

No. 2638971

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTIONS

OF

THE TICKET MACHINE LIMITED

WE, the undersigned, representing not less than 75% of total voting rights of members of the above-named Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE as follows -

1. To convert all Preference shares into Ordinary Shares

That each of the 22,500 preference shares in the Company shall be deemed to be redesignated ordinary shares with effect from the date of these Resolutions such that the entire authorised and issued share capital of £100,000 shall be designated as ordinary shares, all such shares having the rights and ranking par passu with the existing ordinary shares in the Company

2. To adopt new Articles of Association

That the regulations contained in the document produced to the meeting and, for the purposes of identification only, signed by the Chairman be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company

JOHN DAVID FISHER

Date

SIMON DAVID FISHER

Date 21/5/2008

SATURDAY



AS93J0KH

A40

14/06/2008

31

COMPANIES HOUSE



EDWARD GEORGE CRIGHTON SNAPE

Date

21st May 2008

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THE TICKET MACHINE LIMITED

(Adopted by Special Resolution passed on 21 May 2008)

1. ADOPTION OF TABLE A

- 1 1 In these Articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by any statute or subordinate legislation coming into operation prior to the date of adoption of these Articles
- 1 2 The regulations contained in Table A shall, except where they are excluded or modified by these Articles, apply to the Company and, together with these Articles, shall constitute the articles of the Company
- 1 3 No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the Company

2. INTERPRETATION

- 2 1 Words and expressions which have particular meanings in Table A shall bear the same meanings in these Articles
- 2 2 In these articles of association -

"**1985 Act**" means the Companies Act 1985 including any statutory modification, amendment or re-enactment thereof for the time being in force,

"**2006 Act**" means the Companies Act 2006 including any statutory modification, amendment or re-enactment thereof for the time being in force,

"**address**" in relation to electronic communications includes any number or address used for the purposes of such communications,

"**Articles**" means the articles of association of the Company,

"**electronic communication**" means any communication by electronic means or in electronic form,

"**electronic form**" and "**electronic means**" has the meaning given to it in Section 1168 of the 2006 Act, and

"Statutes" means the 1985 Act and the 2006 Act

2 3 References in these Articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form including by way of electronic communications where specifically provided in a particular Article or where permitted by the directors in their absolute discretion

2 4 Unless the context otherwise requires, words importing the singular shall include the plural and vice versa and words importing any gender shall include all other genders Words denoting persons shall include bodies corporate and unincorporated associations

2 5 If, and for so long as, the Company has only one member, these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company

2 6 Headings are for convenience only and shall not affect the construction of these Articles

3. UNISSUED SHARES

Subject to the provisions of the Statutes and to these Articles, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine

4. TRANSFER AND TRANSMISSION OF SHARES

4 1 The directors may, in their absolute discretion, decline to register any transfer of any share, whether or not it is a fully paid share Regulation 24 of Table A shall be modified accordingly

4 2 A person who becomes entitled to a share by reason of any event (other than death or bankruptcy) giving rise to its transmission by operation of law shall have the same rights of election and other rights as a person entitled by transmission to a share as a consequence of death or bankruptcy Regulations 30 and 31 of Table A shall be modified accordingly

5. PROCEEDINGS AT GENERAL MEETINGS

5 1 Where the Company has given an electronic address in any notice of a general meeting, any document or information relating to proceedings at the meeting may be sent by electronic means to that address, subject to any conditions or limitations specified in the relevant notice of meeting

5 2 For all purposes of these Articles apart from when the Company has only one member, a general meeting of the Company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present If, and for so long as, the Company has only one member, that member or the proxy for that member or, where that member is a corporation, its duly authorised representative shall be a quorum at any general meeting of the Company or of

the holders of any class of shares Regulation 40 of Table A shall be modified accordingly

- 5 3 At a general meeting a poll may be demanded by any member having the right to vote at the meeting Regulation 46 of Table A shall be modified accordingly

6. VOTES OF MEMBERS

- 6 1 At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote, and on a poll every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy shall have one vote for every share of which he is the holder Regulation 54 of Table A shall not apply

- 6 2 Where the Company has given an electronic address in any instrument of proxy or invitation to appoint a proxy, any document or information relating to proxies for the meeting (including any document to show the validity of, or otherwise relating to, the appointment of a proxy, or notice of the termination of the authority of a proxy) may be sent by electronic means to that address, subject to any conditions or limitations specified in the relevant notice of meeting

