

Company No. 5583080

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

TAI LIMITED



WE, being the sole member of the Company which at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, AS FOLLOWS:

1. THAT new articles of association in the form of the annexed draft, initialled by the Chairman for the purpose of identification, be adopted in substitution for the Company's existing articles of association.
2. THAT, each issued and each authorised but unissued £1.00 ordinary share in the capital of the Company be sub-divided into ten ordinary shares of £0.10 each ("Ordinary Shares") in the capital of the Company.
3. THAT the Company's authorised share capital be increased from £100 to £200,000,000 by the creation of 199,999,900 9.375 per cent. convertible cumulative redeemable preference shares at a redemption value of £1 per share, with the rights and subject to the restrictions set out in the Company's articles of association as adopted by resolution number 1.
4. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £200,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the fifth anniversary of the date hereof, but the Company may make an offer or agreement which would be or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to that offer or agreement.

London-1/209666/05

K0356/00449

Resolutions 1, 2 and 3 will take effect as special resolutions. Resolution 4 will take effect as an ordinary resolution.

SIGNATURE.

Mr. Krawin
For and on behalf of Profit Sharing (Overseas), Limited Partnership

DATE. 1st August 1998

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

35780%

ARTICLES OF ASSOCIATION

of

DELPHCLOSE LIMITED¹

(Adopted pursuant to a Special Resolution on 10 August 1998)

PRELIMINARY

1. (A) The regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) ("Table A") apply to the Company except to the extent that they are excluded or modified by these articles.
- (B) The regulations of Table A numbered 24, 38, 60, 61, 64, 73, 74, 75, 76, 77, 78, 80, 81, 90, 94, 95, 96, 97, 98, 115 and 118 do not apply. The regulations of Table A numbered 37, 46, 53, 57, 59, 62, 65, 66, 67, 68, 72, 79, 84, 88, 110, 112 and 116 are modified. The regulations of Table A numbered 88, 89, 91 and 93 are excluded if and for so long as there is a sole director of the Company. The regulations of Table A numbered 40 and 54 are modified if and for so long as the Company has only one member. Subject to these exclusions and modifications, and in addition to the remaining regulations of Table A, the following are the articles of association of the Company.
- (C) Where an ordinary resolution of the Company is expressed to be required for any purpose, a special or extraordinary resolution is also effective for that purpose, and where an extraordinary resolution is expressed to be required for any purpose, a special resolution is also effective for that purpose.

PRIVATE COMPANY

2. The Company is a private company limited by shares and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARE CAPITAL

¹ Name changed to TA I Limited by special resolution on 17 July 1998.

3. (A) The Company's authorised share capital at the date of adoption of this article is £200,000,000 divided into 1,000 ordinary shares of 10 pence each ("Ordinary Shares") and 1,999,999.900 9.375 per cent convertible cumulative redeemable preference shares of £1 each ("Convertible Preference Shares").
- (B) The rights and restrictions attaching to the Convertible Preference Shares are as follows:
- (i) Income
- (a) Holders are entitled to be paid in respect of each financial year of the Company out of profits available for distribution a fixed cumulative preferential dividend at the annual rate (excluding the amount of any associated tax credit) of 9.375 per cent. on the nominal amount of £1 per Convertible Preference Share (the "Preferential Dividend").
- (b) The Preferential Dividend is payable six monthly in arrears in two equal instalments on 30 June and 31 December (or in either case if not a business day, on the next business day) (each a "Fixed Dividend Date") in respect of the six-month periods ending on those dates (except that the first Preferential Dividend is payable on 30 June 1999 in respect of the period starting on the day after the date of first allotment of the Convertible Preference Shares and ending on that date.
- (c) The Preferential Dividend is payable in priority to a payment of a dividend to the holders of any other class of share.
- (d) The Preferential Dividend may be satisfied, at the Company's option, either by payment in cash or by the allotment and issue of such number of Preference Shares, credited as fully paid, which equates to the quotient of (i) the amount of cash that would have been paid to the holder thereof in pence as the Preferential Dividend on a Fixed Dividend Date in respect of the six month period ending on that date or in respect of the Fixed Dividend Date falling on 30 June 1999 in respect of the period starting on the date of allotment of the Preference Share concerned and ending on 30 June 1999 divided by (ii) 100 (with any fractional entitlements of any holder being rounded downwards to the nearest whole number).
- (e) The Convertible Preference Shares do not confer a further right to participate in the Company's profits.
- (ii) Capital

