

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MILLER/CTP (FAREHAM) LTD

(Company No. 04018553)

(as adopted by special resolution on 21 November 2000)
December



PRELIMINARY

1. The regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (which Table is hereinafter referred to as "Table A") shall, save insofar as they are excluded by or inconsistent with the following provisions, apply (as modified hereby) to the Company.
2. Regulations 23, 24, 40, 41, 50, 59, 64, 65, 66, 67, 68, 69, 73, 74, 75, 76, 77, 82, 88, 89, 90, 94, 101, 111, 112 and 115 of Table A shall not apply to the Company.

INTERPRETATION

3. 3.1 In the first line of regulation 1 of Table A after the word "regulations" the words "and in any Articles adopting the same in whole or in part" shall be inserted.

3.2 In these Articles:-

- (i) unless the context otherwise requires the following expressions have the following meanings:-

"A" Director" any director for the time being appointed and holding office pursuant to Article 15.1;

"A" Shares" the "A" ordinary shares of £1 each in the share capital of the Company from time to time;

"B" Director" any director for the time being appointed and holding office pursuant to Article 15.2;

"B" Shares" the "B" ordinary shares of £1 each in the share capital of the Company from time to time;

- (ii) words or expressions the definitions of which are contained or referred to in the Act shall be construed as having the meaning thereby attributed to them but excluding any statutory modification thereof not in force on the date of adoption of these Articles as the Articles of Association of the Company;
- (iii) words importing the singular number shall include the plural and vice versa, words importing the masculine shall include the feminine and neuter and vice versa and words importing persons shall include bodies corporate, unincorporated associations and partnerships; and
- (iv) reference to Articles are references to these Articles and references to paragraphs and sub-paragraphs are, unless otherwise stated, references to paragraphs of the Article or references to sub-paragraphs of the paragraph in which the reference appears.

PRIVATE COMPANY

- 4. The Company is a private company and accordingly no invitation shall be made to the public to subscribe for any shares or debentures of the Company.

SHARE CAPITAL

- 5. As at the date of adoption of these Articles as the Articles of Association of the Company, the share capital of the Company is £100,000 divided into 50,000 "A" ordinary shares of £1 each and 50,000 "B" ordinary shares of £1 each. The "A" Shares and the "B" Shares shall constitute separate classes of shares for the purposes of the Act but shall rank *pari passu* in all respects save as expressly hereinafter provided as regards the appointment and removal of directors, voting and quorum.

TRANSFER OF SHARES

- 6. The Directors shall refuse to register any transfer of any share, whether or not it is a fully paid share, unless such transfer is made in accordance with the provisions of a shareholders' agreement among Miller Investments Southern Limited, CTP Limited, CTP Property (Holdings) Limited and the Company entered into of even date with the date of adoption of these Articles.
- 7. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor. The instrument of transfer need not be executed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETINGS

- 8. A resolution put to the vote of a general meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded. A poll may be demanded by the chairman or by any member present. A demand by a person as proxy for, or a duly authorised corporate representative of, a member shall be the same as a demand by the member.
- 9. No business shall be transacted at any general meeting unless a quorum of members is present both at the time when the meeting proceeds to business and at the time which such business is transacted. Two members entitled to vote upon the business to be transacted, one being a holder (or proxy for or duly authorised corporate representative of a holder) of "A" Shares and one being a holder of (or proxy for or duly authorised corporate representative of a holder) of "B" Shares, shall be a quorum; provided always that, for the purposes of a separate meeting of the holders of any class of share of the Company, the quorum shall, where there is only one holder

of the shares of such class, be one member present in person or by proxy or duly authorised corporate representative aforesaid.

10. If within half an hour from the time appointed for a general meeting such a quorum is not present or if during a general meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day (or, if that day is a holiday, to the next following working day) in the next week and at the same time and place or to such other date, time and place as the directors may determine. If at the adjourned meeting such a quorum is not present within half an hour from the time appointed for the adjourned meeting, the meeting shall stand dissolved.

