

THE COMPANIES ACT 1985

COMPANY NUMBER : 3048753

**SPECIAL RESOLUTION OF**


**FOCALPRO LIMITED**

I, the undersigned, being the duly authorised representative of the sole member for the time being of the above-named Company **HEREBY PASS** the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Regulation 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the documents attached hereto and, for the purpose of identification, marked "A" be and they are hereby adopted as the new Memorandum and Articles of Association of the Company to the exclusion of and in substitution for the existing Memorandum and Articles of Association.

Dated 4 May 1995

 for and on behalf of York Place Company Nominees Ltd

York Place Company Services Ltd  
12 York Place  
Leeds LS1 2DS  
Tel: 0113 242 0222



'A'

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

FOCALPRO LIMITED

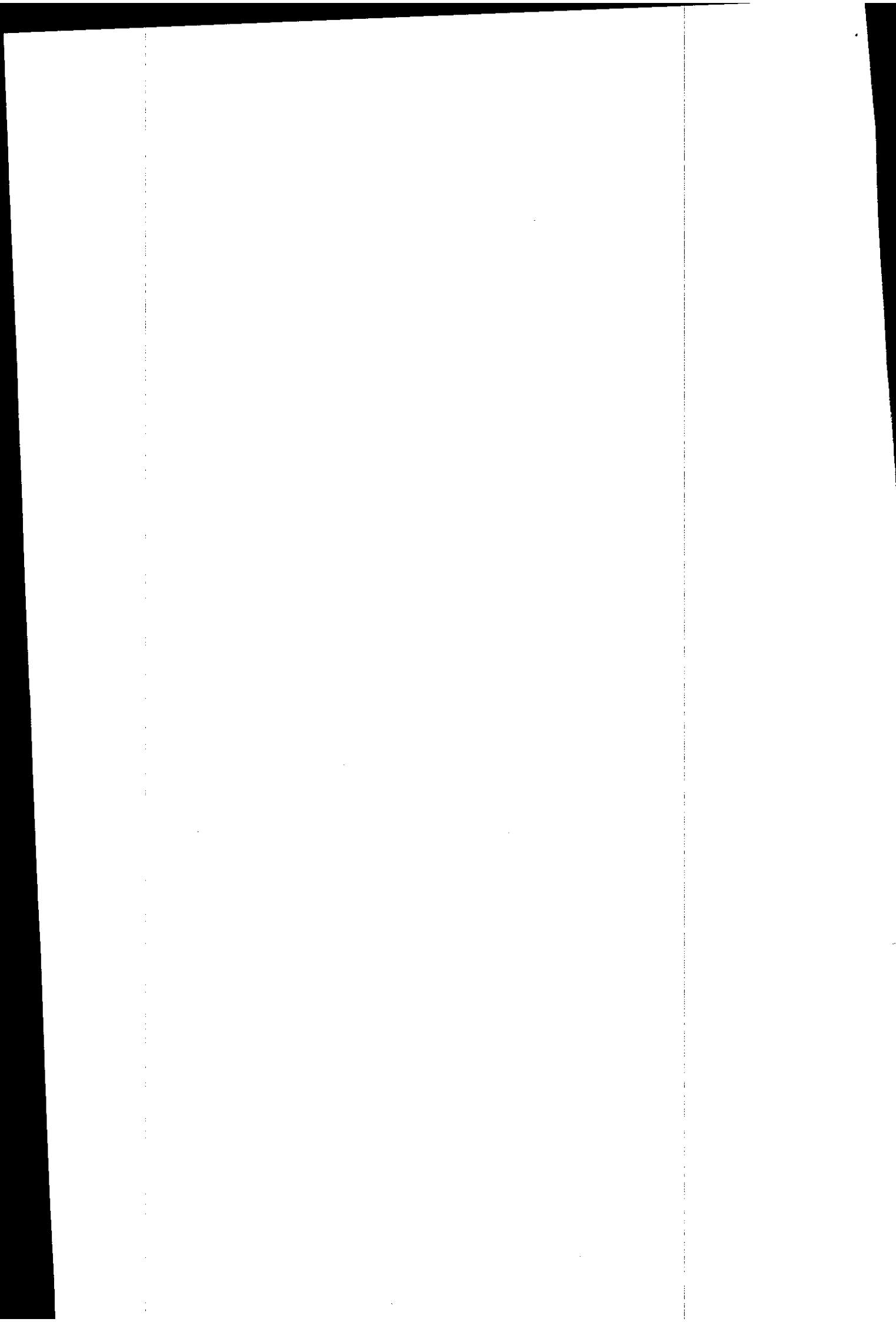
1. The Company's name is FOCALPRO LIMITED
2. The Company's registered office is to be situated in England and Wales.
3. The objects for which the Company is established are :-
  - (a) To carry on business as a general commercial company.



