

THE COMPANIES ACTS 1985 & 1989

PRIVATE COMPANY LIMITED BY SHARES

THE TRAFFIC BUREAU LIMITED

Registered No. 02775513

WE HEREBY CERTIFY
THIS TO BE A TRUE
COPY OF THE ORIGINAL

Laytons

LAYTONS

21 ST. JOHN STREET

MANCHESTER M2 7LW

15 OCTOBER 2003

RESOLUTIONS IN WRITING

dated 10 OCTOBER 2003

WE, the undersigned, being all the members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings **HEREBY PASS** the following Special Resolutions numbered 1 to 4 and agree that the said resolutions shall, pursuant to Section 381A of, and paragraph 5 of Schedule 15A to, the Companies Act 1985, for all purposes be as valid and effective as if the same would have been passed at a General Meeting of the Company duly convened and held:-

Special Resolutions

1. That the 282 issued ordinary shares of £1.00 each of the Company held by Lisa Lavender be and are hereby converted into 282 'A' ordinary shares of £1.00 each in the issued share capital of the Company having those rights assigned to them as set out in the Articles of Association of the Company to be adopted pursuant to resolution 4 below.
2. That the 250 issued ordinary shares of £1.00 each of the Company held by Graham Elms be and are hereby converted into 250 'B' ordinary shares of £1.00 each in the issued share capital of the Company having those rights assigned to them as set out in the Articles of Association of the Company to be adopted pursuant to resolution 4 below.
3. That the 250 issued ordinary shares of £1.00 each of the Company held by Christine Elms be and are hereby converted into 250 'B' ordinary shares of £1.00 each in the issued share capital of the Company having those rights assigned to them as set out in the Articles of Association of the Company to be adopted pursuant to resolution 4 below.
4. That the regulations contained in the document produced to us and for the purpose of identification signed by a director of the Company be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association thereof.

Signed



Graham Elms



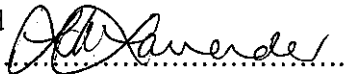
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COMPANIES HOUSE 16/10/03

Signed



.....
Christine Elms

Signed



.....
Lisa Lavender

THE COMPANIES ACT 1985 & 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

THE TRAFFIC BUREAU LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in or made applicable by 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 and the Companies Act 1985 (Electronic Communications) Order 2000 (hereinafter called "Table A") shall apply to the Company but in case of any variation or inconsistency between these Articles and Table A these Articles shall prevail.
2. References to Regulations are to regulations of Table A.
3. In Regulation 1 between the words "regulations" and "the Act" the words "and in any Articles adopting the same" shall be inserted.

SHARE CAPITAL

4. The share capital of the Company is £1,282 divided into 500 ordinary shares of £1 each ("Ordinary Shares"), 282 'A' ordinary shares of £1 each ("A' Shares") and 500 'B' ordinary shares of £1 each ("B Shares").
5. The Directors shall have the power to allot relevant securities (as defined by section 80 of the Act), up to the limit of the unissued share capital of the Company.

LIEN

6. Without prejudice to the lien conferred by Regulation 8, the Company shall have first and paramount lien on all shares for all monies presently payable by a member or his estate to the Company. The liens conferred by Regulation 8 shall attach to fully paid shares and to all shares registered in the name of any person so indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.
7. The liability of any member in default in respect of a call shall be increased by the addition of the words "and all expenses incurred by reason of such non-payment" at the end of the first sentence of Regulation 18.

GENERAL MEETINGS

8. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.
9. No business shall be transacted at any general meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted each being a member or a proxy for a member, or a duly authorised representative of a corporation, shall be a quorum if within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall not proceed and shall be deemed not to have been convened. Regulation 41 shall not apply.
10. An instrument appointing a proxy shall be in writing in the usual common form or in any other form which the directors may accept and:
 - (a) in the case of an individual shall be signed by the appointor or his attorney; and
 - (b) in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.

The directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed.

DIRECTORS

11. Until otherwise determined by the Company in general meeting, there shall be no maximum number of directors and the minimum number of directors shall be one. In the event of the minimum number of directors fixed by or pursuant to these Articles being one, such director shall have authority to exercise all the powers and discretions vested in the directors generally and Regulation 70 shall be modified accordingly.
12. Section 293 of the Act shall not apply to the Company and a person shall be capable of being appointed and continuing to hold office as a director notwithstanding that he has attained the age of seventy or any other age and no special notice shall be required in relation to his appointment or reappointment.
13. The directors shall not be required to retire by rotation and accordingly:
 - (a) Regulations 73 to 77 (inclusive) shall not apply to the Company; and

- (b) Regulation 78 shall be ended at the words "as an additional director" and the succeeding words shall not apply to the Company; and
- (c) Regulation 79 shall be ended at the end of the first sentence thereof and the succeeding sentence shall not apply to the Company.

