

Articles of Association

OF BRIAR HILL COURT LIMITED¹



PRELIMINARY

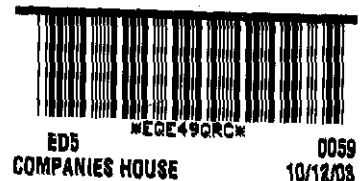
1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") subject to the additions exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company.

SHARE CAPITAL

2. The Directors of the Company may (subject to regulations 3 and 4(i) below and section 80 of the Act) allot grant options over or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they shall think proper.
3. The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company to allot grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit subject to the provisions of section 80 of the Act.
- 4.(i) Subject to any direction to the contrary that may be given by Special Resolution by the Company in General Meeting any shares which do not comprise the original authorised share capital of the Company shall before they are issued be offered to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined and after the expiration of such time or on receipt of an intimation from the Member to whom the notice is given that he declines to accept the shares the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act.
- (ii) In accordance with section 91(1) of the Act section 89(1) and sections 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

LIEN

- 5.(i) The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.
- (ii) Regulation 8 of Table A shall not apply to the Company.



- (b) The Auditor shall value the said shares pro rata in relation to the total shares issued in the Company as at the date of the transfer notice, and shall not increase or decrease the value of the said shares by reference to the fact that such shares constitute a majority or minority shareholding in the Company.
- (c) The costs of the said valuation shall be borne by the intending transferor.
- (4) The Directors shall, within 7 days of receipt of the abovementioned valuation, offer the shares comprised in the transfer notice to all the remaining Members for the time being of the Company. The following conditions shall apply to such offer:
 - (a) The offer shall be made in writing and shall state the price at which the shares are offered.
 - (b) The offer shall be made to the remaining Members as nearly as may be to their shareholdings as at the date of the offer. If there remain shares which are not capable of being offered without the creation of fractions of shares, then these shares shall be offered to certain Members of the Company, such Members having been decided on by the drawing of lots by the Directors in such manner as they shall think fit.
 - (c) The offer document shall require each Member to state in writing the number of shares he would be willing to purchase, beyond the number which he is being offered in the offer document, should there remain any shares comprising the offer for which no purchaser can be found. Should there remain any such shares from the original offer, then these shall be transferred to those Members who have indicated their willingness to purchase such additional shares in proportion to their shareholding at the date of the offer document. If there remain shares which are not capable of being offered without the creation of fractions of shares, then these shares shall be offered to certain Members of the Company, such Members having been decided by the drawing of lots by the Directors in such manner as they shall think fit.
 - (d) The offer shall remain open for 21 days from the date on which the offer document is sent to the Members by the Directors.
- (5) If Members are found who are willing to purchase any shares comprised in the offer document (hereinafter called the "intending transferees") then the Directors shall within 7 days after the date on which the offer document expires give notice in writing to the intending transferor informing him as to the identity of the intending transferee and the number of shares to be transferred to each intending transferee. On receipt of the amount due from the intending transferee the intending transferor shall be bound to transfer the shares comprised in the transfer notice which the intending transferee has offered to purchase.
- (6) Should the intending transferor default in the carrying out of the transfer of any of the shares comprising the offer document, then the Company shall be empowered to receive the purchase monies from the intending transferee and to execute the transfer in favour of the intending transferee.
- (7) Should intending transferees not be found by the expiration of the date of the offer document, then the intending transferor shall be entitled to transfer any shares comprised in the transfer notice which have not been transferred under the terms of the offer document to any person and at any price subject to the provisions of paragraph (i) of this Article. Such transfer shall be completed within 30 days of the expiry of the offer document.

NOTICE OF GENERAL MEETINGS

- 6.(i) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed -
- (a) In the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; 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.
- (ii) The notice shall specify the time and place of the Meeting and in the case of special business only the general nature of the special business to be transacted and in the case of an Annual General Meeting shall specify the Meeting as such.
- (iii) All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of declaring a dividend the consideration of the accounts balance sheets and the reports of the Directors and Auditors and the appointment of and the fixing of the remuneration of the Auditors.
- (iv) Subject to the provisions of these Articles and to any restrictions imposed on any shares all notices of and any other communications relating to any General Meetings of the Company or of separate General Meetings of the holders of any class of share capital of the Company shall be given to all the Members to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the Directors and Auditors of the Company for the time being.
- (v) Regulation 38 of Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

- 7.(i) No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. 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.
- (ii) If such a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting such adjourned Meeting shall be dissolved.
- (iii) Regulations 40 and 41 of Table A shall not apply to the Company.

NUMBER OF DIRECTORS

- 8.(i) Unless otherwise determined by Ordinary Resolution in General Meeting of the Company the number of Directors (other than Alternate 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 A shall be modified accordingly.
- (ii) Regulation 64 of Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

9. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.
10. No person shall be appointed a Director 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.
11. Subject to regulation 10 above 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.
12. 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 these Articles as the maximum number of Directors.
13. 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.

DIRECTORS GRATUITIES AND PENSIONS

14. (i) The powers of the Company set out in Clause 3(p) of the Memorandum of Association may be exercised by the Directors of the Company.
- (ii) Regulation 87 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

15. (i) A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
- (ii) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

THE SEAL

16. (i) In accordance with section 36A(3) of the Act the Company need not have a seal. If the Company has a seal it shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. Regulation 101 of Table A shall not apply to the Company.
- (ii) The requirements set out in Regulation 6 of Table A governing the sealing of share certificates shall only apply if the Company has a seal.
- (iii) The Company may in accordance with Section 39 of the Act have for use in any territory district or place elsewhere than in the United Kingdom an official seal. Such seal shall only be used by the authority of the Directors or a committee of Directors authorised by the Directors.

SECRETARY

17. The first Secretary or Joint-Secretaries of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

TRANSFER OF SHARES

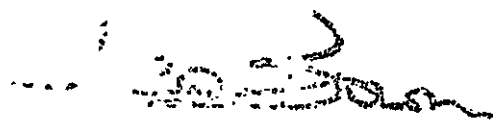
18.

Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares where such transfer is executed by any person to whom such shares have been charged by way of security, or by any nominee of any such person, pursuant to a power of sale under such security, and a certificate by any such person or any employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.

NAMES AND ADDRESSES OF SUBSCRIBERS

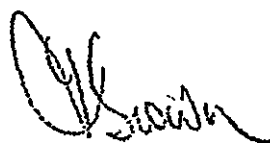
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Dated 18TH JAN 1993

Witness to the above Signatures:

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