- (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company, as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (f) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.



- (i) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee or otherwise provide security by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital or by both such methods or by any other means whatsoever the performance of the obligations or the payment of any monies and/or discharge of any liabilities (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discounts and any costs or expenses relating thereto whether on any stocks, shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company as defined by section 736 of the Companies Act 1985 or a subsidiary of the Company or the Company's holding company as so defined (and as amended from time to time) or any company, firm or person who is for time to time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person, firm or company whatsoever. A guarantee shall also include any other obligation (whatever called) to pay, purchase, provide funds (whether by advance of money, the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment of or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company, firm or person.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangements with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.



- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stock or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such person.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit, and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.





It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.
5. The Company's share capital is £1000 divided into 1000 shares of £1 each.



THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

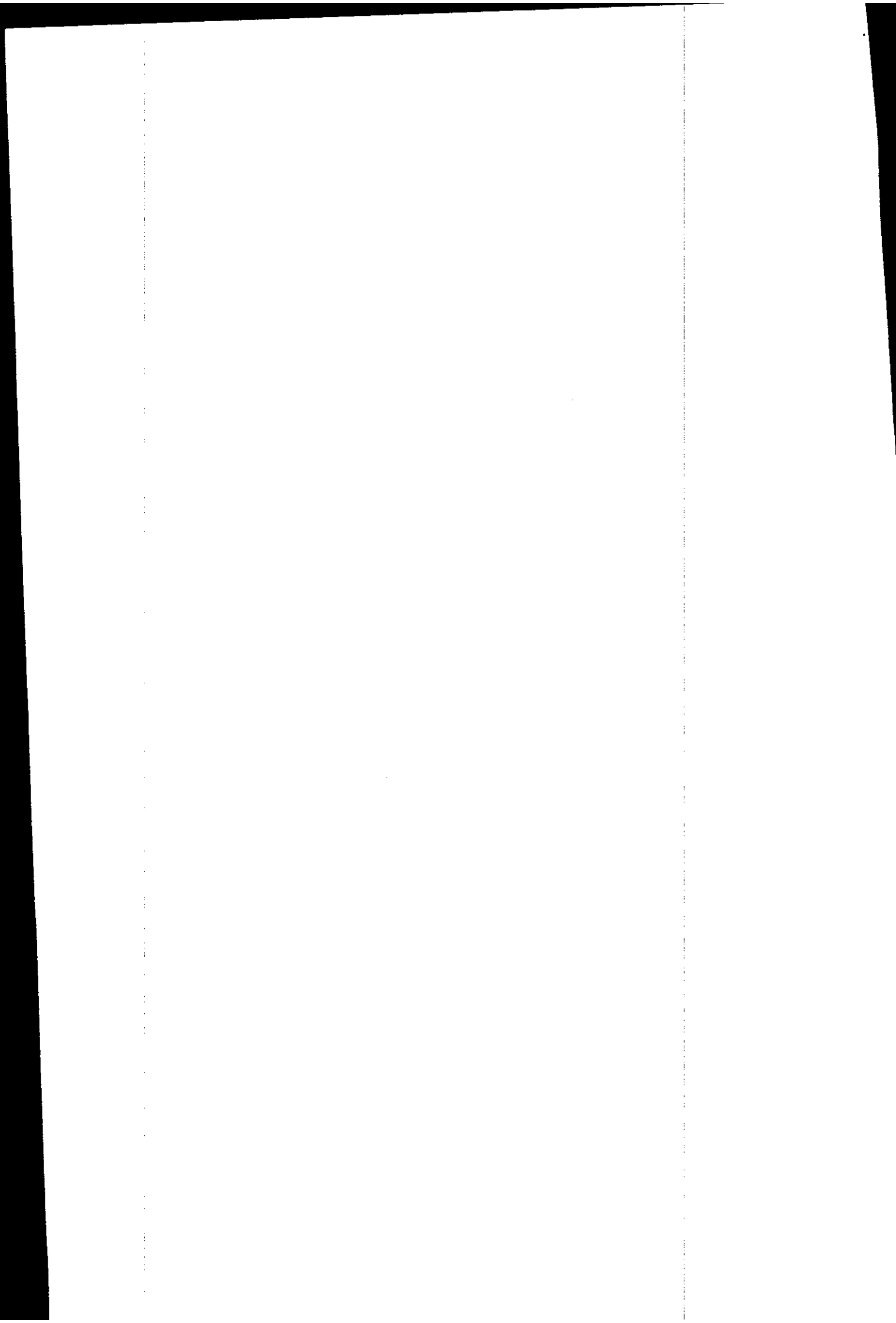
NEW ARTICLES OF ASSOCIATION

- of -

FOCALPRO LIMITED

PRELIMINARY

1. Subject as hereinafter provided and except where the same are varied by or inconsistent with these articles 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 called "Table A") shall apply to the Company. Subject as aforesaid references herein to Table A shall mean references to the regulations in Table A aforesaid.
2. Clause 1 of Table A shall apply to the construction of these Articles save that "the Act" means the Companies Act 1985 and every statutory re-enactment thereof or modification thereto for the time being in force.
3. The Company is a private company limited by shares and, accordingly,
  - (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and
  - (b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public are prohibited.



## Share capital

## SHARES

4. The capital of the Company at the date of adoption of these Articles is £1000 divided into 1000 Ordinary Shares of £1 each.

### Directors' authority to allot

5. (1) Subject as provided in paragraphs (2), (3), (4) and (5) of this Article and without prejudice to the Directors' authority to make other allotments, including allotments of shares, securities and rights not included in the definition of relevant securities contained in section 80 of the Act, the Directors shall have general and unconditional authority in accordance with Section 80 of the Act (and any modification or re-enactment thereof) at any time to allot all relevant securities (as defined by Section 80(2) of the Act) of the Company.

