

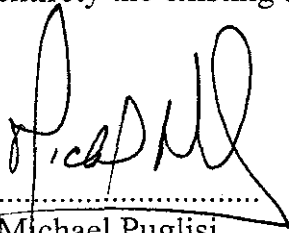
COMPANY LIMITED BY SHARES

COMPANY No. 3949032

By written resolutions dated 19 October 2000 of Blackstone Management Partners III L.L.C., being the sole member of the Company, the following resolutions were passed:

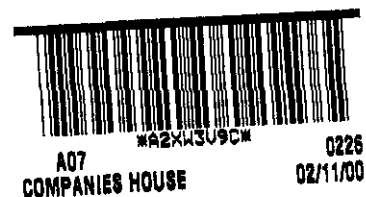
THAT the memorandum of association of the Company be altered with respect to the statement of the Company's objects by deleting the existing clause 3 in that memorandum and replacing that clause with clauses 3 and 4 in the form of print attached to these resolutions and initialled "A" for the purposes of identification by the secretary of the Company.

THAT the regulations in the form of the print attached to these resolutions and initialled "B" for identification purposes by the secretary of the Company be adopted as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.



Michael Puglisi
Company secretary

Presented by:
Freshfields Bruckhaus Deringer
65 Fleet Street
London EC4Y 1HS
(Reference: MYW/AW)



THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

**THE BLACKSTONE GROUP
INTERNATIONAL LIMITED**

**(as altered by a written resolution
passed on 19 October 2000)**

Incorporated on 16 March 2000

1. The name of the Company is "The Blackstone Group International Limited".
2. The registered office of the Company is to be situated in England and Wales.
3. The objects for which the Company is established are:
 - (a) To control, manage, finance, subsidise, co-ordinate, advise or otherwise assist any company or companies in any respect whatsoever and to provide secretarial, administrative, technical, commercial, consultancy and other services and facilities of all kinds, including in respect of the acquisition and disposal of direct and indirect real estate investments, for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
 - (b) To carry out such operations and to manufacture or deal with such goods and to purchase or otherwise acquire, take options over, construct, lease, hold, manage, maintain, alter, develop, exchange or deal with such property, rights or privileges (including the whole or part of the business,

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property or liabilities of any other person or company) as may seem to the board of directors directly or indirectly to advance the interests of the Company.

- (c) To enter into such commercial or other transactions in connection with any trade or business of the Company as may seem to the board of directors desirable for the purpose of the Company's affairs.
- (d) To apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patent rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to experiment with any such rights which the Company may propose to acquire.
- (e) To invest and deal with the moneys of the Company not immediately required in any manner and hold and deal with any investment so made.
- (f) To pay or to provide or to make such arrangements for providing such gratuities, pensions, benefits, share option and acquisition schemes, loans and other matters and to establish, support, subsidise and subscribe to any institutions, associations, clubs, schemes, funds or trusts (whether to or for the benefit of present or past directors or employees of the Company or its predecessors in business or of any company which is a subsidiary company of the Company or is allied to or associated with the Company or with any such subsidiary company or to or for the benefit of persons who are or were related to or connected with or dependants of any such directors or employees) as may seem to the board of directors directly or indirectly to advance the interests of the Company.
- (g) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- (h) To act as agents, brokers or trustees, and to enter into such arrangements (whether by way of amalgamation, partnership, profit sharing, union of interests, co-operation, joint venture or otherwise) with other persons or companies as may seem to the board of directors to advance the interests of the Company and to vest any property of the Company in any person or company on behalf of the Company and with or without any declaration of trust in favour of the Company.
- (i) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, or any other department or authority, or enter into arrangements with any such body, for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any

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other purpose which may seem to the board of directors to be expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.

