

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

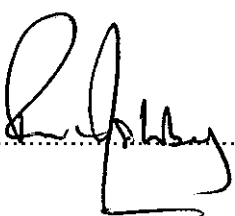
OF

PORTMAN SQUARE PROPERTIES LIMITED
(Company Number: 3872261)

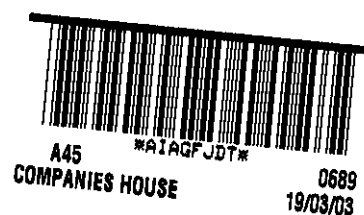
Passed on 12th March 2003

At an Extraordinary General Meeting of the above named Company duly convened and held on the above date, the following resolution was passed as a special resolution:

That the Articles of Association in the form produced to the meeting and initialled for identification purposes by the Chairman of the meeting be and are hereby adopted as Articles of Association of the Company in substitution for and to the exclusion of the then existing Articles of Association of the Company.


.....RHA

CHAIRMAN



No. 3872261

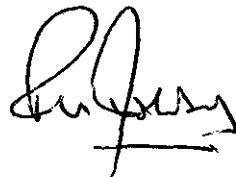
THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

PORTMAN SQUARE PROPERTIES LIMITED

(Adopted by Special Resolution passed on 12th March 2003)

A handwritten signature in black ink, appearing to read 'D J Freeman', with a horizontal line underneath the name.

D J Freeman
43 Fetter Lane
London
EC4A 1JU
Ref: LNS/AZC/01136597
ID: PCL1/1174720

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THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
PORTMAN SQUARE PROPERTIES LIMITED

1. INTERPRETATION

- 1.1. In these Articles the expression "Table A" means 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.
- 1.2. Save as otherwise provided in these Articles, words and expressions which have particular meanings in Table A shall have the same respective meanings in these Articles.
- 1.3. Wherever in Table A or in these Articles any notice, resolution or other document is required to be signed by any person the reproduction of the signature of such person by means of facsimile copy shall be fully sufficient, provided that such notice, resolution or document shall within 14 days be confirmed to the recipient by writing signed in manuscript by such person.
- 1.4. In Table A and in these Articles, references to writing shall include any method of representing or reproducing words in a legible and non-transitory form.
- 1.5. References herein to Articles are to the numbered paragraphs of these Articles and to Regulations are to the regulations of Table A.

2. ADOPTION OF TABLE A

The Company is a private company. The Regulations contained in Table A shall (except where they are excluded or modified by these Articles) apply to the Company and, together with these Articles, shall constitute the Articles of the Company.

3. ALLOTMENT AND ISSUE OF SHARES

Subject to the Act (including obtaining the necessary authority to allot pursuant to Section 80 of the Act and complying with, or obtaining shareholder approval to

disapply, the pre-emption rights contained in Section 89 of the Act) and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of the same to such persons, at such times, and generally on such terms and conditions as they may determine.

4. REDEEMABLE SHARES

Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the member. Regulation 3 shall not apply.

5. PURCHASE OF OWN SHARES

Subject to the provisions of the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into pursuant to this Article shall be authorised by such resolution of the Company as may for the time being be required by law but subject thereto the directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the Company may agree to the variation of any contract entered into pursuant to this Article and to the release of any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in these Articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company pursuant to this Article. Regulation 35 shall not apply.

6. CALLS

The liability of any person 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."

7. TRANSFER OF SHARES

Notwithstanding Regulation 24, no transfer of any share in the capital of the Company shall be made or registered without the previous sanction of the directors who may without assigning any reason decline to give any such sanction.

8. GENERAL MEETINGS AND RESOLUTIONS

- 8.1. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 4 weeks after receipt of the requisition. Regulation 37 shall not apply.
- 8.2. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the nomination, election or choice of a chairman which shall not be treated for this purpose as part of the business of the meeting. Save as otherwise provided by this Article and Article 8.3, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum. If and for so long as the Company has only one member, then one member present in person or by proxy or (if a corporation) by a duly authorised representative shall be a quorum. Regulation 40 shall not apply.
- 8.3. If a quorum is not present within fifteen minutes (or such longer time, not exceeding half an hour, as the chairman of the meeting may decide to wait) after the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such day and at such other time and place as the chairman of the meeting may determine and at such adjourned meeting one member present in person or by proxy (whatever the number of shares held by him) shall be a quorum. It shall not be necessary to give notice of any meeting adjourned through want of a quorum. Regulation 41 shall not apply.
- 8.4. If at any general meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 58 shall not apply.