VOTES OF MEMBERS

11. 11.1 The "A" Shares shall not confer the right to vote, either on a show of hands or on a poll, upon a resolution for the appointment or removal from office of a "B" Director.
- 11.2 The "B" Shares shall not confer the right to vote, either on a show of hands or on a poll, upon a resolution for the appointment or removal from office of an "A" Director.
12. The chairman of a general meeting shall not have a second or casting vote.
13. On a poll votes may be given either personally or by proxy or, in the case of a member being a corporation, by its duly authorised corporate representative.

NUMBER AND APPOINTMENT OF DIRECTORS

14. Unless otherwise agreed by the holders of all of the "A" Shares and the holders of all of the "B" Shares, the maximum number of directors shall be four, up to two of whom must be "A" Directors and up to two of whom must be "B" Directors. If, at any time, there shall be only one class of share in issue, then the number of directors shall be subject to a minimum of two and a maximum of four.
15. 15.1 The holders of a majority in nominal value of the issued "A" Shares shall be entitled at any time and from time to time to appoint up to two persons as "A" directors and to remove any such directors from office and to appoint any other person or persons in place of any such directors so removed or dying or otherwise vacating office.
- 15.2 The holders of a majority in nominal value of the issued "B" Shares shall be entitled at any time and from time to time to appoint up to two persons as "B" directors and to remove any such directors from office and to appoint any other person or persons in place of any such directors so removed or dying or otherwise vacating office.
- 15.3 Every appointment or removal made pursuant to this Article 15 shall be made by notice in writing to the Company signed by or on behalf of the person or persons entitled to make the same. Such notice shall take effect when served or deemed to be served on the Company in accordance with Articles 33 and 34 or delivered at a meeting of the directors.
16. Any director who is appointed to any executive office or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine.

17. A director shall not be required to hold any shares of the Company by way of qualification but he shall be entitled to receive notice of and attend and speak at all general meetings of the Company.
18. Provided that a director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in the manner provided by section 317 of the Act he shall be counted in the quorum of any meeting of directors at which the same is considered and shall be entitled to vote as a director in respect thereof.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

19. The office of the director shall be vacated if:-
 - (i) 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
 - (ii) he becomes bankrupt or apparently insolvent or makes any arrangement or composition with his creditors generally; or
 - (iii) the circumstances specified in regulation 81(c) of Table A apply to him; or
 - (iv) he resigns his office by notice to the Company; or
 - (v) he is removed from office under section 303 of the Act, or by extraordinary resolution of the Company; or
 - (vi) being an "A" Director or a "B" Director he is removed from office pursuant to Article 15;

and (save as expressly above provided) regulation 81 of Table A shall not apply.
20. No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

PROCEEDINGS OF DIRECTORS

21. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors. Notice of every meeting of directors shall be given to each director, including directors who are absent from the United Kingdom and have given the Company their addresses outside the United Kingdom. No resolution of the directors shall have effect unless all of the "A" Directors and all of the "B" Directors present at the meeting have voted in favour of such resolution. The chairman at any meeting of the directors shall not be entitled to a second or casting vote.
22. Any director enabled to participate in the proceedings of a meeting by means of a communication device (including a telephone) which allows all the other directors present at such meeting, whether in person or by means of such type of communication device, to hear at all times such director and such director to hear at all times all other directors present at such meeting (whether in person or by means of such type of communication device) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum and entitled to vote.

23. Unless otherwise agreed by the holders of all of the "A" Shares and the holders of all of the "B" Shares, the quorum for the transaction of the business of the directors shall be two, one of whom must be an "A" Director and one of whom must be a "B" Director.
24. Notwithstanding the provisions of section 80 of the Act, the directors shall only be entitled to allot relevant securities (as defined in section 80(2) of the Act) with the prior written consent of the holders of all the "A" Shares and the prior written consent of the holders of all the "B" Shares.