- (j) To sell, lease, dispose of, grant rights over or otherwise deal with the whole or any part of the undertaking, property or assets of the Company on such terms as the board of directors may decide, and to distribute any property or assets of the Company of whatever kind in specie among the members of the Company.
- (k) To pay for any rights or property acquired by the Company and to remunerate any person or company, whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part, or by any other method the board of directors thinks fit.
- (l) To establish or promote companies and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, hold, dispose of and deal with, and guarantee the payment of interest, dividends and capital on all or any of the shares, debentures, debenture stock or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue on such terms as the board of directors may decide.
- (m) To co-ordinate, finance and manage all or any part of the operations of any company which is a subsidiary company of or otherwise under the control of the Company and generally to carry on the business of a holding company.
- (n) To carry on through any subsidiary or associated company any activities which the Company is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as the board of directors thinks fit.
- (o) To raise or borrow money in such manner as the board of directors thinks fit and to receive deposits and to mortgage, charge, pledge or give liens or other security over the whole or any part of the Company's undertaking, property and assets (whether present or future), including its uncalled capital, for such purposes and in such circumstances and on such terms and conditions as the board of directors thinks fit.
- (p) To lend or advance money and to give credit and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligations or those of some other person or company, in such circumstances and on such terms and conditions as the board of directors thinks fit.

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(q) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.

(r) To contribute to or support any public, general, political, charitable, benevolent or useful object, which it seems to the board of directors to be in the interests of the Company or its members to contribute to or support.

(s) To do all or any of the things stated in this clause 3 in any part of the world whether as principal, agent or trustee or otherwise and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.

(t) To do all such other things as the board of directors considers will further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in this clause 3.

4. The objects stated in each part of clause 3 shall not be restrictively construed but shall be given the widest interpretation. In clause 3, the word "company" shall be deemed, except where used to refer to the Company, to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere. Except where the context expressly so requires, none of the sub-clauses of clause 3, or the objects stated in clause 3, or the powers conferred by clause 3 shall be limited by, or be deemed subsidiary or auxiliary to, any other sub-clause of clause 3, or any other object stated in clause 3 or any other power conferred by clause 3.

5. The liability of the members is limited.

6. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each having the rights set out in the articles of association of the Company.

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I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of Subscriber

Number of shares taken
by the Subscriber

Instant Companies Limited
1 Mitchell Lane
Bristol BS1 6BU

One

Total shares taken

One

Dated 9th March 2000

Witness to the above Signature:-

Glenys
1 Mitchell
Bristol BS1 6BU

Copeland
Lane

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
THE BLACKSTONE GROUP
INTERNATIONAL LIMITED**

Incorporated on 16 March 2000

PRELIMINARY

1. The regulations in Table A apply to the company except to the extent that they are excluded or modified by these articles and such regulations (save as so excluded or varied) and these articles shall be the regulations of the company. Table A
2. The following parts of Table A do not apply to the company: Table A exclusions
 - (a) in regulation 1, the definitions of *the articles*, *executed* and *the seal*;
 - (b) regulation 24;
 - (c) regulations 60 and 61;
 - (d) regulation 64;
 - (e) regulations 65, 67 and 68;
 - (f) regulation 72;
 - (g) regulations 73 to 80 inclusive;
 - (h) regulations 88, 89 and 90;
 - (i) regulations 94 to 98 inclusive;

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- (j) regulation 101;
- (k) regulations 111 and 112; and
- (l) regulation 115.

3. In these articles, unless the context otherwise requires, words and expressions not defined in these articles but defined in the Act (other than any statutory modification of the Act not in force at the date of adoption of these articles) shall have the same meanings and: Construction

articles means these articles of association, incorporating Table A (as applicable to the company), as altered from time to time by special resolution;

auditors means the auditors for the time being of the company;

director means a director of the company;

directors means the directors or any of them acting as the board of directors of the company and, in the context of the exercise of any power contained in these articles, includes any committee consisting of one or more directors, any director holding executive office and any local or divisional board, manager or agent of the company to which or, as the case may be, to whom the power in question has been delegated;

dividend means dividend or bonus;

member means a member of the company;

ordinary share means an ordinary share of £1 in the capital of the company having the rights set out in these articles;

paid means paid or credited as paid;

preference share means the preference share of £1 in the share capital of the company having the rights set out in these articles;

seal means the common seal of the company and includes any official seal kept by the company by virtue of section 39 or 40 of the Act;

Table A means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805), as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052);

and cognate expressions shall be construed accordingly.

