

Company No: 03548695

**The Companies Acts 1985 to 1989
Company Limited by Shares**

CSTIM LIMITED
("Company")

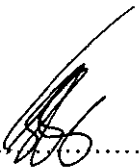
**Special Resolution
passed as Written Resolution**





THAT pursuant to s381A of the Companies Act 1985 we being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY RESOLVE as follows:


- 1 THAT new Articles of Association of the Company in the form of the draft annexed hereto and initialled by the Chairman for the purpose of identification be and are hereby adopted in substitution for and to the exclusion of the existing Articles of Association.


Dated 21 April 2004

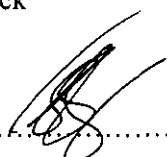

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John Scott Dallas


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by JOHN DALLAS
as lawfully appointed attorney for
Sarah Dallas


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Kevin Robert Alcock


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by JOHN DALLAS
as lawfully appointed attorney for
Sarah Alcock


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by JOHN DALLAS
as lawfully appointed attorney for Dean John
Lumer


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by JOHN DALLAS
as lawfully appointed attorney for
James Michael Connor

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by JOHN DALLAS
as lawfully appointed attorney for Martyn
Cuff

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by JOHN DALLAS
as lawfully appointed attorney for
David George Clifford Bower

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by JOHN DALLAS
as lawfully appointed attorney for Sally Ann
Bower

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by JOHN DALLAS
as lawfully appointed attorney for
Jacqueline Booty

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by JOHN DALLAS
as lawfully appointed attorney for
Christopher James Bolton

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by JOHN DALLAS
as lawfully appointed attorney for
Nicola Elizabeth Bolton

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by JOHN DALLAS
as lawfully appointed attorney for Richard
Hay

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by JOHN DALLAS
as lawfully appointed attorney for
Alison Catherine Hay

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by JOHN DALLAS
as lawfully appointed attorney for
Christopher David Adams

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by JOHN DALLAS
as lawfully appointed attorney for
Melanie Panter

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by JOHN DALLAS
as lawfully appointed attorney for George
William Kirby

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by JOHN DALLAS
as lawfully appointed attorney for
Julie Merrills Kirby

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by JOHN DALLAS
as lawfully appointed attorney for Nicholas
Banks

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by JOHN DALLAS
as lawfully appointed attorney for
Claire Louise Banks

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by JOHN DALLAS
as lawfully appointed attorney for Colin
Shapiro

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by JOHN DALLAS
as lawfully appointed attorney for
Helen Madeleine Shapiro

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by JOHN DALLAS
as lawfully appointed attorney for John Ian
Haddow

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by JOHN DALLAS
as lawfully appointed attorney for
Carole Haddow

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by JOHN DALLAS
as lawfully appointed attorney for Paul
Bratch

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by JOHN DALLAS
as lawfully appointed attorney for
Gillian Green

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by JOHN DALLAS
as lawfully appointed attorney for William
John Jooste

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by JOHN DALLAS
as lawfully appointed attorney for
Mark Denning

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by JOHN DALLAS
as lawfully appointed attorney for Hanne
Vestdam-Crowe

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by JOHN DALLAS
as lawfully appointed attorney for
Norman Crichton

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by JOHN DALLAS
as lawfully appointed attorney for Mark
Lester

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by JOHN DALLAS
as lawfully appointed attorney for
Sarah Elizabeth Lester

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by JOHN DALLAS
as lawfully appointed attorney for Paul
Miller

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by JOHN DALLAS
as lawfully appointed attorney for
Julie Anne Miller

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by JOHN DALLAS
as lawfully appointed attorney for Paul
Sutton

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by JOHN DALLAS
as lawfully appointed attorney for Karen
Lisa Underwood

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by JOHN DALLAS
as lawfully appointed attorney for Julia Ann
de Nicola

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by JOHN DALLAS
as lawfully appointed attorney for Chris
Lourens

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by JOHN DALLAS
as lawfully appointed attorney for James
Kennedy

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by JOHN DALLAS
as lawfully appointed attorney for Andrew
Earl

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by JOHN DALLAS
as lawfully appointed attorney for Tina
Lumer

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by JOHN DALLAS
as lawfully appointed attorney for
Nicola Helen Sutton

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by JOHN DALLAS
as lawfully appointed attorney for
Lionel Jules Rene de Nicola

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by JOHN DALLAS
as lawfully appointed attorney for
Dirk Cornelius Steyn

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by JOHN DALLAS
as lawfully appointed attorney for
Jeremy Douglas Charles

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by JOHN DALLAS
as lawfully appointed attorney for
Ian William Garton

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by JOHN DALLAS
as lawfully appointed attorney for
Mike Sims



THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CSTIM LIMITED

(Adopted by Special Resolution on 21 April 2004)

1 **PRELIMINARY**

1.1 The Regulations contained or incorporated in Table A in 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 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby or inconsistent herewith. The Regulations of Table A numbered 2, 24, 41, 64, 73, 74, 75, 76, 77, 78, 80, 94, 95, 96, 97 and 118 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations of Table A the Articles hereinafter contained shall be the Articles of Association of the Company.

1.2 In these Articles:-

- 1.2.1 the expression "the Act" means the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force;
- 1.2.2 words importing the singular number shall include the plural and vice versa, words importing the masculine shall include the feminine and neuter and vice versa and words importing persons shall include bodies corporate unincorporated associations and partnerships;
- 1.2.3 references to Articles are references to these Articles, references to Regulations are references to the Regulations of Table A and references to paragraphs and sub-paragraphs are unless otherwise stated references to paragraphs of the Articles or references to sub-paragraphs of the paragraph in which the reference appears.