- (a) On a return of capital on winding up or otherwise (other than on conversion, redemption or purchase of shares) the Company's assets available for distribution among the members shall be applied in repaying to the holder of each Convertible Preference Share the following amounts, in priority to a repayment to the holders of any other class of share:

(I) the amount of any accruals of the Preferential Dividend relating to the Convertible Preference Share, to be calculated down to and including the date of payment, to be payable whether or not the Preferential Dividend has been declared or earned; and

(II) £1.

- (b) The Convertible Preference Shares do not confer a further right to participate in the Company's assets available for distribution among the members.

(iii) Conversion

- (a) Each holder may at any time and in the manner specified in this paragraph (iii) convert the whole or part of its holding of Convertible Preference Shares (not involving a fraction of a Convertible Preference Share) into such number of fully-paid Ordinary Shares and Non Voting Deferred Shares as is determined in accordance with this paragraph (iii).

- (b) The right to convert is exercised by completing the notice of conversion on the back of the certificate for the Convertible Preference Shares to be converted, or a notice in another form prescribed by the board, (a "Conversion Notice") and delivering the certificate or an indemnity in respect of the certificate in a form satisfactory to the board and Conversion Notice to the Company at any time (the "Delivery Date"), with any evidence the board may require to prove the title of the person exercising the right to convert. A Conversion Notice once given may not be withdrawn without the Company's written consent.

- (c) The Convertible Preference Shares to be converted on the Delivery Date will be sub-divided and converted into a number (the "Conversion Number") of Ordinary Shares of 10p ("New Ordinary Shares") and a number (the "Deferred Number") of non voting deferred shares of 10 pence each having the rights set out in paragraph (d) ("Non Voting Deferred Shares"). The Conversion Number will

be calculated in accordance with the following formula (rounding any fractional entitlement downwards):

$CN = (\frac{1}{2} + D/200) \times N$ where:

CN is the Conversion Number;

D is equivalent to the amount in pence of any Preferential Dividend which has accrued but has not been paid or otherwise satisfied pursuant to paragraph B(i)(d) above as of the Delivery Date in respect of each Convertible Preference Share; and

N is the number of Convertible Preference Shares being converted.

The Deferred Number will be calculated in accordance with the following formula:

$10N - CN$

(d) The Non-Voting Deferred Shares confer the right on a return of capital on a winding up or otherwise only to the repayment of the amounts paid up on the Non-Voting Deferred Shares after repayment of the capital paid up on the Ordinary Shares and the payment of a further amount of £500,000,000 in respect of each Ordinary Share. The Non-Voting Deferred Shares do not confer the right to be paid a dividend or to receive notice of or to attend or vote at a general meeting. Conversion of a Convertible Preference Share is deemed to confer irrevocable authority on the board at any time after conversion:

- (I) to appoint a person to execute on behalf of each holder of Non-Voting Deferred Shares an instrument of transfer for or an agreement to transfer (or both) all or some of the Non-Voting Deferred Shares, without making a payment to the holder, to such person as the board may decide, as custodian; and
- (II) to purchase all or some of the Non-Voting Deferred Shares (subject to the provisions of the Acts) for a price of 1p for all the Non-Voting Deferred Shares purchased, without obtaining the sanction of the holder.