4. In these articles:

- (a) any reference to any statute or any provision of any statute or subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) shall

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be construed as including a reference to or any provision of any statute or subordinate legislation which amends, consolidates or replaces it or has amended, consolidated or replaced it;

- (b) unless the context otherwise requires, words importing the masculine gender shall be construed as including the feminine and neuter genders and vice versa, words in the singular shall be construed as including the plural and vice versa, any reference to days, weeks or months shall be construed as a reference to calendar days, weeks or months and words denoting persons include corporations;
- (c) references to a document being executed include references to its being executed under hand or under seal or by any other method and references to writing include references to any visible substitute for writing and to anything partly in one form and partly in another form;
- (d) the use of headings, marginal notes and bold italics is for ease of reference only and shall not affect their construction; and
- (e) powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them, no power of delegation shall be limited by the existence or, except where expressly provided by the terms of delegation, the exercise of that or any other power of delegation and, except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorised to exercise it under these articles or under another delegation of the power.

5. If at any time and for so long as the company has a single member, all the provisions of the articles shall (in the absence of any express provision to the contrary) apply with such modifications as may be necessary in relation to a company with a single member. Single member

SHARE CAPITAL

6. The share capital of the company is divided into the ordinary shares and the preference share (the total number of such shares being set out in the memorandum of association of the company, as amended from time to time). Subject to the Act, the preference share shall be redeemable for an amount equal to the capital paid on it at any time at the option of the company by giving to the holder of the preference share not less than one week's written notice of its intention to do so and the holder of the preference share shall be bound by any such notice of redemption. In a distribution of capital in a winding up of the company, the holder of the preference share shall be entitled to repayment of the capital paid on the preference share in priority to any repayment of capital to any other member. The preference share shall confer no other right to participate in the capital, and no right to participate in the profits, of the company. General

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7. Regulation 2 of Table A is amended by the addition at the end of the regulation of the words "~~or, subject to and in default of such determination, as the directors shall determine~~".

Shares with special rights

8. In place of all authorities in existence at the date of adoption of these articles, the directors are hereby generally and unconditionally authorised pursuant to section 80 of the Act to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount equal to the authorised share capital of the company at the date of adoption of these articles for a period expiring (unless previously renewed, varied or revoked by the company in general meeting) five years after the date of adoption of these articles.

Section 80 authority

9. The pre-emption provisions in section 89(1) of the Act and the provisions of sub-sections 90(1) to 90(6) inclusive of the Act shall not apply to any allotment of the company's equity securities.

Section 89 exclusion

10. Before the expiry of the authority granted by article 8 the company may make an offer or agreement which would or might require relevant securities to be allotted after that expiry and the directors may allot relevant securities in pursuance of that offer or agreement as if that authority had not expired.

Allotment after expiry

11. Subject to the provisions of articles 8, 9 and 10, regulation 3 of Table A, the provisions of the Act and to any resolution of the company in general meeting passed pursuant to those provisions:

Residual allotment powers

- (a) all unissued shares for the time being in the capital of the company (whether forming part of the original or any increased share capital) shall be at the disposal of the directors; and
- (b) the directors may allot (with or without conferring a right of renunciation), grant options over, or otherwise dispose of them to such persons on such terms and conditions and at such times as they think fit.