9. **PROXIES**

An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any usual or common form or in such other form as the directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the office of the Company, or immediately prior to the commencement of a general meeting or class meeting, with the secretary or the chairman of that meeting. Regulations 60, 61 and 62 shall not apply.

10. **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 10.1. The number of the directors shall be determined by ordinary resolution of the Company but unless and until so fixed there shall be no maximum number of directors and the minimum number of directors shall be one. In the event of the minimum number of directors fixed by or pursuant to these Articles being one, a sole director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the directors generally. Regulation 89 shall be modified accordingly, and Regulation 64 shall not apply.
- 10.2. Any member who is the only member of the Company, or any member or members holding in aggregate a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company, by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the Company may at any time and from time to time appoint any person to be a director either to fill a vacancy or as an additional director or remove any director from office howsoever appointed. Any such removal from office shall be deemed to be an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.
- 10.3. Without prejudice to the powers conferred by Article 10.2, any person may be appointed a director by the directors either to fill a vacancy or as an additional director.
- 10.4. 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 memorandum in writing signed by or on behalf of him or them and delivered to the office to appoint a person to be a director of the Company and such appointment shall be as effective as if made pursuant to Article 10.2.

- 10.5. Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 shall not apply.

11. DISQUALIFICATION OF DIRECTORS

The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 but also if he is removed from office pursuant to these Articles. Regulation 81 shall be modified accordingly.

12. ALTERNATE DIRECTORS

- 12.1. Any director (other than an alternate director) may appoint any other director, or any other person approved by a resolution of the board of directors and who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 shall not apply.
- 12.2. A director or any other person may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director which 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.
- 12.3. An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director. Regulation 67 shall not apply.

13. POWERS OF DIRECTORS

The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company upon such terms (including terms as to remuneration) as they may think fit and may delegate to any person so appointed any of the powers vested in or exercisable by them including power to sub-delegate. The directors may remove any person appointed under this Article and may revoke or vary such delegation but no person dealing in good faith and without notice of any such revocation or variation shall be affected by it. Regulation 71 shall not apply.

14. DELEGATION OF DIRECTORS' POWERS

The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 shall be modified accordingly.

15. DIRECTORS' GRATUITIES AND PENSIONS

- 15.1. The directors, on behalf of the Company, may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any

director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such subsidiary and may contribute to any fund and pay premiums for the purchase or provisions of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Regulation 87 shall not apply.

- 15.2. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

16. PROCEEDINGS OF DIRECTORS

- 16.1. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the directors in accordance with that section. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any such contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 96 (inclusive) shall not apply.
- 16.2. Without prejudice to the first sentence of Regulation 88, a meeting of the directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously; and the word "meeting" in these Articles and in Table A shall be construed accordingly.

17. NOTICES

- 17.1. Any notice or other document may be served on or delivered to any member by the Company either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address, or by leaving it at that address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 shall be modified accordingly.

- 17.2. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so left. Regulation 115 shall not apply.
- 17.3. Any notice or other document may be served on or delivered to any person or persons entitled to a share in consequence of the death or bankruptcy of a member by the Company in any manner which would be permitted by the Articles if the person or persons concerned were a member or were members and either addressed to him or them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address (if any) within the United Kingdom supplied by him or them for that purpose. Until such address has been supplied, a notice or other document may be served on or delivered to the person or persons so entitled in any manner in which it might have been served or given if the death or bankruptcy had not occurred. Regulation 116 shall not apply.

18. **INDEMNITY**

- 18.1. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him as such director or other officer or auditor 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 in which relief is granted to him by the court from liability. Regulation 118 shall not apply.
- 18.2. The directors shall have power to purchase and maintain for any director, officer or auditor of the Company, insurance against any such liability as is referred to in section 310(1) of the Act.