

PR21 UK LIMITED

WRITTEN MEMBERS' RESOLUTIONS
Pursuant to Section 381A Companies Act 1985

RESOLUTIONS

Pursuant to Section 381A Companies Act 1985, we, the undersigned being the sole member of the above named Company entitled to attend and vote at general meetings of the Company hereby pass the resolutions set out below which shall have effect as if they had been passed as special resolutions of the Company.

1. **RESOLVED** that the authorised share capital of the Company be increased beyond the authorised share capital of £1,000 by the addition of US\$41 by the creation of an additional 4,100 Preferred Shares of US\$0.01 each having the rights and being subject to the restrictions set out in the new Articles of Association adopted by resolution 3 below.
2. **RESOLVED** that with effect from the passing of this resolution and in substitution for any existing authority, the directors be unconditionally authorised, for the purposes of Section 80 of the Companies Act 1985, to allot up to 4,100 Preferred Shares of US\$0.01 each in the capital of the Company but so that the authority provided by this resolution shall expire on 31 December 2002.
3. **RESOLVED** that the new Articles of Association in the form attached be adopted by the Company in substitution for the existing Articles of Association of the Company, and that they be filed by the Company Secretary with the Registrar of Companies.

Signed 
On behalf of
DANIEL J. EDELMAN, INC.

Dated 2003, April 4



Company number
4020756

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

PR21 UK LIMITED
(adopted by special resolution
passed on 4th April 2003)

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of adoption of these Articles) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.
2. (1) In these Articles, unless the contrary intention appears:

"A Shares" means the A Ordinary Shares of £1 each in the capital of the Company and **"A Shareholder"** means a holder of any of those shares;

the **"Act"** means the Companies Act 1985 and any amendments thereto;

"holding company" shall have the meaning set out in section 736 of the Act;

"B Shares" means the B Ordinary Shares of £1 each in the capital of the Company and **"B Shareholder"** means a holder of any of those shares;

"Preferred Shares" means the Preferred Shares of \$0.01 each in the capital of the Company and **"Preferred Shareholder"** means a holder of any of those shares; and

the **"Statutes"** means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act.

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- (2) References to "£" and "pounds" means references to the lawful currency of the United Kingdom of Great Britain and Northern Ireland and references to "\$" and "dollars" mean references to the lawful currency of the United States of America.

Headings to these Articles are inserted for convenience only and shall not affect their construction.

SHARE CAPITAL

3. (1) The authorised share capital of the Company at the date of adoption of these Articles is £1,000 divided into 900 A Shares and 100 B Shares and \$41 divided into 4,100 Preferred Shares.
- (2) The A Shares, the B Shares and the Preferred Shares shall be separate classes of shares and shall carry the respective voting rights and rights to appoint and remove directors and be subject to the restrictions on transfers hereinafter provided.
4. Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded.

PREFERRED SHARES

5. Dividend Rights

- (1) The Preferred Shareholders shall have the right to receive, out of the profits of the Company available for distribution and resolved to be distributed and in priority to the holders of any other class of shares in the capital of the Company, a fixed cumulative preferential dividend at a rate determined annually in the discretion of the directors, which rate shall initially be at the rate of 3.59% per annum on the capital for the time being paid up on that share, such dividend to accrue from day to day and to be paid in two equal instalments on 30 June and 31 December in each year in respect of the half-years ending on those dates, except that the first payment will be made on 31 December 2002 in respect of the period from the date of allotment of the shares to that date.
- (2) Each year, the directors shall have the right to give written notice to the Preferred Shareholders at any time during the period beginning on 1 July and ending on 31 July of such year of any change to the dividend rate then in effect, which change shall be effective as of 1 July of such year and remain in effect until such time as the directors may change the dividend rate pursuant to the foregoing procedure. Such notice shall be addressed to each Preferred Shareholder at the address of such Preferred Shareholder appearing in the register of members.