VARIATION OF RIGHTS

12. Notwithstanding any provision in these articles to the contrary, the amendment or removal of (which, for the avoidance of doubt, shall be taken to include the ratification of any breach of) all or any of the following:

Variation of rights attaching to the preference share

- (a) in article 3, the definition of "the preference share";
- (b) article 6;
- (c) article 7;
- (d) this article 12;
- (e) article 22;
- (f) article 33;

(g) article 34;

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(h) article 35; and

(i) regulations 39, 54 and 81 in Table A,

shall be deemed to be a variation of the rights attaching to the preference share and shall be effective only with the prior consent in writing of the holder of the preference share and without such consent shall not be done or caused to be done.

SHARE CERTIFICATES

13. In the second sentence of regulation 6 of Table A, the words "sealed with the seal" are deleted and replaced by the words "executed under the seal or otherwise in accordance with the Act or in such other manner as the directors may approve".

Execution of
certificates

TRANSFER OF SHARES

14. 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 fully paid or a share on which the company has a lien.

Registration of
transfer

GENERAL MEETINGS

15. Regulation 38 of Table A is amended:

Period of notice

(a) by deleting from the first sentence "or a resolution appointing a person as a director"; and

(b) by adding at the end of paragraph (b) of regulation 38 "or such other majority as has been decided on by elective resolution of the members under the Act".

16. Notices of general meetings need not be given to directors and regulation 38 of Table A is amended accordingly.

To whom must
notice be given

17. Where for any purpose an ordinary resolution of the company is required, a special or extraordinary resolution shall also be effective. Where for any purpose an extraordinary resolution is required a special resolution shall also be effective.

Effectiveness of
special and
extraordinary
resolutions

VOTES OF MEMBERS

18. An instrument appointing a proxy shall be in writing under the hand of the appointing member or his attorney or, if the appointing member is a corporation, either under its common seal or the hand of a duly authorised officer, attorney or other person authorised to sign it.

Appointment of
proxy

19. Instruments of proxy shall be in any usual form or in any other form which the directors may approve.

Form of proxy

20. Regulation 62 of Table A is amended:

- (a) in each of paragraphs (a), by the deletion of the words "deposited at" and the substitution for them of the words "left at or sent by post or facsimile transmission to";
- (b) in paragraph (a), by the deletion of the words "not less than 48 hours";
- (c) in paragraph (b), by the deletion of the words "deposited as aforesaid" and the substitution for them of the words "left at or sent by post or facsimile transmission to the office or to or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting"; and
- (d) in paragraph (b), by the deletion of the words "not less than 24 hours".

21. An instrument appointing a proxy shall be deemed to include the right to demand, or join in demanding, a poll. The instrument of proxy shall also 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 it provides to the contrary, be valid for any adjournment of the meeting as well as for the meeting to which it relates. Deposit of an instrument of proxy does not preclude a member from attending and voting at the meeting to which it relates or any adjournment of that meeting.

Validity of form of proxy

22. The holder of the preference share shall be entitled to receive notice of, and to attend and speak at, any general meeting or any separate meeting of the holders of any class of shares, but (subject to article 35) the preference share shall carry no right to vote nor any other rights at general meetings of the company.

Voting rights of the holder of the preference share

NUMBER OF DIRECTORS

23. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be not less than one but shall not be subject to any maximum in number. A sole director may exercise all the powers and discretions expressed by these articles to be vested in the directors generally.

Number of directors

ALTERNATE DIRECTORS

24. A director (other than an alternate director) may appoint any person willing to act, whether or not he is a director of the company, to be an alternate director and may remove from office an alternate director so appointed by him.

Power to appoint alternates

25. Regulation 66 of Table A shall be amended by the deletion of the last sentence.

Alternates entitled to receive notice

26. 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

Alternates representing more than one director

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directors or any committee of the directors to one vote for every director whom he represents ~~(and who is not present)~~ 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.

27. An alternate director may be repaid by the company such expenses as might properly have been repaid to him if he had been a director but shall not be entitled to receive any remuneration from the company in respect of his services as an alternate director except 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. An alternate director shall be entitled to be indemnified by the company to the same extent as if he were a director.

