 - (d) he resigns from office by notice to the company
 - (e) he is removed from office under section 303 of the Act, or by Extraordinary Resolution of the company; or
 - (f) he is served with written notice under the hand of a director or the secretary of any company which is for the time being the company's holding company that the Board of Directors of such company has resolved that his appointment be terminated.

10.2. No person shall be disqualified from being or becoming a director of the company by reason of his attaining or having attained the age of 70 years or any other age

10.3 Regulation 81 of Table A shall not apply

11. Director's Interests

Provided that a director declares his interest in a contract or arrangement or proposed contract or arrangement with the company in any manner provided by S.317 of the Act, he shall be counted in the quorum of any meeting of directors at which it is considered and shall be entitled to vote as a director in respect of it. Regulation 94 of Table A shall not apply.

12. Director's Gratuities and Pensions.

The directors shall have power to pay or provide and agree to pay or provide gratuities pensions or other retirement, superannuation, death or disability benefits to, or to any person in respect of any director or former director of the company or any subsidiary or holding company of the company or another subsidiary of any holding company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums (whether before or after such director ceases to hold office or employment). A director may vote at a meeting of directors in respect of any matter referred to in this article, notwithstanding that he is personally interested in such matter and shall be counted in the quorum present at the meeting. Regulation 87 of Table A shall not apply.

13. Proceeding of Directors.

- 13.1 The quorum for the transaction of the business of directors shall be two, except when one director only is in office, when it shall be one. A person who holds office as an alternate director shall, if his appointer is not present, be counted in the quorum. Regulation 89 of Table A shall not apply.
- 13.2 A resolution in writing signed by all the directors (including a sole director) entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution

signed by an alternate director need not be signed by his appointer and, if signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Regulation 93 of Table A shall not apply.

13.3 Any director for the time being absent from the United Kingdom may supply to the company an address and/or a facsimile transmission number whether or not within the United Kingdom to which notices of meeting of directors may be sent and then shall be entitled to receive at such address or number notice of such meetings. Regulation 88 of Table A shall be modified accordingly

13.4 A meeting of directors may be validly held notwithstanding that all of the directors are not present at the same time provided that:

13.4.1 a quorum of the directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of telecommunication; and

13.4.2 a quorum of directors entitled to attend a meeting of the directors agree to hold the meeting in this manner.

14. Dividends,

14.1 The directors may retain the dividends payable upon shares in respect of which any person is entitled to become member under the provisions as to the transmission of shares contained in these Articles, or which any person under those provisions is entitled to transfer, until that person shall become a member in respect of those shares or shall duly transfer them, in this case subject to Article 5. Regulation 31 of Table A shall be modified accordingly

14.2 The payment by the directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the company a trustee in respect of it. Any dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and cease to remain owing by the company. Regulation 108 of table A shall not apply.

15. Borrowing Powers.

The directors may exercise all the powers of the company to borrow or raise money, and to *mortgage or charge its undertaking, property and uncalled capital or any of part of it, and*, subject to the provisions of the Act, to issue debentures, debenture stock, and other securities whether outright or as a security for any debt, liability or obligation of the company or of any third party including a member.

16. Notices

. Any notice given by or on behalf of any person to the company may be given by leaving it at or by sending it to the office or such other place as the directors may appoint.

17. **Indemnity.**

Without prejudice to the provisions of Regulation 118 of Table A the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, or employees or auditors of the company or of any other company which is its holding company or parent undertaking or in which the company or such holding company or parent undertaking has any interest whether direct or indirect or which is in any way allied to or associated with the company, or any subsidiary undertaking of the company or of such other company, or who are or were at any time trustees of any pension fund in which any employees of the company or of any such other company or subsidiary undertaking are interested including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and /or discharge of their duties and/or in the exercise or purported exercise and/or discharge of their powers and/or otherwise in relation to their duties, powers or offices in relation to the company or any such other company, subsidiary undertaking or pension fund. For the purposes of this regulation "holding company" "parent undertaking" and "subsidiary undertaking" shall have the same meaning as in the Act.