2 **SHARES**

- 2.1 The share capital of the Company at the date of adoption of these Articles is £20,000 divided into 20,000 ordinary shares of £1 each.
- 2.2 Subject to the provisions of these Articles and the Act, the Directors shall have unconditional authority to allot, grant options over, alter or otherwise deal with or dispose of any shares of the Company to such persons at such time and generally on such terms and conditions as the Directors may determine.
- 2.3 The Directors are generally and unconditionally authorised, for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised but as yet unissued share capital of the Company at the date of adoption of these Articles at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.
- 2.4 In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 2.5 The lien conferred by Regulation 8 shall attach also to fully paid-up shares and to all shares, whether fully paid or not, registered in the name of any person 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, for all moneys presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly.
- 2.6 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".
- 2.7 Subject to the provisions of the Act, any shares in the capital of the Company may be issued on the terms that they are or are to be liable, at the option of the Company or the holder, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

3 TRANSFER OF SHARES

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.

4 NOTICE OF GENERAL MEETINGS

- 4.1 Every notice calling a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members with regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Directors and to the Auditors for the time being of the Company.
- 4.2 A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 shall be modified accordingly.
- 4.3 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.

5 PROCEEDINGS AT GENERAL MEETINGS

- 5.1 Subject to Article 5.2 below Regulation 40 shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.
- 5.2 If and for so long as the Company has only one Member, that Member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.
- 5.3 If a quorum is not present within half an hour from the time appointed for a General Meeting the General 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; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
- 5.4 It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 shall be construed accordingly.
- 5.5 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 shall be modified accordingly.
- 5.6 Any resolution in writing shall be as valid and effectual as if passed at a General Meeting duly convened and held, if such resolution is signed or approved by letter, telex, facsimile transmission, or cable by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present and Regulation 53 shall be modified accordingly.

6 VOTES OF MEMBERS

- 6.1 Subject to any rights or restrictions attached to any shares, on a show of hands every Member who is present in person or by a duly authorised representative, not being himself a Member entitled to vote, shall have one vote for every share of which he is a holder.
- 6.2 Any Corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were an individual Member of the Company.
- 6.3 If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
- 6.4 Any decision taken by a sole Member pursuant to Article 6.3 above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.
- 6.5 Evidence of the fact that a proxy is duly appointed may be accepted by the Directors less than 48 hours before the time appointed for the meeting but this power shall not prevent the Directors from requiring that 48 hours notice be given in any given case; and Regulation 62 shall be construed accordingly.

7 APPOINTMENT AND REMOVAL OF DIRECTORS

- 7.1 The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have the authority to exercise all the powers and discretions by Table A and these Articles expressed to be vested in the Directors generally, and Regulation 89 shall be modified accordingly.
- 7.2 Regulation 84 shall be read and construed as if the last sentence was omitted therefrom.
- 7.3 A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time 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 notice 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 on and from the date on which the same is left or received at the registered office of the Company or (as the case may be) on and from such earlier date on which an intimation by telex or facsimile is received at the registered office of the Company to the effect that such notice of appointment has been signed and sent to the registered office.

- 7.4 The Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- 7.5 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 determined in accordance with Article 7.1 above as the maximum number of Directors and for the time being in force.
- 7.6 In any case where as the result of the death of a sole Member of the Company the Company has no Members and no Directors the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to Article 7.4.

8 BORROWING POWERS

The Directors may exercise all the powers of the Company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject (in the case of any security convertible into shares) 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.

9 ALTERNATE DIRECTORS

- 9.1 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.
- 9.2 A Director, or any such person as is mentioned in Regulation 65, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a

Director, but he shall count as only one for the purpose of determining whether a quorum is present.

10 DISQUALIFICATION OF DIRECTORS

The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Regulation 81 shall be modified accordingly.

11 PROCEEDINGS OF DIRECTORS

11.1 Without prejudice to the obligation of any Director to disclose his interest in accordance with Section 317 of the Act, a Director may vote at any meeting of the Directors or of any committee thereof on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

11.2 A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a facsimile or telex number given by him to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom.

11.3 A Director shall be deemed to be present in person at any meeting of the board or any committee thereof, shall be counted in the quorum for such meeting and shall be entitled to vote on the business dealt with at such meeting if he is participating in the meeting by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

12 GRATUITIES AND PENSIONS

The Directors may exercise the powers of the Company conferred by Clause 3(v) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

13 CAPITALISATION OF PROFITS

Regulation 110 of Table A shall be read and construed as if the following sub-clauses were added at the end thereof:-

- “(e) resolve that any shares attached under this Regulation to any Member in respect of a holding by him of any partly paid Ordinary Shares shall, so long as such shares remain partly paid, rank for dividends only to the extent that such partly paid Ordinary Shares rank for dividend;
- (f) generally to do all acts and things required to give effect to such resolution as aforesaid.”

14 COMPANY SEAL

- 14.1 If the Company has a seal it shall only be used with the authority of the Directors or of a committee of 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 a second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.
- 14.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

15 NOTICES

A notice may be given by the Company to any member or director by cable, telex, telecopier (or other method of transmission of facsimile copies) to him at his registered address. A notice or document sent in such a way shall be deemed to have been served on the first working day following its despatch. In proving service it shall be sufficient to prove that the notice was duly transmitted to his registered address. Regulations 112 and 115 shall be modified accordingly.

16 INDEMNITY

- 16.1 Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which 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 144 or 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 any 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. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- 16.2 The Directors shall have power to purchase and maintain for any Director, Auditor or other officer of the Company insurance against such liability as is referred to in Section 310(1) of the Act.