Expenses and remuneration of alternates

28. An alternate director shall cease to be an alternate director:

Termination of appointment

- (a) if his appointor ceases to be a director; or
- (b) if his appointor revokes his appointment pursuant to article 24; or
- (c) on the happening of any event which, if he were a director, would cause him to vacate his office as director; or
- (d) if he resigns his office by notice to the company.

29. Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment. The notice may be:

Method of appointment and revocation

- (a) delivered personally to the secretary or to a director other than the director making or revoking the appointment; or
- (b) sent by post in a prepaid envelope addressed to the office or to another address designated by the directors for that purpose or by leaving it at the office or such other address; or
- (c) sent by telex, facsimile or electronic mail to a number designated by the directors for that purpose.

The appointment or removal shall take effect when the notice is deemed delivered in accordance with article 53 or article 54 (as the case may be) or on such later date (if any) specified in the notice.

30. The directors may exercise the voting power conferred by the shares in any body corporate held or owned by the company in such manner in all respects as they think fit (including without limitation the exercise of that power in favour of any resolution appointing its members or any of them directors of such body corporate, or voting or providing for the payment of remuneration to the directors of such body corporate).

Exercise by company of voting rights

DELEGATION OF DIRECTORS' POWERS

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31. The directors may delegate any of their powers to any committee consisting of one or more directors. The directors may also delegate to any director holding any executive office such of their powers as the directors consider desirable to be exercised by him. Any such delegation shall, in the absence of express provision to the contrary in the terms of delegation, be deemed to include authority to sub-delegate all or any of the powers delegated to one or more directors (whether or not acting as a committee) or to any employee or agent of the company. Any such delegation may be made subject to such conditions as the directors may specify, and may be revoked or altered. The directors may co-opt persons other than directors to be members of any such committee and such co-opted members may enjoy voting rights in the committee. The co-opted members shall be less than one-half of the total membership of the committee and a resolution of any committee shall be effective only if a majority of the members present are directors. Subject to any conditions imposed by the directors, the proceedings of a committee with two or more members shall be governed by these articles regulating the proceedings of directors so far as they are capable of applying.

Committees of the directors

32. The directors may appoint any person to any office or employment having a designation or title including the word "director" or attach such a designation or title to any existing office or employment with the company and may terminate any such appointment or the use of any such designation or title. The inclusion of the word "director" in the designation or title of any such office or employment shall not imply that the holder is a director of the company, and the holder shall not thereby be empowered in any respect to act as, or be deemed to be, a director of the company for any of the purposes of these articles.

Offices including the title "director"

APPOINTMENT AND REMOVAL OF DIRECTORS

33. 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, and remove any person so appointed, provided that the maximum number of persons holding office at any time by virtue of appointment under this article shall be three. Any appointment or removal of a director under this article shall take effect from the end of the meeting at which the relevant ordinary resolution is passed.

Appointment and removal by the company in general meeting

34. Subject to the provisions of the Act, the holder of the preference share (the *appointor*) shall have the right at any time and from time to time to appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and to remove any person so appointed, provided that the maximum number of persons holding office at any time by virtue of appointment under this article shall be one more than the number of directors holding office at that time by virtue of appointment by ordinary resolution of the company in general meeting in accordance with article 33. Any appointment or removal of a director under this article shall be by notice in writing to the company signed by or on behalf of the appointor. The notice may be:

Appointment and removal by holder of the preference share

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- (a) delivered personally to the secretary or to a director other than the director being appointed or removed; or
 - (b) sent by post in a prepaid envelope addressed to the office or to another address designated by the directors for that purpose or by leaving it at the office or such other address; or
 - (c) sent by telex, facsimile or electronic mail to a number designated by the directors for that purpose.