6. Voting Rights

A Preferred Share shall not confer on the holder the right to receive notice of or to attend or to vote either in person or by proxy at any general meeting unless the business of the

meeting includes the consideration of a resolution:

- (a) varying any of the special rights attached to the Preferred Shares;
- (b) increasing or decreasing the authorised number of Preferred Shares;
- (c) authorising or designating, whether by reclassification or otherwise, any new class or series of share or any securities convertible into equity securities of the Company ranking *pari passu* with or senior to the Preferred Shares in right of liquidation preference or dividends or any increase in the authorised or designated number of any such new class or series; or
- (d) winding up the Company or reducing the capital of the Company.

7. Rights to Capital

- (1) On a winding up or other return of capital the Preferred Shareholders shall in respect of each Preferred Share held by them, receive, in priority to the holders of any other class of shares in the capital of the Company, repayment in full of the capital (including any premium) paid up on the share and payment of a sum equal to any arrears or accruals of the fixed cumulative preferential dividend on that share, whether or not earned or declared, calculated down to and including the date of the return of capital.
- (2) A Preferred Share shall not confer on the holder any further right to participate in the profits or assets of the Company.

8. Redemption

- (1) Each year, upon written notice from any Preferred Shareholder of then outstanding Preferred Shares delivered to the Company at any time prior to or on 15 August of such year, the Company shall, subject to the Statutes, redeem by no later than 31 August of such year the number of issued and outstanding Preferred Shares specified for redemption in the notice by the applicable holder for cash. Each Preferred Shareholder requesting redemption pursuant to the foregoing procedure shall surrender to the Company by the date of redemption of the applicable year such holder's certificate or certificates representing the shares to be redeemed.
- (2) The Company may at any time, subject to the Statutes, redeem any Preferred Share for the time being in issue.
- (3)
 - (a) If an offer is made to holders of A Shares and B Shares (or to all those shareholders other than the offeror and/or any of its associates (as defined in section 430(E)(4) of the Act)) to acquire the whole or any part of the issued ordinary share capital of the Company; or
 - (b) if any person proposes a scheme or other arrangement with regard to such acquisition;

and (in either of the cases in sub paragraph 3(a) or 3(b)) the Company becomes aware that the right to cast more than 50 per cent. of the votes which may ordinarily be cast on a poll at a general meeting of the Company has or will become vested in the offeror and/or its associates; or

- (c) if there shall be a sale, lease or other disposition of all or substantially all of the assets of the Company;

the Company shall give written notice of that vesting sale, lease or other disposition to all the holders of the Preferred Shares within 14 days of it becoming so aware and each holder shall be entitled within the period of six weeks from the date of the notice to require the Company to redeem all or any of his Preferred Shares in accordance with the provisions of this article and the redemption date shall be the date on which written notice is received by the Company stating that all or part of the holding is to be redeemed.

- (4) If the Company is not permitted by the Statutes to redeem any Preferred Shares on a date determined in accordance with sub-paragraphs (1) or (3), it shall redeem those shares as soon after that date as it shall be permitted to do so by the Statutes and if at any time the Company is permitted to redeem under sub-paragraphs (1) or (3) only some of the Preferred Shares, it shall redeem those shares at that time and shall redeem the remaining shares as soon as it is permitted to do so.
- (5) Except in the case of a redemption under sub-paragraphs (1) and (3) above, the Company shall give at least 28 days' notice in writing (a "redemption notice") to the holders of Preferred Shares to be redeemed under this article. A redemption notice shall specify the particular Preferred Shares to be redeemed, the date when the redemption is to be effective (the "redemption date") and the place at which the certificates for (or such other evidence (if any) as the board may reasonably require to prove title to) those Preferred Shares are to be presented for redemption.
- (6) If any redemption date would otherwise fall on a Saturday, a Sunday or a day which is a public holiday in England, then the redemption date shall be the next date which is not such a day.
- (7) Subject to delivery on the redemption date to the Company of the documents required in the redemption notice by the holder of a Preferred Share to be redeemed, the Company shall redeem that share and pay to the holder (or in the case of joint holders, the holder whose name first appears in the register in respect of that Preferred Share) by cheque by post at the risk of the holder to (or to the order of) the holder the amount due to him in respect of that redemption.
- (8) No charge shall be made to the holder for a new certificate for (or other evidence which may reasonably be required to prove title to) Preferred Shares which are

not to be redeemed but which were included in a certificate (or in such other evidence of title) delivered to the Company under this article.

