

No. 2156127

**THE COMPANIES ACT 1985**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTION IN WRITING**

- of -

**THE SOLE MEMBER**

- of -

**PA LISTINGS LIMITED**

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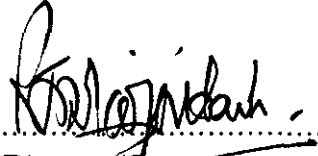
**(PASSED 12.09. 2000)**

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The following resolution was agreed to and signed by the sole member of the above-named Company entitled to receive notice of and to attend and vote at general meetings of the above-named Company. If it had not been so agreed to, it would not have been effective for its purpose unless it had been passed as a special resolution at a general meeting of the above-named Company:-

**RESOLUTION**

THAT with immediate effect, the regulations contained in the document attached be and are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of Association.

  
.....  
Director/Secretary



No. 2156127

The Companies Act 1985  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
PA LISTINGS LIMITED

(As adopted by written resolution on 12 September 2000)

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PRELIMINARY

1. The following regulations and (subject as hereinafter provided) the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 1985 ("Table A") constitute the Articles of Association of the Company.
2. Regulations 8, 24, 50, 73 to 80 and 94 to 98 of Table A do not apply to the Company.

SHARE CAPITAL

3. The share capital of the Company is £8,000 divided into 8,000 shares of £1 each.

SHARE CERTIFICATES

4. Every certificate may be sealed with the seal (if any) or may be signed by a Director and the secretary or by two directors, and the second sentence of Regulation 6 of Table A shall be amended accordingly.

LIEN

5. The Company shall have a first and paramount lien on every share whether fully paid or not, registered in the name of any person, whether as sole or joint holder, indebted to the Company for all monies due to the Company, whether in respect of that share or not. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The registration of a transfer of a share shall operate as a waiver of any lien of the Company thereon.

## TRANSFER OF SHARES

6. The Directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share.

## GENERAL MEETINGS

7. Where an ordinary resolution of the Company is expressed to be required for any purpose, a special or extraordinary resolution shall also be effective. Regulation 53 of Table A shall be modified by the addition at the end of the following sentence: "If such a resolution in writing is described as a special resolution or as an extraordinary resolution or as an elective resolution, it shall have effect accordingly."

## DIRECTORS

8. The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number shall be one. Whenever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and these Articles expressed to be vested in the Directors generally, and clause 89 of Table A shall be modified accordingly.
9. 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.
10. The Directors may 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 the Articles as the maximum number of Directors.
11. A member or members together holding a majority of the issued shares of the Company may at any time and from time to time in writing signed by him or them and left at or delivered to the registered office of the Company appoint any person as a Director and in like manner remove from office any Director however appointed. Any such appointment or removal shall in the case of a corporate member be signed by one of its directors. Any such removal or appointment shall take effect immediately upon deposit of the notice at the registered office or on such later date (if any) as may be specified in the notice.
12. The second sentence of Regulation 84 of Table A shall be deleted and the following shall be substituted therefor: "Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and the directors or any committee of the directors duly authorised pursuant to Regulation 72 of Table A

may remunerate any such director for his service as the directors or such duly authorised committee think fit."

13. A Director who pursuant to Section 317 of the Companies Act 1985 has declared at a meeting of the Directors the nature of his interest in a contract or arrangement or proposed contract or arrangement with the Company shall be entitled to vote in respect of that contract or arrangement or proposed contract or arrangement, and if he does so his vote shall be counted, and he may be taken into account in ascertaining whether or not a quorum is present at the meeting of the Directors at which the vote is taken.

#### RETIREMENT OF DIRECTORS

14. If the Company becomes subject to the provisions of Section 293 of the Companies Act 1985, any person may be appointed or elected a Director whatever his age, and no Director shall vacate office by reason only of his attaining or having attained the age of 70 or any other age. Special notice shall not be required for any resolution in connection with the appointment or the approval of the appointment of any person by reason of his age.

#### PROCEEDINGS OF DIRECTORS

15. Any Director (or his alternate) may participate in a meeting of the Directors or a meeting of a committee of the Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other and any Director (or his alternate) participating in a meeting in this manner shall be deemed to be present in person at such meeting.

#### THE SEAL

16. In the first sentence of Regulation 101 of Table A the words "Any seal adopted by the Company" shall be substituted for the words "The Seal".

#### DIRECTORS' LIABILITY INSURANCE

17. Without prejudice to any other provision of these Articles the Directors may purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees of the Company or of any company which is a subsidiary or subsidiary undertaking of the Company or of any other company in which the Company has any interest whether direct or indirect or which is in any way allied to or associated with the Company or any such subsidiary, or of any of the predecessors in business of the Company or any such other company as aforesaid or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such predecessor or other company or subsidiary undertaking as aforesaid are or have been 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 of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such predecessor or other company or subsidiary undertaking as aforesaid or any such pension fund. No Director or former Director shall be accountable to the Company or its members for any benefit provided pursuant to this Article 15 and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.