Pending the transfer or purchase the Company may retain the certificates for the Non-Voting Deferred Shares. The Company may at its option (exercisable by resolution of the board) at any time redeem all or any of the Non-Voting Deferred Shares then in issue for 1p for all the Non-Voting Deferred Shares redeemed on giving each holder not less than one day's prior notice, stating a time and place for

redemption. Redemption shall then be effected in accordance with the relevant provisions of paragraph (iv).

- (e) The Preferential Dividend is payable on Convertible Preference Shares in respect of which a Conversion Notice has been given ("Relevant Shares") down to the date of conversion of the Relevant Shares. The Ordinary Shares to which a holder is entitled in exercising his right to convert ("New Ordinary Shares"):

- (I) shall be credited as fully paid;
- (II) shall rank pari passu in all respects and form one class with the Ordinary Shares then in issue; and
- (III) entitle the holder to be paid an appropriate proportion of all dividends and other distributions declared, made or paid on Ordinary Shares in respect of the financial year in which the relevant Delivery Date falls, but not in respect of an earlier financial year.

- (f) The allotment of new Ordinary Shares shall be made within five days after the Delivery Date and a certificate for new Ordinary Shares be sent to each holder without charge five days after the Delivery Date, with a new certificate for any balance of unconverted Convertible Preference Shares comprised in the surrendered certificate and, if appropriate, a cheque in respect of a fractional entitlement.
- (g) The board may in its absolute discretion from time to time decide the manner in which Relevant Shares are to be converted, subject to the provisions of the articles and the Acts.

(iv) Purchase and redemption

- (a) Subject to the articles and the Acts the Company may at any time redeem all or some of the then outstanding Convertible Preference Shares and shall on or before 31 December 2010 redeem all of the then outstanding Convertible Preference Shares (or if such day is not a business day on the next business day) in each case at a price per Convertible Preference Share equal to the aggregate of:

- (I) the amount of any arrears and accruals of the Preferential Dividend, to be calculated down to and including the date of payment (such amount to be calculated on a 360 day year), to be payable whether or not the Preferential Dividend has been declared or earned; and

- (II) £1.

- (b) Redemption is effected by giving to the holders of the Convertible Preference Shares to be redeemed not less than one day's notice (a "Redemption Notice"). The redemption notice shall state:

- (I) the Convertible Preference Shares to be redeemed;
- (II) the date fixed for redemption (the "Redemption Date"); and
- (III) the place at which certificates for the Convertible Preference Shares are to be presented for redemption.

If some only of the Convertible Preference Shares are to be redeemed, the same percentage of each holder's Convertible Preference Shares shall be redeemed, provided that if this would result in a fractional number of Convertible Preference Shares having to be redeemed, such number shall be rounded down to the nearest whole number.

- (c) On the redemption date each holder whose Convertible Preference Shares are to be redeemed shall deliver to the Company at the place stated in the Redemption Notice the certificate (or certificates) for those shares or an indemnity in respect of the certificate (or certificates) in a form satisfactory to the board. On receipt, the Company shall pay to the holder (or, in the case of joint holders, to the holder whose name stands first in the register in respect of the Convertible Preference Shares) the redemption money due to it. The redemption money shall be paid to the holder (by cheque or by telegraphic transfer despatched at the holder's risk) within five business days of receipt of the certificate (or certificates) or an indemnity in respect of the certificate (or certificates) in a form satisfactory to the board. If a certificate includes Convertible Preference Shares not redeemable on that occasion, a new certificate for the balance of the Convertible Preference Shares shall be issued to the holder without charge.
- (d) If a holder whose Convertible Preference Shares are to be redeemed under this paragraph (iv) fails to deliver the certificate (or certificates) for those shares to the Company or an indemnity in respect of the certificate (or certificates) in a form satisfactory to the board, the Company may retain the redemption money. No person has a claim against the Company for interest on retained redemption money.
- (e) As from the Redemption Date other than in circumstances set out in sub-paragraph (f) below, the Preferential Dividend ceases to accrue in respect of redeemed Convertible Preference Shares.
- (f) If the Company shall be unable to redeem any Convertible Preference Shares on the due date for redemption then the Company shall redeem

such Convertible Preference Shares as it can on the due date, pro rata to the number of Convertible Preference Shares held by each holder thereof, and shall redeem the balance, such Convertible Preference Shares on the first date thereafter when the Company shall be able to do so in compliance with the Act and such later date will be treated as the applicable Redemption Date.