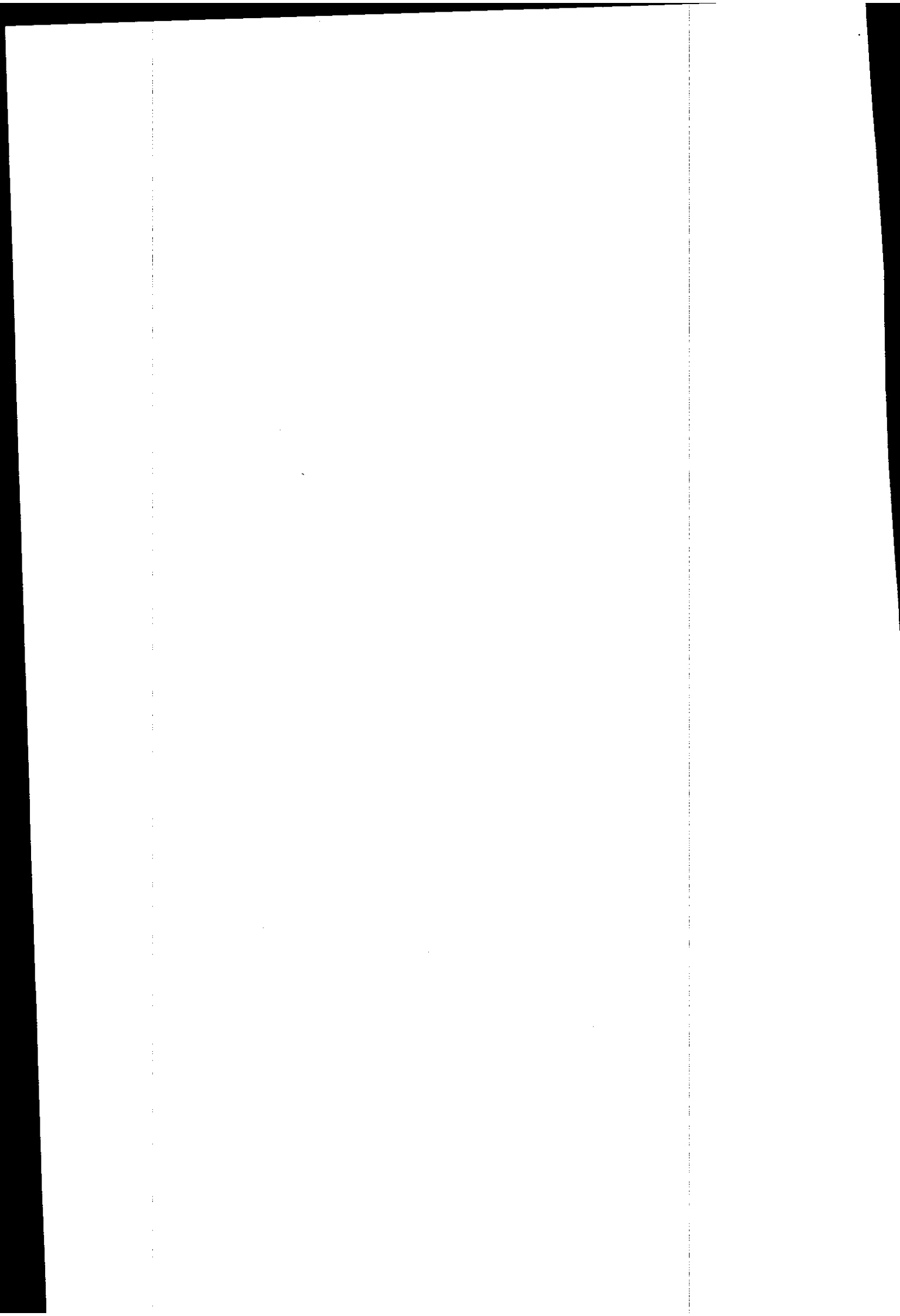
(2) The nominal value of relevant securities allotted by the Directors pursuant to the authority contained in paragraph (1) of this Article shall not exceed the authorised but unissued share capital of the Company for the time being.

(3) The authority contained in paragraph (1) of this Article may at any time be varied revoked or renewed by the Company in general meeting provided that in the case of renewal the renewed authority shall expire on the earlier of the date specified in the resolution effecting such renewal and the date five years from the date of such resolution and shall state the amount of relevant securities which may be allotted under the renewed authority or, as the case may be, the amount remaining to be allotted thereunder.

(4) Subject to any variation revocation or renewal as mentioned in paragraph (3) of this Article the authority contained in paragraph (1) of this Article shall to the extent not acted on expire on the date five years from the date of adoption of these Articles.

(5) Without prejudice to whether other allotments require authority in accordance with the said Section 80, every allotment of shares in the Company pursuant to the exercise of a right to subscribe for or convert securities into shares in the Company shall not require any such authority.

(6) Notwithstanding any of the foregoing provisions, the Company shall not, and the Directors shall have no authority or power on its behalf to, make any offer, allotment or agreement to allot as prohibited by Section 81 of the Act.



