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The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SPEEDMAIL INTERNATIONAL LIMITED



(adopted by special resolution passed on 14 January 2004)

PRELIMINARY

1. Regulations 6, 64, 95 and 101 of Table A shall not apply to the Company but the Articles hereinafter contained and, subject to the Companies Act 1985 and any amendments thereto which from time to time be made and the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company.

SHARES

2. The Directors may allot, grant options over, or otherwise dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons, at such times and generally on such terms and conditions as they think proper, and the general authority conferred hereby will expire on the fifth anniversary of the date of incorporation of the Company unless renewed, varied or revoked by the Company in General Meeting. The said authority shall extend to all relevant securities of the Company from time to time unissued during the period of such authority.

3. Section 89(1) of the Act shall not apply to any exercise of the general authority conferred by Article 2 hereof.

4. Subject to the provisions of the Act and in particular of Sections 162 and 171, the Company may purchase its own shares and make a payment in respect of the redemption or purchase of its own shares.

DIRECTORS

5. Unless and until otherwise determined by Ordinary Resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall be a minimum of one.

6. The first Directors of the Company appointed after incorporation to replace those who acted only for the purpose of incorporation of the company shall be determined in writing by the subscribers of the Memorandum of Association.

7. The share qualification for a Director may be fixed by the Company and unless and until so fixed no qualification shall be required.

8. 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.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

9. Paragraph (e) of regulation 81 of Table A shall be omitted.

BORROWING POWERS

10. The Directors may exercise all the powers of the company to borrow without limit any sums of money which will make the amounts borrowed by the company and then outstanding exceed the amount of the share capital of the company for the time being, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and subject to the provisions 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.

WRITTEN RESOLUTIONS

11. Subject to the provisions of the Companies Act 1985 and in accordance with Section 381A of the Act, anything which may be done:-

- (a) by resolution of the company in general meeting, or
- (b) by resolution of a meeting of any class of members of the company,

may be done, without a meeting and without any previous notice being required, by resolution in writing signed by or on behalf of all the members of the company who at the date of the resolution would be entitled to attend and vote at such meeting.

Section 381A does not apply to:-

- (a) a resolution under Section 303 removing a director before the expiration of his period of office, or
- (b) a resolution under Section 392 removing an auditor before the expiration of his term of office.

12. A copy of any written resolution proposed to be agreed to or agreed in accordance with Section 381A shall be sent to the company's auditors in accordance with Section 381B of the Act. The written resolution shall not have effect unless within seven days from the day on which they receive the copy, the auditors give notice to the company that in their opinion the resolution:-

- (i) does not concern them as auditors, or
- (ii) does so concern them but need not be considered by the company in general meeting

or, as the case may be, by a meeting of the relevant class of members of the company, or the period for giving a notice by the auditors expires without any notice having been given by the auditors to the company.

13. A written resolution is not effective if any of the procedural requirements of Part II of Schedule 15A of the Companies Act 1985 is not complied with. Schedule 15A sets out procedural requirements in respect of the following:-

- (i) Section 95 (disapplication of pre-emption rights)
- (ii) Section 155 (financial assistance for purchase of company's own shares or those of holding company)
- (iii) Sections 164, 165 and 167 (authority for off-market purchase or contingent purchase contract of company's own shares)
- (iv) Section 172 (approval for payment out of capital)
- (v) Section 319 (approval of director's service contract)
- (vi) Section 337 (funding of director's expenditure in performing his duties)

ELECTIVE RESOLUTIONS

14. The company may in accordance with Section 366A dispense with the holding of annual general meetings, dispense with laying of accounts and reports before general meeting (Section 252), elect as to majority required to authorise short notice of meeting (Section 369(4) or 378(3), dispense with appointment of auditors annually (Section 386), or elect as to duration of authority to allot shares (Section 80A), by passing an "elective resolution" in general meeting of which at least 21 days notice in writing must be given, and it is agreed to at the meeting, in person or by proxy, by all the members entitled to attend and vote at the meeting.

APPOINTMENT AND RETIREMENT OF DIRECTORS

15. The company may by Resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and the directors shall not be subject to retirement by rotation and regulations 73, 74, 75, 76, 77, 78, 79, and 80 shall not apply to the company.

SINGLE MEMBER PRIVATE COMPANIES

16. Subject to the provisions of The Companies (Single Member Private Limited Companies) Regulations 1992 and the Companies Act 1985 and the modifications and amendments set out therein in respect of one member companies the company may have only one member for carrying on business.

17. (1) In accordance with Section 352A of the Act if the number of members of the company falls to one there shall upon the occurrence of that event be entered in the company's register of members with the name and address of the sole member:

- (i) a statement that the company has only one member, and
- (ii) the date on which the company became a company having only one member.

(2) If the membership of the company increases from one to two or more members there shall upon the occurrence of that event be entered in the company's register of members, with the name and address of the person who was formerly the sole member, a statement that the company has ceased to have only one member together with the date on which that event occurred.

18. In accordance with Section 322B of the Act where the company enters into a contract with the sole member of the company and the sole member is also a director of the company, the company shall, unless the contract is in writing, ensure that the terms of the contract are either set out in a written memorandum or are recorded in the minutes of the first meeting of the directors of the company following the making of the contract. This shall not apply to contracts entered into in the ordinary course of the company's business. A sole member who is a shadow director is treated as a director.

19. In accordance with Section 370A of the Act notwithstanding any provision to the contrary in the articles of the company at meetings of the sole member one member present in person or by proxy shall be a quorum.

20. In accordance with Section 382B of the Act where the company has only one member and he takes any decision which may be taken by the company in general meeting and which has effect as if agreed by the company in general meeting, he shall (unless that decision is taken by way of a written resolution) provide the company with a written record of that decision.

NAMES AND ADDRESSES OF SUBSCRIBERS

DOROTHY MAY GRAEME,
61, Fairview Avenue,
Wigmore,
Gillingham,
Kent. ME8 OQP.
Company Registration Agent.

PAUL GORDON GRAEME,
61, Fairview Avenue,
Wigmore,
Gillingham,
Kent. ME8 OQP.
Company Registration Agent.

DATED 1ST MAY 1993

Witness to the above Signatures:

LESLEY JOYCE GRAEME,
61, Fairview Avenue,
Wigmore,
Gillingham,
Kent. ME8 OQP.
Company Registration Agent.