

# 19 - 12 - 97

Company No: 2942785

## API SYSTEMS LIMITED

The Companies Act 1985

and

The Companies Act 1989

We, the undersigned, being the only member for the time being of the Company entitled to attend and vote at General Meetings pass the following Resolution as a Written Resolution pursuant to Article 17 of the Articles of Association of the Company:-

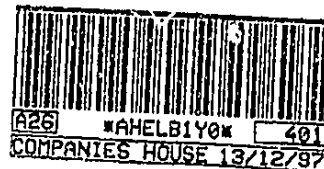
IT WAS RESOLVED that:

- 1 the Articles of Association in the form annexed hereto be adopted as the new Articles of Association ("the New Articles") in substitution for and to the exclusion of the existing Articles of Association of the Company;
- 2 the 70,000 fully paid Ordinary Shares of £1 each and the 30,000 fully paid Cumulative Participating Preferred Ordinary Shares of £1 each which are registered in the name of Harbinger Corporation be redesignated as Ordinary Shares of £1 each having the rights and obligation set out in the New Articles;
- 3 the 170,000 fully paid Cumulative Redeemable Preference Shares of £1 each ( 85,000 of which have been redeemed and 85,000 of which remain in issue and are registered in the name of Harbinger Corporation ) be redesignated as Redeemable Ordinary Shares of £1 each having the rights and obligations set out in the New Articles.

Signed: \_\_\_\_\_

Harbinger Corporation

Dated this 12 day of December 1997



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Company No. 2942785

THE COMPANIES ACT 1985 and 1989

Company Limited by Shares

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NEW  
ARTICLES OF ASSOCIATION  
OF  
API SYSTEMS LIMITED

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(Adopted by Written Resolution passed 12 December 1997)

Company No. 2942785

THE COMPANIES ACT 1985 and 1989

Company Limited by Shares

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NEW  
ARTICLES OF ASSOCIATION  
OF  
API SYSTEMS LIMITED

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(Adopted by Written Resolution passed 12th December 1997)

1. PRELIMINARY

The regulations contained in Table A as prescribed by the Secretary of State in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by regulations made under the Companies Act 1985 ("the Act") (hereinafter called "Table A") shall apply to the Company, save in so far as they are varied or excluded by or are inconsistent with these Articles. References in these Articles to numbered Regulations are references to Regulations in Table A.

2. SHARE CAPITAL AND CLASS RIGHTS

2.1 The authorised share capital of the Company at the date of adoption of these Articles is £270,000 divided into 100,000 ordinary shares of £1 each ("the Ordinary Shares") of which 100,000 have been issued and 170,000 redeemable ordinary shares of £1 each ("the Redeemable Shares") of which 85,000 have been redeemed and 85,000 are in issue.

2.2 Subject to Clause 2.3, the Ordinary Shares and the Redeemable Shares rank pari passu in all respects as one class.

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2.3 The Redeemable Shares in the present issued share capital of the Company shall be liable to be redeemed in accordance with the following provisions:-

- (a) the Company may at any time redeem the whole or any part of the Redeemable Shares then outstanding by serving notice of such redemption upon the holders of the Redeemable Shares ("the Redemption Notice") specifying the date upon which redemption is to take place, being not less than 14 days nor more than 30 days from the date of such notice.
- (b) on the redemption date, the Company shall be entitled and bound to redeem the Redeemable Shares specified in the Redemption Notice at par value and to pay any dividend which shall have accrued on this down to the redemption date against delivery to the Company of the Certificates for the Shares to be redeemed.

3. ISSUE OF SHARES

Subject to the provisions of the Act relating to pre-emption rights, authority to issue shares and otherwise and of any resolution of the Company in general meeting passed pursuant thereto, all unissued shares for the time being in the capital of the Company shall be at the disposal of the directors who may (subject as aforesaid) offer, allot, grant options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit.

4. TRANSFER AND TRANSMISSION OF SHARES

The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share and Regulation 24 shall not apply to the Company.

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 A proxy is entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
- 5.2 A resolution in writing signed or approved by letter, telex, facsimile transmission or cable by all the members of the Company who would have been entitled to vote upon it if it had been duly proposed at a general meeting or by their duly appointed attorneys, shall be as valid and effectual as an ordinary, special or extraordinary resolution as if it had been passed at a general meeting convened and held. Any such resolution may consist of several documents in the like form each signed or approved by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a Director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply.

6. RETIREMENT BY ROTATION

No director shall be required to retire by rotation, and Regulations 73-75 (inclusive), the second and third sentences of Regulation 79 and Regulation 80 shall not apply to the Company.

## 7. APPOINTMENT AND REMOVAL OF DIRECTORS

- 7.1 Unless and until the Company in General Meeting shall otherwise determine the number of directors shall not be less than three nor more than six.
- 7.2 Regulations 76 and 77 (requirements on appointment of directors) shall not apply to the Company.
- 7.3 Without prejudice to the powers of the directors under Regulation 79, a member or members holding more than half in nominal amount of the issued share capital of the Company shall have power to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.

## 8. PROCEEDINGS OF DIRECTORS

- 8.1 The third sentence of Regulation 88 of Table A shall not apply to the Company. All directors must be given notice of a meeting of the directors whether or not they are absent from the United Kingdom.
- 8.2 The quorum for the transaction of the business of the Directors shall be three. A person who holds office as an alternate director shall, if his appointer is not present, be counted in the quorum.
- 8.3 Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, telex, facsimile transmission or cable".
- 8.4 Any director may participate in a meeting of the directors by means of telephone conferencing or video conferencing or other similar means of communication whereby all persons participating in the meeting can hear each other speak and participation in a meeting in this manner shall constitute presence in person at such meeting.

## 9. DIRECTORS' INTERESTS

Provided that he first duly declares the nature of his interest therein, a director or alternate director may vote (and such vote shall be counted) at any meeting of directors or of a committee of directors in respect of any existing or proposed contract or arrangement in which he, or any person with whom he is for any purpose of the Act connected, is directly or indirectly interested. He may also be counted in the quorum present at any meeting of the directors or of a committee of the directors at which any such contract or arrangement is proposed or considered. Regulation 94 shall have effect accordingly, and Regulations 95 and 97 shall not apply to the Company.

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## 10. NOTICES

- 10.1 A notice required by these Articles to be given by the Company to any member may be given either personally or by sending it by pre-paid first class post, airmail, facsimile transmission or electronic mail to its registered office address or to any other address supplied by him to the Company for the giving of notice to him. A properly addressed and pre-paid notice sent by post shall be deemed to have been served at an address within the United Kingdom in the case of notice of a meeting at the expiry of 48 hours after the notice is posted and, if served at an address outside the United Kingdom, at the expiry of five days from the date of posting. A notice communicated by immediate transmission shall be deemed to have been given at the time it is transmitted to the person to whom it is addressed.
- 10.2 Regulation 116 of Table A shall be amended by the deletion of the words "within the United Kingdom" and Regulation 112 of Table A shall be amended by deletion of the words "within the United Kingdom" where they appear the second time.

## 11. INDEMNITY

Subject to the provisions of Section 310 of the Act, and in addition to such indemnity as is contained in Regulation 118 every director, secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.