- (g) The board may, pursuant to the authority given by the adoption of this article, consolidate and sub-divide the share capital available for issue as a consequence of a redemption of Convertible Preference Shares pursuant to paragraph (iv) into shares of any other class of share into which the authorised share capital of the Company is at the time divided, or into unclassified shares of the same nominal amount as the Convertible Preference Shares. The board may issue shares in anticipation of redemption to the extent permitted by the Act and the articles.

(v) **Issue of further preference shares**

- (a) The Company may from time to time create and issue further preference shares ranking as regards participation in the profits and assets of the Company pari passu with the Convertible Preference Shares. These shares may carry as regards participation in the profits and assets of the Company rights and restrictions identical in all respects to those attached to the Convertible Preference Shares.

- (b) No further preference shares ranking as regards participation in the Company's profits or assets in priority to the Convertible Preference Shares may be created or issued without the consent of the holders of the Convertible Preference Shares given in the manner prescribed in the articles.

(vi) **Attendance at general meetings and voting**

- (a) Convertible Preference Shares confer the right to receive notice of but not to attend or vote at a general meeting unless:
 - (I) at the date of the notice convening the meeting at least six months have elapsed after a Fixed Dividend Date and the dividend payable on that Fixed Dividend Date has not been paid and for this purpose a dividend is deemed payable on the relevant Fixed Dividend Date whether or not declared; or
 - (II) the business of the meeting includes consideration of a resolution to wind up the Company or directly or adversely varying any of the special rights attached to the Convertible Preference Shares,

in which case, if a holder is entitled to attend and vote as a result of (I), he may vote in respect of any resolution considered at the meeting and, if a holder is entitled to attend and vote as a result of (II), he may vote only in respect of a resolution referred to in (II) only.

- (b) At any class meeting of the holders of Convertible Preference Shares, on a show of hands, each holder present in person or (being a corporation) by a representative has one vote. On a poll each holder present in person or by proxy or (being a corporation) by a representative, is entitled to exercise one vote for each Convertible Preference Share which it holds.

(vii) **Fully-paid shares**

Convertible Preference Shares may only be issued fully paid or credited as fully paid.

4. (A) Subject to the provisions of the Act, the directors have general and unconditional authority to allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of any unissued shares of the Company (whether forming part of the original or any increased share capital) to such persons, at such times and on such terms and conditions as the directors may decide but no share may be issued at a discount.
- (B) The directors have general and unconditional authority, pursuant to section 80 of the Act, to exercise all powers of the Company to allot relevant securities for a period expiring on the fifth anniversary of the date of incorporation of the Company unless previously renewed, varied or revoked by the Company in general meeting.
- (C) The maximum amount of relevant securities which may be allotted pursuant to the authority conferred by paragraph (B) is the amount of the authorised but as yet unissued share capital of the Company at the date of incorporation of the Company.
- (D) By the authority conferred by paragraph (B), the directors may before the authority expires make an offer or agreement which would or might require relevant securities of the Company to be allotted after it expires and may allot relevant securities in pursuance of that offer or agreement.
5. The pre-emption provisions of section 89(1) of the Act and the provisions of sub-sections (1) to (6) inclusive of section 90 of the Act do not apply to any allotment of the Company's equity securities.

TRANSFERS

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6. The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien.

GENERAL MEETINGS

7. Regulation 37 of Table A is modified by the deletion of the words "eight weeks" and the substitution for them of the words "28 days".