- (9) On each Preferred Share to be redeemed under this article the Company shall pay the premium paid at the time of issue all arrears and accruals of the preferential dividend on that share calculated down to and including the relevant redemption date and to be payable irrespective of whether or not that dividend has been declared or earned or become due and payable.
- (10) As from the relevant redemption date of a Preferred Share to be redeemed under this article the preferential dividend shall cease to accrue on that Preferred Share, unless on presentation of the documents relating to it (as required in the redemption notice), payment of the moneys due at the redemption is refused, in which case the preferential dividend on that share shall be deemed to have accrued and shall continue to accrue from and excluding the redemption date to and including the date of payment.

9. **Other matters**

The Company shall at the same time send to the holders of the Preferred Shares a copy of every document sent to the holders of the A Shares and the B Shares.

TRANSFER OF SHARES

- 10. The directors shall refuse to register the transfer of a share (whether fully paid up or not), without the necessity for assigning any reason therefor, other than a transfer made pursuant to Article 11. The first sentence of regulation 24 shall not apply. The directors shall register any transfer which complies with the provisions of Article 11.
- 11.
 - (1) No member (including a person becoming entitled to a share in consequence of the death or bankruptcy of a member) shall without the prior consent of all the A Shareholders sell, transfer, assign, mortgage or otherwise encumber any of the shares owned by him (or to which he may be entitled) or the beneficial interest in any of such shares. Each share certificate shall have denoted thereon that the shares comprised therein are subject to restrictions pursuant to these Articles and in particular this Article 11.
 - (2) The restrictions on transfer contained in this Article shall apply to all transfers and transmissions operating by law or otherwise.

PROCEEDINGS AT GENERAL MEETINGS

- 12. No business shall be transacted at any general meeting unless all the A Shareholders are present. Regulation 40 shall not apply.
- 13. A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be amended accordingly.

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14. The chairman at any general meeting shall not be entitled to a second or casting vote. Regulation 50 shall not apply.
15. (1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
- (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these Articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 shall be amended accordingly.
- (5) References in this Article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

SHAREHOLDERS' RESOLUTIONS

16. A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would have been entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act. Regulation 53 shall not apply.

VOTES OF MEMBERS

17. (1) Other than as stated in Article 6, the B Shares and the Preferred Shares shall not carry any entitlement to vote at general meetings of the Company, or carry an entitlement to receive notice of and attend at general meetings of the Company.

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- (2) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held on the day of, but before the time appointed for holding, the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 and the last provision of regulation 62 shall be amended accordingly.

NUMBER OF DIRECTORS

18. The directors (other than alternate directors) shall not, unless otherwise determined by an ordinary resolution of the Company, be less than two in number nor more than ten. Regulation 64 shall not apply to the Company.

APPOINTMENT AND REMOVAL OF DIRECTORS

19. (1) The holders of a majority of the A Shares may appoint any person as a director of the Company and may at any time remove from office any director appointed by them and may appoint any person as a director in place of any director so removed or in place of any director appointed by them who vacates his office or dies.
- (2) Every appointment or removal under this Article shall be made in writing signed by or on behalf of the holders for the time being of a majority of the A Shares (a corporation holding any such shares acting by resolution of its directors evidenced by the signature of one of its directors or its secretary) and shall take effect on and from the date on which the notice of appointment or removal is lodged at the registered office of the Company or produced at a meeting of the directors.
20. A director need not be a member of the Company. A director who is not a member of the Company shall be entitled to receive notice of, attend and speak at general meetings.
21. (1) A director may:
- (a) be interested in, directly or indirectly, any transaction or arrangement with the Company or in which the Company is otherwise interested; and
 - (b) hold and be remunerated in respect of any office (except the office of auditor) or place of profit under the Company and he or any firm of which he is a partner may act in a professional capacity for the Company and be remunerated in respect of any such services.
- (2) Regulation 85 shall be amended accordingly.
22. The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) shall not apply.

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23. No director shall be appointed otherwise than as provided in these Articles. Regulation 90 shall apply as if the words "filling vacancies or of" were deleted.