The appointment or removal shall take effect when the notice is deemed delivered in accordance with article 53 or article 54 (as the case may be) or on such later date (if any) specified in the notice. A director appointed under this article may provide to the appointor any information which he receives by virtue of his being a director.

35. If a resolution is proposed at any general meeting of the company for the removal from office of any director appointed by the holder of the preference share in accordance with article 34: Removal by company in general meeting

- (a) that meeting shall only be quorate if the holder of the preference share is present; and
- (b) in respect of such a resolution, whether on a poll or otherwise, the preference share shall carry such number of votes as is one more than the aggregate number of votes carried by all other shares then in issue.

36. The directors shall not be subject to retirement by rotation and all references in Table A (other than in regulations 73 to 80 which are excluded) to retirement by rotation are modified accordingly. Retirement by rotation

DISQUALIFICATION OF DIRECTORS

37. Regulation 81 of Table A is amended by adding before the final full stop the following words: Disqualification as a director

“; or

(f) he is removed in accordance with article 34.”.

DIRECTORS' APPOINTMENTS AND INTERESTS

38. Regulation 85 of Table A is amended by deleting the words “Subject to the provisions of the Act, and” at the start of the first paragraph. Directors may contract with the company

BENEFITS AND INSURANCE

39. Without prejudice to the provisions of regulation 118 of Table A, the directors may exercise all the powers of the company to purchase and maintain insurance for or for the benefit of any person who is or was: Insurance

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- (a) a director, other officer, employee or auditor of the company, or any body which is or was the holding company or subsidiary undertaking of the company, or in which the company or such holding company or subsidiary undertaking has or had any interest (whether direct or indirect) or with which the company or such holding company or subsidiary undertaking is or was in any way allied or associated; or
- (b) a trustee of any pension fund in which employees of the company or any other body referred to in paragraph (a) is or has been interested,

including without limitation insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to his duties, powers or offices in relation to the relevant body or fund.

40. Without prejudice to the generality of regulation 85 of Table A, no director or former director shall be accountable to the company or the members for any benefit provided pursuant to regulation 87 of Table A or article 39. The receipt of any such benefit shall not disqualify any person from being or becoming a director of the company.

Directors not
liable to account

41. Pursuant to section 719 of the Act, the directors are hereby authorised to make such provision as may seem appropriate for the benefit of any persons employed or formerly employed by the company or any of its subsidiary undertakings in connection with the cessation or the transfer of the whole or part of the undertaking of the company or any subsidiary undertaking. Any such provision shall be made by a resolution of the directors in accordance with section 719 of the Act.

Section 719 of the
Act

PROCEEDINGS OF DIRECTORS

42. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing or by telex, facsimile or electronic mail to him at his last known address or any other address given by him to the company for this purpose. A director absent or intending to be absent from the United Kingdom may request the directors that notices of directors' meetings shall during his absence be sent in writing to him at an address given by him to the company for this purpose, but such notices need not be given any earlier than notices given to directors not so absent and, if no such request is made to the directors, it shall not be necessary to give notice of a directors' meeting to any director who is for the time being absent from the United Kingdom. Any director may waive notice of a meeting and any such waiver may be retrospective.

Convening
meetings

43. Questions arising at a meeting shall be decided by a majority of votes and each director present at the meeting shall have one vote, provided that no director appointed by the holder of the preference share in accordance with article 34 shall

Voting

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be entitled to vote on a resolution to cause the company to give notice of ~~redemption of the preference share.~~ In the case of an equality of votes, the chairman shall have a second or casting vote.

44. The quorum for the transaction of the business of the directors may be fixed Quorum by the directors and unless so fixed at any other number shall be two, except when there is only one director. If there is only one director, he may exercise all the powers and discretions conferred on directors by these articles. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. Any director who ceases to be a director at a directors' meeting may continue to be present and to act as a director and be counted in the quorum until the termination of the directors' meeting if no director objects.

