

THE COMPANIES ACT 1985

THURSDAY



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

HR GO (KENT) LIMITED

TABLE A

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ("Table A"), as amended by, and save to the extent that they are excluded by or inconsistent with, the regulations set out below, shall be deemed to be incorporated in the articles of the company.
2. Regulations 8, 24, 25, 26, 53, 64, 73-80 both inclusive, 94-98 both inclusive and 118 of Table A are excluded from the Articles.

SHARES

3. The authorised share capital of the company at the date of the adoption of these articles is £100,000 divided into 1,000,000 shares of 10p each.

TRANSFERS OF SHARES

- 4.1 A member who holds a majority of the issued shares in the capital of the company ("the Principal Shareholder") may transfer all or any of those shares without restriction. No transfer of a share by any other person may be made except with the consent in writing of the Principal Shareholder or in accordance with the following regulations.
- 4.2 A member who wishes the provisions of this regulation to have effect ("the Transferring Member") shall deliver to, or to a director of, the Principal Shareholder a signed transfer of all but not some only of his shares in which the name and address of the transferee have not been completed. The Transferring Member shall not be entitled to require the return of a transfer so delivered and the Principal Shareholder shall, as against the Transferring Member, have the right at any time after receiving it to present such a transfer to the directors for registration. The price payable for the shares of the Transferring Member shall be such as may have been fixed by agreement or if none has been so fixed a price per share equal to the Transfer Price as determined in accordance with regulation 4.3. The price so payable shall if fixed by

agreement be paid within seven days of the later of the date of the delivery of the relevant transfer and the date when that price is so fixed or otherwise within fourteen days of the date on which a copy of the certificate of the price which finally has effect as the Transfer Price is served on the Transferring Member.

- 4.3 The Transfer Price shall fall to be determined if agreement on price has not been reached under the provisions of regulation 4.2 within seven days of the date on which the signed transfer was delivered under regulation 4.2 or such longer period as the Principal Shareholder and the Transferring Member may agree. The Transfer Price shall subject to the provisions of this regulation be the price per share which is certified as the Transfer Price by a chartered accountant or firm of chartered accountants nominated by the Principal Shareholder. Notice of the price so certified shall be given to the Transferring Member. If the Principal Shareholder or the Transferring Member gives to the other a notice so requiring by no later than the close of business on the fifth working day after the day on which the notice to the Transferring Member specifying the price so certified is given and, if he is the Transferring Member and held none of his shares before 1st January 2006, pays to the Principal Shareholder in cleared funds £3,000 on account of the valuation costs which will be payable by him, the Transfer Price shall be certified by a person or firm to be agreed between the Principal Shareholder and the Transferring Member or in default of agreement by a chartered accountant or firm of chartered accountants to be selected at the instance of either of them by the President for the time being of the Institute of Chartered Accountants in England and Wales. The Transfer Price as certified under any provision of this regulation shall be the price at which the person or firm so certifying considers one share in the company would on the date on which the signed transfer was delivered under regulation 4.2 have been bought and sold on an arm's length basis between a willing buyer and a *willing* seller. A copy of the certificate shall as soon as it is available be served on the Transferring Member.
- 4.4 Any person or firm who gives a certificate under the provisions of the previous regulation shall in doing so act as expert and not as arbitrator and the certificate so given shall be binding on all the members. The fees of that person shall be borne as to half each by the Principal Shareholder and the Transferring Member.

GENERAL MEETINGS AND VOTES OF MEMBERS

5. In regulation 40 of Table A the second sentence shall be deleted and the following new sentence shall be inserted in its place:-

"One person entitled to vote on the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum."

DIRECTORS

6. A member or members holding a majority in nominal value of the issued ordinary shares shall have power at any time to appoint any person as a director, either as an addition to the existing directors or to fill any vacancy, and to remove any director from office. Any such appointment or removal shall be effected either by an instrument in writing signed by, or by the attorney for, each member making the same, which shall take effect upon being lodged at the office, or by an ordinary resolution of the company. Any such instrument shall be deemed to have been signed by a member which is a corporation if it is signed by a director or a duly authorised representative of that corporation.
7. The number of directors shall be one or more without limit.
8. In regulation 65 of Table A the words "approved by resolution of the directors and" shall be deleted and the words "to whom the other directors have no reasonable objection and who is" shall be inserted in their place.
9. In regulation 67 of Table A the words from "but, if a director retires" to the end of the regulation shall be deleted.
10. In regulation 81 of Table A paragraph (e) shall be deleted and the following new paragraph shall be inserted in its place:-

"(e) he is removed from office *under* any provision of the articles".
11. In regulation 84 of Table A the words "Subject to any agreement to the contrary" shall be inserted before the words "Any appointment of a director to an executive office" and the last sentence shall be deleted.
12. A director shall be entitled to vote in respect of any contract or arrangement in which he is interested and to be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered.
13. Any director may participate in a meeting of the directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

NOTICES

14. The following new sentence shall be inserted at the end of regulation 112 of Table A:-

"A member may give any notice to the company by sending it by post in a prepaid envelope addressed to the company at the office or such other

place as the directors may agree or by leaving it at the office or such other place."

INDEMNITY

15. Subject to the provisions of the Act but without prejudice to any indemnity to which he may otherwise be entitled, every director, agent, auditor, secretary and other officer of the company shall be entitled to be indemnified out of the assets of the company against all losses and liabilities incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court, and no such person shall be liable for any loss, damage or misfortune which may happen to or be incurred by the company as a result of any act or omission on his part in the execution of the duties of, or in relation to, his office.