7. RECEIPT OF PROXIES

The appointment of a proxy must -

- 7 1 in the case of an appointment which is not contained in an electronic communication, be received at the office (or at such other place or by such person as may be specified or agreed by the directors) before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote together with (if required by the directors) any authority under which it is made or a copy of the authority, certified notarially or in some other manner approved by the directors,

- 7 2 in the case of an appointment contained in an electronic communication, where an address has been specified or agreed by the directors for the purpose of receiving electronic communications, be received at such address before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote Any authority pursuant to which an appointment contained in an electronic communication is made or a copy of the authority, certified notarially or in some other manner approved by the directors, must, if required by the directors, be received at the office (or at such other place or by such person as may be specified or agreed by the directors) before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or

- 7 3 in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, be received as aforesaid before the time appointed for the taking of the poll,

and an appointment of a proxy which is not received in a manner so permitted shall be invalid Regulation 62 of Table A shall not apply

8. NUMBER OF DIRECTORS

Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than 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 by these Articles expressed to be vested in the Directors generally, and Regulation 64 of Table A shall not apply.

9. ALTERNATE DIRECTORS

9.1 Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

9.2 Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.

9.3 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company, such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

10. POWERS OF DIRECTORS

10.1 The directors may by resolution exercise any powers of the Company conferred by the Statutes to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

10.2 The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

11. APPOINTMENT OF DIRECTORS BY MAJORITY SHAREHOLDERS

Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital of the Company at the relevant time as carries the right of attending and voting at general meetings of the Company may by memorandum in writing signed by or on behalf of him or them (and so that in the case of a body corporate the signature of any officer or other duly appointed representative shall suffice) and delivered to the office or tendered at a meeting of the directors or at a general meeting of the Company at any time and from time to time appoint any person to be a director (whether to fill a vacancy or as an additional director). In this Article references to "in writing" include the use of electronic communications to an address for the time being notified for that purpose by the Company to the person or persons giving the notice.

12. APPOINTMENT OF DIRECTORS BY COMPANY AND BOARD

Without prejudice to the powers conferred by any other Article, each of them, the directors and the Company in general meeting, may at any time and from time to time appoint any person who is willing to act as a director, either to fill a vacancy or as an additional director

13. EXCLUSION OF OTHER PROVISIONS RELATING TO THE APPOINTMENT AND RETIREMENT OF DIRECTORS

Regulations 76 to 79 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply

14. DISQUALIFICATION AND REMOVAL OF DIRECTORS

14 1 Without prejudice to the provisions of the Statutes or of any other Article, the Company may at any time by special resolution remove a director before the expiry of his period of office (but such removal shall be without prejudice to any claim such director may have for breach of any contract between him and the Company) and may by ordinary resolution appoint another person to be a director in his place

14 2 The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to these Articles Regulation 81 of Table A shall be modified accordingly

15. DIRECTORS' GRATUITIES AND PENSIONS

The directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director and may contribute to any fund and pay any premiums for the purchase or provision of any such benefit No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company Regulation 87 of Table A shall not apply

16. PROCEEDINGS OF DIRECTORS

16 1 Notice of a meeting of the directors shall be deemed to be given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the director concerned Notice shall be given in this manner to all directors including any director who is absent from the United Kingdom at the relevant time A director may waive notice of any meeting either prospectively or retrospectively In this Article references to in writing include the use of electronic communications subject to such terms and conditions as the directors may decide Regulation 88 of Table A shall be modified accordingly

16 2 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and, unless and until so fixed, shall be two (except when one director only is in office when it shall be one)] A person who holds

office only as an alternate director shall, if he but not his appointor is present, be counted in the quorum. Whenever the minimum number of directors to form a quorum is one and 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 by these Articles, the Statutes or the general law are conferred on the directors.} No person dealing with the Company shall be concerned to see or enquire as to the quorum requirement at any time in force. Regulation 89 of Table A shall not apply.

17. PARTICIPATION IN BOARD MEETINGS BY TELEPHONE

All or any of the directors may participate in any meeting of the directors by means of a conference telephone or any communications equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. A meeting held in this way shall be deemed to be held at the place from where the chairman of the meeting participates or at such other place as the directors participating may agree.

18. RESOLUTION IN WRITING

A resolution in writing signed by all the directors who are at the relevant time entitled to receive notice of a meeting of the directors (if that number is sufficient to constitute a quorum) shall be as valid and effectual as a resolution passed at a meeting of the directors properly called and constituted. The resolution may be contained in one document or in several documents in like form each signed by one or more of the directors concerned. A resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. In this Article references to in writing include the use of electronic communications subject to such terms and conditions as the directors may decide. Regulation 93 of Table A shall not apply.