NOTICE OF GENERAL MEETINGS

8. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution must be called by at least 21 clear days' notice. All other extraordinary general meetings must be called by at least 14 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 or a meeting called for the passing of an elective resolution, by all the members entitled to attend and vote at that meeting; 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 (i) a majority together holding not less than such percentage in nominal value of the shares giving that right as has been determined by elective resolution of the members in accordance with the Act, or (ii) if no such elective resolution is in force, a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

The notice must specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, must specify that the meeting is an annual general meeting.

Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice must 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.

PROCEEDINGS AT GENERAL MEETINGS

9. 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 is modified accordingly.
10. Regulation 53 of Table A is modified by the addition at the end of the following sentence: "If a resolution in writing is described as a special resolution or as an extraordinary resolution, it has effect accordingly.".

VOTES OF MEMBERS

11. Regulation 57 of Table A is modified by the inclusion after the word "shall" of the phrase ", unless the directors otherwise determine,".
12. Regulation 59 of Table A is modified by the addition at the end of the following sentence: "Deposit of an instrument of proxy does not preclude a member from attending and voting at the meeting or at any adjournment of it.".
13. An instrument appointing a proxy must be in writing in any usual form or in any other form which the directors may approve and must be executed by or on behalf of the appointor.
14. Regulation 62 of Table A is modified by the deletion in paragraph (a) of the words "deposited at" and by the substitution for them of the words "left at or sent by post or by facsimile transmission to", by the substitution in paragraph (a) of the words "at any time" in place of "not less than 48 hours" and by the substitution in paragraph (b) of the words "at any time" in place of "not less than 24 hours".

NUMBER OF DIRECTORS

15. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) is not subject to any maximum and the minimum number is one.

ALTERNATE DIRECTORS

16. A director may appoint any person willing to act, whether or not he is a director of the Company, to be an alternate director. That person need not be approved by resolution of the directors, and regulation 65 is modified accordingly.
17. An alternate director who is absent from the United Kingdom is entitled to receive notice of all meetings of directors and meetings of committees of directors and regulation 66 of Table A is modified accordingly.
18. Regulation 68 of Table A is modified by the addition at the end of the following sentence: "Any such notice may be left at or sent by post or facsimile transmission to the office or another place designated for the purpose by the directors.".

DELEGATION OF DIRECTORS' POWERS

19. Regulation 72 is modified by the addition at the end of the regulation of the following sentence: "Where a provision of the articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee, the provision must be construed as permitting the exercise of the power, authority or discretion by the committee.".

APPOINTMENT AND REMOVAL OF DIRECTORS

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20. The directors are not subject to retirement by rotation. Regulations 73, 74 and 75 of Table A do not apply, and reference in regulations 67 and 84 to retirement by rotation must be disregarded.
21. 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.
22. A person appointed by the directors to fill a vacancy or as an additional director is not required to retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A are deleted.
23. No person is incapable of being appointed a director by reason of his having reached the age of 70 or another age. No special notice is required in connection with the appointment or the approval of the appointment of such person. No director is required to vacate his office at any time because he has reached the age of 70 or another age and section 293 of the Act does not apply to the Company.
24. The holder or holders of more than half in nominal value of the shares giving the right to attend and vote at general meetings of the Company may remove a director from office and appoint a person to be a director, but only if the appointment does not cause the number of directors to exceed a number fixed by or in accordance with the articles as the maximum number of directors. The removal or appointment is effected by notice to the Company signed by or on behalf of the holder or holders. The notice may consist of several documents in similar form each signed by or on behalf of one or more holders and shall be left at or sent by post or facsimile transmission to the office or such other place designated by the directors for the purpose. The removal or appointment takes effect immediately on deposit of the notice in accordance with the articles or on such later date (if any) specified in the notice.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

25. The office of a director is vacated if:
 - (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as director; or
 - (d) he resigns his office by notice to the Company; or
 - (e) he is for more than six consecutive months absent without permission of the directors from meetings of directors held during that period and his alternate

director (if any) has not during that period attended any such meetings instead of him, and the directors resolve that his office be vacated; or

- (f) he is removed from office by notice addressed to him at his last-known address and signed by all his co-directors; or
- (g) he is removed from office by notice given by a member or members under article 24.