ALTERNATE DIRECTORS

24. (1) The holders of a majority of the A Shares may at any time appoint any person (including another director) to be the alternate of any director appointed by it and may at any time terminate such appointment. Any such appointment or termination of appointment shall be effected in like manner as provided in Article 19(2). The same person may be appointed as the alternate director of more than one director. Regulations 65 to 68 (inclusive) shall not apply.
- (2) An alternate director shall be entitled to receive notice of all meetings of directors, to attend and to vote at any such meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director.
- (3) Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulations 88 and 89 shall not apply.
- (4) Any person appointed as an alternate director shall vacate his office as an alternate director if the director of whom he is the alternate ceases to be a director or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office.

POWERS OF DIRECTORS

25. (1) Without prejudice to the provisions of regulation 87, the directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which employees of the Company or of any other such company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any other such company, subsidiary undertaking or pension fund; for the purposes of this Article "holding

company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1989.

- (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes 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 any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

26. (1) The quorum for a meeting of the directors shall throughout the meeting be at least two directors.
- (2) In the case of an equality of votes at any meeting of the directors or a committee of the directors, the chairman of the meeting shall not have a second or casting vote. Regulation 88 shall be amended accordingly.
27. Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) shall not apply.
28. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Any director may waive notice of any meeting and any such waiver may be retroactive. Regulation 88 shall be amended accordingly.
29. Regulation 93 (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex".
30. (1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
- (a) to hear each of the other participating directors addressing the meeting; and
- (b) if he so wishes, to address all of the other participating directors simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these Articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of Article 27.

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- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

EXECUTIVE DIRECTORS

31. (1) The directors may appoint one or more of their number to any executive office in the Company, (including, but without limitation, that of chairman, deputy chairman, chief executive, managing director or joint managing director) for such period and on such terms as they think fit, and may revoke or terminate any appointment so made without prejudice to any claim for damages for breach of any agreement between the director and the Company.
- (2) The remuneration of any director appointed to any executive office shall be fixed by the directors and may be by way of salary, commission, participation in profits and either in addition to or inclusive of his remuneration as a director.
- (3) Regulation 84 shall not apply.

ASSISTANT DIRECTORS

32. (1) The directors may appoint one or more people to be assistant directors in the Company for such period and on such terms as they think fit, and may revoke or terminate any appointment so made without prejudice to any claim for damages for breach of any agreement between the assistant director and the company.
- (2) An assistant director so appointed shall not be a director of the Company within the meaning of section 741(1) of the Act and an assistant director shall not hold himself out to be a director within the meaning of the Act in any dealings with third parties.
- (3) An assistant director shall not be deemed to be a member of the board of directors or any committee thereof, and shall not attend meetings of the directors except at the invitation of the directors and, when present at a meeting of the directors by invitation, shall not be entitled to vote.

SEAL

33. (1) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.
- (2) The directors shall provide for the safe custody of every seal which the Company may have.
- (3) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee.

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- (4) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
- (5) Unless otherwise decided by the directors:
- (a) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed; and
 - (b) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors.
- (6) Regulation 6 shall be amended accordingly. Regulation 101 shall not apply.

NOTICES

34. (1) The Company may give any notice to a member either personally or by sending it by prepaid airmail or first class post or telex or facsimile transmission to the member at his registered address or by leaving it at that address. 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.
- (2) Regulation 112 shall not apply and regulation 116 shall apply as if the words "within the United Kingdom" did not appear.
35. (1) Proof that:
- (a) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post, where available); or
 - (b) a telex or facsimile transmission setting out the terms of a notice was properly addressed and despatched
- shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was posted or, in the case of telex or facsimile transmission, when despatched.
- (2) Regulation 115 shall not apply.

INDEMNITY

36. (1) Subject to the provisions of and to the extent permitted by the Statutes, every director, secretary, other officer or auditor of the Company shall be entitled to be indemnified by the Company out of its own funds against any liability incurred by him in the actual and/or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in

relation to or in connection with his duties, powers or office, including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court, but:

- (a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
 - (b) the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.
- (2) Regulation 118 shall not apply.
 - (3) Subject to the provisions of the Act, the Company may purchase and maintain for any director or other officer or auditor, insurance against any liability.