6. In the exercise of the powers conferred on them by Article 5 of these Articles and before such date as is specified in Article 5(4) hereof the directors are hereby authorised pursuant to Section 91 of the Act to allot shares of the Company and the pre-emption provisions contained in Sections 89 and 90 of the Act shall apply to any allotment of the Company's equity securities.

#### Power to purchase own shares

7. In Regulation 35 of Table A there shall be added after the words "fresh issue of shares" the following words "and any shares so purchased maybe selected by the Board in any manner whatsoever".

#### Transfer of Shares

8. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be construed accordingly.

#### GENERAL MEETINGS

##### No quorum present at meeting

9. Regulation 41 of Table A shall not apply. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it 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 when the person or persons entitled to vote upon the business to be transacted, being a member or members or a proxy for such a member or a duly authorised representative of a corporation, shall be a quorum.

##### Poll

10. A poll may be demanded by the Chairman or by any member present in person or by proxy and entitled to vote and regulation 46 of Table A shall be construed accordingly.

#### DIRECTORS

##### Minimum Number of Directors

1. The number of Directors (other than Alternate Directors) shall be not less than two. Regulation 64 of Table A shall not apply.





In these Articles the expression "Moorfield Directors" shall mean those directors from time to time of the Company who are also directors of Moorfield Holdings Limited (company number 2502281) or for whom there shall from time to time be in force an unrevoked written notice from Moorfield Holdings Limited to the Company stating that such Director is to be regarded as a Moorfield Director for the purpose of these Articles.

#### Proceeding of Directors

12. Upon any question arising at a meeting of Directors or at a meeting of a Committee of Directors the Moorfield Directors or such of them as are present shall (and if more than one together) have one more vote than all the other directors at such meeting together. The third and fourth sentence of Regulation 88 of Table A shall not apply.

13. The quorum for the transaction of business at a meeting of the Directors shall be two at least one of whom shall be a Moorfield Director. The first sentence of Regulation 89 of Table A shall not apply.

#### Interests in contracts

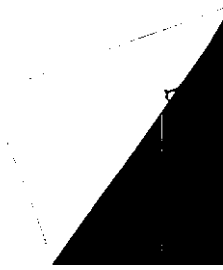
14. Without prejudice to the obligation of any Director to disclose his interest in accordance with Section 317 of the Act and without prejudice to any requirement to obtain authorisation from any class of shareholders in Moorfield Holdings Limited (Company number 2502281) pursuant to Article 6 of the Articles of Association thereof a Director may vote as a director in regard to any contract transaction or arrangement in which he is interested or upon any matter arising thereout and if he does so vote, his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract transaction or arrangement is under consideration. Regulations 94 to 98 of Table A shall be construed accordingly.

#### Special remuneration

15. Any Director who by request performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

#### Removal by memorandum in writing

16. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time



or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the registered office of the Company remove any Director from office or appoint any person to be a Director and/or may by like notice appoint or remove any director as chairman of the board of directors.

#### Power to fill casual vacancies

17. The second and third sentences of Regulation 79 of Table A shall not apply.

#### No retirement by rotation

18. No Director shall be liable to retire by rotation and regulations 73 to 77 (inclusive) and Regulation 80 of Table A shall not apply. In Regulation 78 the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted.

#### Pensions and Allowances

19. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any persons or to the widow or dependents of any person in respect of services rendered by him to the Company as Managing Director, Assistant Managing Director, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a director of the Company and may make payments towards insurance or trusts for such purpose in respect of such persons and may include rights in respect of such pensions, annuities or allowances in the terms of engagement of any such person. Regulation 87 of Table A shall not apply.

#### Telephone Participation

20. Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all the persons participating in the meeting can hear each other and any Director or member of a committee participating in such a meeting will be deemed to be present in person at such meeting.



WINDING-UP

21. Regulation 117 of Table A shall be read and construed as if the words "with the like sanction" were inserted immediately before the words "determine how the division shall be carried out".

INDEMNITY

22. In Regulation 118 of Table A there shall be inserted after the words "any proceedings" the words "relating to his conduct as an officer of the Company".