BORROWING POWERS

25. The directors may, pursuant to a valid resolution passed at a quorate meeting but not otherwise, exercise all the powers of the Company to borrow money without limits as to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge (either fixed or floating) over the undertaking, property and uncalled capital or any part thereof of the Company and, subject to Article 24 and to section 80 of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS NOT TO RETIRE BY ROTATION

26. The directors shall not be subject to retirement by rotation. Accordingly, the words "and may also determine the rotation in which any additional directors are to retire" in regulation 78 of Table A, the last two sentences in regulation 79 of Table A and the last sentence of regulation 84 of Table A shall not apply to the Company.
27. The continuing directors may act notwithstanding any vacancy in their number, but if and so long as there shall not be at least one "A" Director and one "B" Director in office, the continuing directors may only act for the purpose of summoning a general meeting of the Company unless there shall only be one class of share in issue.

ALTERNATE DIRECTORS

28. A director may by notice given to the Company in accordance with Article 33 appoint any other director, or any other person approved by the directors (such approval not to be unreasonably withheld or delayed) as his alternate and may at any time by such notice revoke such appointment.
29. An alternate director shall not be deemed to be the agent of his appointor, but shall be deemed to be an officer of the Company. Nevertheless, unless he is already an officer of the Company in his own right, an alternate director shall not, as such, have any rights or powers other than those mentioned below.
30. An alternate director shall be entitled to receive notice of meetings of directors (but without prejudice to his appointor's right to receive such notices), to attend, speak and vote as a director at any meeting at which his appointor is not personally present, to be counted in reckoning whether a quorum is present thereat, to sign any written resolution of the directors as provided in regulation 93 of Table A and generally to perform all the functions of his appointor as director in his absence. A director present at a meeting of directors and appointed alternate for any other directors shall have an additional vote for each of his appointors absent from the meeting. Without prejudice to the generality of the foregoing, an alternate director appointed by an "A" Director or a "B" Director shall for the purposes of these Articles be deemed to be the director he represents.

31. The appointor of an alternate director may direct the payment to the alternate director of part or all of the remuneration which would otherwise be payable to the appointor but, except as so directed, an alternate director shall not be entitled to any remuneration from the Company for acting in that capacity.
32. An alternate director shall cease to be such if for any reason his appointment be revoked or his appointor ceases to be a director or if he ceases or would, if a director in his own right, cease to be a director, in any of the circumstances mentioned in Article 19.

NOTICES

33. Any notice given to or by any person pursuant to these Articles shall be in writing except that notice calling a meeting of the directors need not be in writing. Notices may be given to a member by fax as well as sending the same by post or leaving the same at his registered address and any notice given by or on behalf of any person to the Company may be given by leaving the same at or by sending the same by post (airmail, if sent to or from the United Kingdom) or fax to the office or such other place as the directors may appoint.
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 shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted if sent within the United Kingdom and at the expiration of five days after posting aforesaid if sent to or from abroad and a notice sent by fax shall be deemed to arrive on the date of despatch subject to receipt of the appropriate answer back on completion of the transmission thereof.

INDEMNITY

35. In addition to the indemnity contained in regulation 118 of Table A and subject to the provisions of the Act, every director, managing director, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution of and discharge of the duties of his office.

SHARE CERTIFICATES

36. Every certificate shall be signed by two directors or a director and the secretary of the Company and regulation 6 of Table A shall be deemed to be amended accordingly.

NO SEAL

37. The Company shall not have a seal and the provisions of Table A shall be read accordingly.

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CERTIFIED A TRUE COPY
Shepherd & Wedderburn
SHEPHERD & WEDDERBURN WS

23 Feb 2001 **DATE**

For and on behalf of Miller Investments
Southern Limited.


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Director

ARTICLES OF ASSOCIATION

of

MILLER/CTP (FAREHAM) LIMITED

(as adopted by special resolution on ²² November 2000)
December

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1. The first part of the document is a list of the names of the persons who were present at the meeting.

2. The second part of the document is a list of the names of the persons who were absent from the meeting.