POWERS AND PROCEEDINGS OF DIRECTORS

- 14. Subject to the Act, a director may vote at a meeting of directors or of a committee of directors (and may be counted in the quorum present at any such meeting) on any resolution concerning any matter in which he has, directly or indirectly, an interest which conflicts or may conflict with the interests of the Company provided that at or prior to such meeting he complies in respect of such a matter with the disclosure provisions in Section 317 of the Act. Compliance with Section 317 of the Act shall be sufficient disclosure by a director for the purpose of Regulations 85 and 86.
- 15. The directors may exercise all the powers of the Company conferred by the Memorandum to pay and/or provide pensions, annuities, gratuities, superannuation and other allowances, benefits, advantages, facilities and services both for persons who are or have been directors of, or who are or have been employed by the Company or by any subsidiary or associated company of the Company and their dependants and relatives and the directors are entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers. Regulation 87 shall not apply to the Company.
- 16. The directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by resolution of the directors and the directors (including alternate directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties. Regulations 82, 83 and 84 shall be amended accordingly.
- 17. Any director who, by request of the directors, performs special services for any purpose of the Company which in the opinion of the directors is outside the normal scope of such director's duties shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine, which shall be charged as part of the company's ordinary revenue expenses.
- 18. Any director or member of a committee of directors may participate in a meeting of the directors or such committee by means of conference telephone, audio-visual link or other form of telecommunication whereby all persons participating in the meeting are in direct communication with each other and any director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

19. The directors may meet together for the despatch of business, adjourn and, subject as hereinafter provided, otherwise regulate their meetings and proceedings as they think fit. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.
20. Notice of meetings of the directors shall be given to all directors. Any director for the time being absent from or residing outside the United Kingdom may supply to the secretary of the Company an address and/or telex or facsimile transmission number to which notices of meetings of the directors may be sent and shall then be entitled to receive at such address or number notice of such meetings, but if no such address or number has been so supplied notice shall be sent to the last known address. Regulation 88 shall be amended accordingly.
21. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternative director shall, if his appointor is not present, be counted in the quorum. Regulation 89 shall not apply.
22. In Regulation 93 "writing" shall include telex facsimile transmission and cablegram and any other means of reproducing words in tangible permanent form in each case shall be deemed to be signed by a director if his name appears at the foot thereof.

ALTERNATE DIRECTORS

23. An alternate director shall (except as regards power to appoint an alternate director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other directors and shall be entitled to receive notices of all meetings of the directors and to attend speak and vote at any such meeting at which his appointor is not present. Regulation 66 shall be amended accordingly.
24. One person may act as an alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.
25. Any appointment or removal of an alternate director may be made by cable, telex, facsimile transmission, telegram or radiogram or in any other manner approved by the directors. Any cable, telex, telegram, facsimile transmission or radiogram shall be confirmed as soon as possible by letter, but may be acted upon by the Company meanwhile. Regulation 68 shall not apply.
26. If a director making any such appointment as aforesaid shall cease to be a director otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director. Regulation 67 shall not apply.
27. An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but shall be counted for the

purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.

BORROWING POWERS

28. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof without limit and, subject to Section 80 of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

EXERCISE OF SHAREHOLDER'S RIGHTS

29. Any member of the Company, empowered under these Articles to give or join in giving any notice to the Company, may sign such notice either personally or by his attorney or other agent duly authorised in writing in that behalf, or, being a corporation, under the hand of some person duly authorised by the board of directors or other governing body of that corporation. Every such notice shall take effect from the time of its receipt by the Company and may consist of several documents each signed by one or more such members.

SECRETARY

30. The secretary shall be appointed by the directors for such term at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The directors may appoint two or more joint secretaries and may also from time to time appoint on such terms as they think fit one or more assistant secretaries and may remove the same from office. Joint and assistant secretaries shall exercise and share the duties of secretary as from time to time determined by the board of directors.

INDEMNITY

31. Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which in such capacity he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act, in which relief is granted to him by the Court, and no director or other officer shall be liable for the loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect insofar as its provisions are not avoided by Section 308 of the Act. Regulation 118 shall not apply.