19. DIRECTORS MAY VOTE WHEN INTERESTED

A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the directors in accordance with the Statutes. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. A reference in this Article to a contract includes any transaction or arrangement (whether or not constituting a contract). Regulations 94 to 98 97 (inclusive) of Table A shall not apply.

20. SEALS

20.1 Unless otherwise decided by the directors, certificates for shares of the Company need not be sealed with any seal but may be signed on behalf of the Company by a director and the secretary or by two directors. Regulation 6 of Table A shall be modified accordingly.

20 2 The Company may exercise all the powers conferred by the Statutes with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Statutes, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

21. NOTICES

21 1 Any notice, document or information may be given, served on, sent or delivered to any member by the Company either

21 1 1 personally,

21 1 2 by sending it by post in a prepaid envelop addressed to the member at his registered address, or by leaving it at that address,

21 1 3 by using electronic means or giving it in electronic form to a person who has agreed (generally or specifically) that the notice, document or information may be given, served on or sent or delivered in that form (and has not revoked that agreement), or

21 1 4 subject to the provisions of the 2006 Act, by making it available on a website provided that the requirements in Articles 21 2 and 21 3 are satisfied

21 2 Any notice, document or information may be given, served on, sent or delivered by the Company to any member by making it available on a website provided that

21 2 1 the member has agreed (generally or specifically) that the notice, document or information may be given, served on, sent or delivered to him by being made available on a website (and has not revoked that agreement), or the member has been asked by the Company to agree that the Company may give, serve, send or deliver notices, documents and information generally, or the notice, document or information in question, to him by making it available on a website and the Company has not received a response within the period of 28 days beginning on the date on which the Company's request was sent and the member is therefore taken to have so agreed (and has not revoked that agreement),

21 2 2 the member is sent a written notification in accordance with the 2006 Act of the presence of the document or information on a website, the address of that website, the place on the website where the document or information may be accessed and how to access the document or information. Such notification will be made by post unless the recipient has agreed to receive the notification by electronic means and has supplied the Company with an appropriate address,

21 3 Where the document posted on the website of the Company is a notice of a meeting of the Company, the notification must state that the document concerns a notice of a company meeting, and specify the place, date and time of the meeting

21 4 In the case of joint holders of a share, service, sending or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or sending or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

- 21 5 Any notice, document or information given, sent, supplied or delivered by the Company to the members or any of them
- 21 5 1 by post shall be deemed to have been given, sent, supplied or delivered forty-eight hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post,
- 21 5 2 by leaving it at a registered address otherwise than by post shall be deemed to have been given, sent, supplied or delivered 48 hours after having been left,
- 21 5 3 by electronic means shall be deemed to have been received 48 hours after it was sent,
- 21 5 4 by making it available on a website shall be deemed to have been delivered when it was first made available on the website if the shareholder was notified in advance of the availability on the website, or if later, when the shareholder received notice of the fact that the material was available on the website
- 21 6 In calculating a period of time for the purposes of delivery, no account shall be taken of any part of a day that is not a working day Regulation 115 of Table A shall not apply

22. INDEMNITY

Subject to the provisions of, and so far as may be permitted by and consistent with, the Statutes and subject as mentioned below, every person who is or was a director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as auditor) shall be indemnified by the Company out of its own funds against (a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company other than (i) any liability to the Company or any associated company (as defined in Section 256 of the 2006 Act) and (ii) any liability of the kind referred to in Section 234(3) and (6) of the 2006 Act, and (b) any other liability incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office. Such indemnity shall not, however, extend to any liability incurred by or attaching to such person as a result of his own fraud or wilful default. Where a person is indemnified against any liability in accordance with this Article 22, such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him in relation thereto. Regulation 118 of Table A shall not apply.

23. INSURANCE

To the extent permitted by the Statutes, the directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was -

- 23 1 a director, alternate director, secretary, other officer or auditor of the Company or a company which is or was a subsidiary undertaking of the Company or in which the Company has or had an interest (whether direct or indirect), and

23 2 a trustee of a retirement benefits scheme or other trust in which a person referred to in the preceding paragraph is or has been interested,
indemnifying him against liability for negligence, default, breach of duty or breach of trust in relation to the Company or other liability which may lawfully be insured against by the Company