

Company Number: 4251635

**THE COMPANIES ACTS 1985 TO 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF ACTIVE EUROPE NETWORK LIMITED**

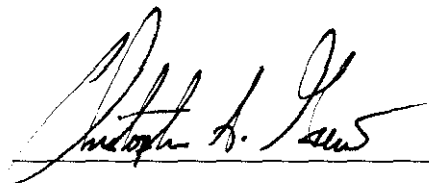
Dated this 17<sup>th</sup> day of July 2001.

I, the undersigned, being the sole member of Active Europe Network Limited (the "**Company**") who at the date of this resolution would be entitled to attend and vote at general meetings of the Company, HEREBY PASS the following special resolutions and agree that the said resolutions shall, in accordance with regulation 53 of Table A to the Companies Act 1985 which is embodied in the articles of association of the Company, for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

Given that the existing articles of association were filed in error in so far as Article 17 (b) provides that "the minimum number of Directors shall be two"; whereas the desired minimum number of Directors is one, the following Special Resolutions are passed to effect this change and ratify any acts made by a single director in contravention of the Articles.

**SPECIAL RESOLUTION**

1. THAT the regulations set forth in the printed document produced to this meeting, and for the purpose of identification signed by the chairman hereof, be approved and adopted as the articles of association of the company, in substitution for, and to the exclusion of, all the existing articles thereof.
2. THAT any acts or liabilities incurred by BHD Directors Limited in contravention of the previous articles of association are hereby ratified as if there had been two directors.



BHD Nominees Limited

FOR AND ON BEHALF OF  
BHD NOMINEES LIMITED



**THE COMPANIES ACT 1985 (as amended)**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**- of -**

**ACTIVE EUROPE NETWORK LTD**

**PRELIMINARY**

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

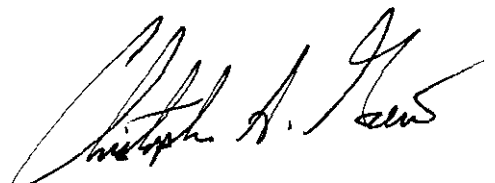
(b) In these Articles "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

**ALLOTMENT OF SHARES**

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (c) below), allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(c) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.



## **SHARE CERTIFICATES**

3. The Company may execute share certificates in accordance with the enabling provisions of Section 36A of the Act and the provisions of Regulation 6 of Table A shall be deemed to have been varied accordingly.

## **SHARES**

4. The lien conferred by Regulation 8 of Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

## **TRANSFER OF SHARES**

6. For as long as the Company is, or if at any time in the future the Company becomes, the wholly owned subsidiary (as defined in Section 736 of the Act) of another company, a transfer in respect of any shares in the Company may be executed by a director of that other company, and the Directors of the Company shall be bound to accept such a transfer as validly executed by a duly authorised agent of the transferee.

7. Regulation 24 of Table A shall not apply. Save for any transfer made pursuant to the provisions of Article 6 the Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any share, whether or not it is a fully paid share.

## **PROCEEDINGS AT GENERAL MEETINGS**

8. Regulation 37 of Table A shall be read and construed as if the last sentence were omitted there from.

9. The second sentence of Regulation 40 of Table A shall be omitted. One member present in person or by proxy shall be a quorum at any general meeting.

10. (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore, such adjourned General Meeting shall be dissolved.

(b) Regulation 41 of Table A shall not apply to the Company.

11. Regulation 46 of Table A shall be read and construed as if the words "any member" were substituted for the words "at least two members" in paragraph (b) thereof and paragraphs (c) and (d) thereof were omitted.

### **VOTES OF MEMBERS**

12. A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.

13. Regulation 56 of Table A shall be read and construed as if the words "in writing" were inserted after "... for the deposit of instruments of proxy ..."

14. Regulation 59 of Table A shall not apply to the Company. 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 representative.

15. Regulation 62 of Table A shall be read and construed as if the words "within the United Kingdom" were omitted there from.

### **"SIGNATURE" ON ELECTRONIC COMMUNICATIONS**

16. An electronic communication from a member to the Company shall be deemed "signed" by or on behalf of the member where it bears a discrete identification number assigned to that member by the Company.

### **APPOINTMENT OF DIRECTORS**

17. (a) Regulation 64 of Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination, the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 of Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company. The last sentence of Regulation 84 of Table A shall be omitted.

(d) A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company, signed by one of its Directors on its behalf, and shall take effect upon lodgement at the registered office of the Company. Regulation 111 of Table A shall be modified accordingly.

(e) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

(f) In Regulation 85(c) of Table A there shall be inserted after the words "interest or benefit" the words "unless the Company by ordinary resolution otherwise directs".

18. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent has been obtained and shall not be affected or in any way prejudiced by any such restriction or lack of consent unless such person had at the time express notice that any act or transaction effected by or with the authority of the Directors was in excess of their powers.

### **BORROWING POWERS**

19. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

### **ALTERNATE DIRECTORS**

20. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company, deposited at its registered office, from time to time direct. Regulations 66 and 111 of Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Regulation 65 of Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom 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.

(c) Regulation 66 of Table A shall be read and construed as if the last sentence were omitted there from.

### **DISQUALIFICATION OF DIRECTORS**

21. Regulation 81 of Table A shall not apply to the Company. The office of Director shall be vacated if the Director:

- (a) resigns his office by notice in writing to the Company, deposited at its registered office; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or

(d) becomes of unsound mind; or

(e) ceases to be a director by virtue of Section 291 or 293 of the Act; or

(f) is removed from office in accordance with the provisions of Article 17(d).

Regulation 111 of Table A shall be modified in accordance with Article 21(a) above.

### **GRATUITIES AND PENSIONS**

22. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Regulation 87 of Table A shall not apply to the Company.

### **PROCEEDINGS OF DIRECTORS**

23. (a) Regulation 88 of Table A shall be read and construed as if the third sentence were omitted there from.

(b) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolutions as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(c) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

24. All or any of the Directors or of the members of any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

### **NOTICES**

25. (a) Regulation 112 of Table A shall be read and construed as if the third sentence were omitted there from.

(b) Regulation 115 of Table A shall not apply to the Company.

(c) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given provided that, if the Company is aware of the failure in delivery of an electronic communication, it makes two subsequent attempts to remedy the situation, before reverting to sending a hard copy of the communication by mail to the recipient's last known postal address. A notice given by post shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. A notice given by electronic communication shall be deemed to be given at the expiration of 48 hours after despatch of the electronic communication notwithstanding the company may be aware of the failure of the first or subsequent attempts to deliver the electronic communication.

(d) Regulation 116 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted there from.

## **INDEMNITY**

26. (a) Subject to the provisions of and so far as may be permitted by law, every Director, Secretary or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him 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 under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director, Secretary or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, Secretary, officer, employee or agent of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

(c) Regulation 118 of Table A shall not apply to the Company.

## **THE SEAL**

27. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. Regulation 101 of Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

## **SINGLE MEMBER COMPANY**

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

## **WINDING UP**

29. In Regulation 117 of Table A shall be inserted before the words "determine how such division" the words "with the like sanction".