REMUNERATION OF DIRECTORS

- 26. A director who, at the request of the directors, goes or resides abroad, makes a special journey or performs a special service on behalf of the Company may be paid such reasonable additional remuneration (whether by way of salary, percentage of profits or otherwise) and expenses as the directors may decide.

PROCEEDINGS OF DIRECTORS

- 27. Regulation 88 of Table A is modified by the exclusion of the third sentence and the substitution for it of the following sentences: "Every director must receive notice of a meeting, whether or not he is absent from the United Kingdom. A director may waive the requirement that notice be given to him of a board meeting, either prospectively or retrospectively."
- 28. A director or his alternate may validly participate in a meeting of the directors or a committee of directors through the medium of conference telephone or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors or a committee of directors is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors although fewer than two directors or alternate directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
- 29. If and for so long as there is a sole director of the Company:
 - (a) he may exercise all the powers conferred on the directors by the articles by any means permitted by the articles or the Act;
 - (b) for the purpose of regulation 89 of Table A the quorum for the transaction of business is one; and
 - (c) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise).

30. 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 a meeting of directors or of a committee of directors on any resolution concerning a matter in respect of which he has, directly or indirectly, an interest or duty. The director must be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote must be counted.

DIVIDENDS

31. The directors may deduct from a dividend or other amounts payable to a person in respect of a share any amounts due from him to the Company on account of a call or otherwise in relation to a share.

CAPITALISATION OF PROFITS

32. The directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted under regulation 110 of Table A to any member in respect of a holding by him of any partly-paid shares rank for dividend, so long as those shares remain partly paid, only to the extent that those partly-paid shares rank for dividend and regulation 110 of Table A is modified accordingly.

NOTICES

33. Regulation 112 of Table A is modified by the deletion of the last sentence and the substitution for it of the following: "A member whose registered address is not within the United Kingdom is entitled to have notices given to him at that address.".
34. A notice sent to a member (or another person entitled to receive notices under the articles) by post to an address within the United Kingdom is deemed to be given:
- (a) 24 hours after posting, if pre-paid as first class, or
 - (b) 48 hours after posting, if pre-paid as second class.

A notice sent to a member (or other person entitled to receive notices under the articles) by post to an address outside the United Kingdom is deemed to be given 72 hours after posting, if pre-paid as airmail. Proof that an envelope containing the notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given. A notice not sent by post but left at a member's registered address is deemed to have been given on the day it was left.

35. Regulation 116 of Table A is modified by the deletion of the words "within the United Kingdom".

INDEMNITY

36. Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, each person who is a director, alternate director or

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secretary of the Company must be indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in the proper execution of his duties or the proper exercise of his powers, authorities and discretions including, without limitation, a liability incurred:

- (a) defending proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without a finding or admission of material breach of duty on his part, or
 - (b) in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
37. The directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was:
- (a) a director, alternate director, secretary or auditor of the Company or of a company which is or was a subsidiary undertaking of the Company or in which the Company has or had an interest (whether direct or indirect); or
 - (b) trustee of a retirement benefits scheme or other trust in which a person referred to in the preceding paragraph is or has been interested,
- indemnifying him against liability for negligence, default, breach of duty or breach of trust or other liability which may lawfully be insured against by the Company.

SOLE MEMBER

38. If and for so long as the Company has only one member:
- (a) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and regulation 40 of Table A is modified accordingly;
 - (b) a proxy for the sole member may vote on a show of hands and regulation 54 of Table A is modified accordingly;
 - (c) the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided for by the articles; and
 - (d) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise).

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NAME AND ADDRESS OF SUBSCRIBER

ANGELA ORBAN
For and on behalf of
Clifford Chance Nominees Limited
200 Aldersgate Street
London EC1A 4JJ

DATED this day of 1998.
WITNESS to the above signature:
Denise Ward
200 Aldersgate Street
London EC1A 4JJ