45. Without prejudice to the first sentence of article 42, a person entitled to be present at a meeting of the directors or of a committee of the directors shall be deemed to be present for all purposes if he is able (directly or by telephonic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A director so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is. The word *meeting* in these articles shall be construed accordingly. Meetings by telephone, etc.

46. Without prejudice to his obligations of disclosure under the Act and the articles, a director may vote at any meeting of the directors or of a committee of the directors on, and be counted in the quorum present at a meeting in relation to, any resolution concerning a transaction or arrangement with the company or in which the company is interested, or concerning any other matter in which the company is interested, notwithstanding that he is interested in that transaction, arrangement or matter or has in relation to it a duty which conflicts or may conflict with the interests of the company. Directors' power to vote on contracts in which they are interested

THE SEAL AND EXECUTION OF DEEDS

47. The seal shall only be used by the authority of a resolution of the directors. The directors may determine who shall sign any instrument executed under the seal. If they do not, it shall be signed by at least one director and the secretary or by at least two directors. Any document may be executed under the seal by impressing the seal by mechanical means or by printing the seal or a facsimile of it on the document or by applying the seal or a facsimile of it by any other means to the document. A document signed, with the authority of a resolution of the directors, by a director and the secretary or by two directors and expressed (in whatever form of words) to be executed by the company has the same effect as if executed under the seal. For the purpose of the preceding sentence only, "secretary" shall have the same meaning as in the Act and not the meaning given to it by regulation 1 of Table A. Authority required for execution of deed

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48. The company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad. Official seal for use abroad

CERTIFICATION

49. Any director or the secretary, or any person appointed by the directors for the purpose, shall have power to authenticate any documents affecting the constitution of the company and any resolutions passed by the company (or the holders of any class of shares of the company) or the directors or any committee of the directors, and any books, records, documents and accounts relating to the business of the company, and to certify copies of or extracts from them as true copies or extracts. A document purporting to be a copy of a resolution, or the minutes of or an extract from the minutes of a meeting of the company (or the holders of any class of shares of the company) or of the directors or any committee of the directors that is certified in this way shall be conclusive evidence in favour of all persons dealing with the company in reliance on it that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting. Certified copies

RECORD DATES

50. Notwithstanding any other provision of these articles, the company or the directors may fix any date as the record date for any dividend, distribution, allotment or issue, which may be on or at any time before or after any date on which the dividend, distribution, allotment or issue is declared, paid or made. Record dates for dividends, etc.

NOTICES

51. Any notice to be given to or by any person pursuant to the articles, except a notice calling a meeting of the directors or a committee of the directors, shall be in writing which includes, without limitation, telex, facsimile and electronic mail and any other visible substitute for writing. A notice may be partly in one form and partly in another. Method of giving notice

52. The company may give any notice to a member:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address; or
- (c) by sending it by telex, facsimile or electronic mail to a number supplied to the company by the member for that purpose.

In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.

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53. This article applies to any notice to be given to or by any person pursuant to the articles, including without limitation a notice under article 29 or article 34. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice sent by post shall be deemed given:

When notice by
post deemed
served

- (a) if sent by first class post from an address in the United Kingdom to another address in the United Kingdom, on the day following that on which the envelope containing it was posted;
- (b) if sent by the equivalent of first class post from an address in another country to another address in that country, on the day following that on which the envelope containing it was posted;
- (b) if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, or to an address in the United Kingdom from an address outside the United Kingdom, on the third day following that on which the envelope containing it was posted; and
- (c) in any other case, on the fifth day following that on which the envelope containing it was posted.

54. This article applies to any notice to be given to or by any person pursuant to the articles, including without limitation a notice under article 29 or article 34. A notice sent by telex, facsimile or electronic mail transmission shall be deemed given twelve hours after the time of despatch or at such earlier time as receipt is acknowledged. A notice left at an address shall be deemed given when delivered.

When other
notices deemed
given