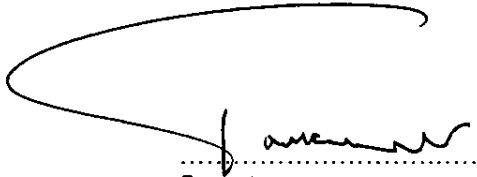


Company number 04737496

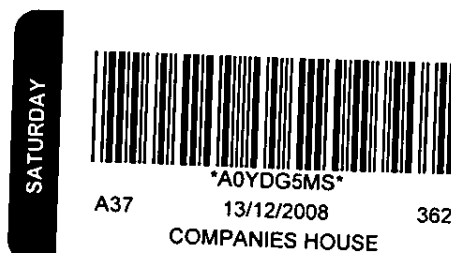
THE COMPANIES ACTS 1985 TO 2006  
PRIVATE COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
OF  
FUTUREFORM DESIGN AND BUILD LIMITED  
("THE COMPANY")

The following resolution was duly passed by the Company as a written resolution on 25 November 2008:

"THAT the Articles of Association in the attached form be adopted in substitution for the existing Articles of Association of the company."

  
.....  
Secretary

Date: 12 December 2008



**Company Number: 4737496**

**THE COMPANIES ACTS 1985 AND 2006  
PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF FUTUREFORM DESIGN & BUILD LIMITED\***

**PART 1: PRELIMINARY**

1. The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended prior to the adoption of these Articles (**Table A**) apply to the above named company (**the Company**) except in so far as they are excluded or varied by these Articles.
2. The Company is a private company and no shares or debentures of the Company may be offered to the public.
3. Words and expressions defined in Regulation 1 of Table A have the same meaning in these Articles where the context admits.
4. In these articles:

**Renascent** means Renascent Developments Limited, registered in England with number 5608175 and having its registered office at Maitlands, Faygate Lane, Faygate, West Sussex RH12 4SJ;

**Tingdene** means Tingdene Investments Limited, registered in England with number 04300425 and having its registered office at Bradfield Road, Finedon Road Industrial Estate, Wellingborough, Northamptonshire NN8 4HB.

**PART 2: SHARE CAPITAL**

5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each, all of which have been issued.

**PART 3: DIRECTORS**

*Appointment*

6. Directors may only be appointed in accordance with article 7. Regulations 76 to 79 of Table A shall not apply.
7. A member of the Company's parent, Tingdene Renascent Holdings Limited (**TRH**), who holds not less than 166 ordinary shares in TRH shall have the right to appoint one director to the Board of the Company and to appoint one further director for every additional holding of 166 ordinary shares in TRH. If such a director is removed or resigns, the shareholder may appoint a replacement. Appointment shall occur automatically upon a notice being served on

\* on the 25 November 2008 the name of the Company was changed from Spaceover Design and Build Limited to Futureform Design and Build Limited

the Company at its registered office, together with a completed form 288a (or any replacement for such form which may be prescribed by government regulations) bearing the proposed director's signature by way of consent to act. A director may be removed by his appointor by service of a further written notice as aforesaid.

#### *Quorum*

8. Regulation 89 of Table A shall not apply, save that a person who holds office as an alternate director shall, if his appointor is not present, be counted in the quorum. Regulation 90 of Table A shall not apply.

9. Subject to article 13, the quorum for meetings of the Board shall be:

9.1 while there are five directors, any number of directors between two and five provided that there is a majority amongst the directors present of directors appointed by Tingdene; and

9.2 while there are six directors, any number of directors between two and six provided that there is an equal number of directors appointed by each of Tingdene and Renascent.

10. If a Board meeting has been properly convened and there is not a quorum present within 15 minutes, it shall stand adjourned until the same time and place one week later, when, provided all directors have been given written notice of the adjourned meeting at least three days before it is to take place, the quorum shall revert to two directors and no regard shall be given to the question of which member appointed them.

#### *Directors' interests*

11. Subject to article 12, a director shall be entitled to vote in relation to any resolution of the Board in which he is interested and count as part of the quorum of the meeting, provided that he has declared his interest in accordance with Part 10 of the Companies Act 2006.

#### *Powers*

12. While Tingdene and/or its Permitted Transferees hold a majority of the share capital in TRH, the directors shall not be authorised to:

12.1 sell or otherwise dispose of all or a substantial part of the business or assets of the Company;

12.4 assign or sub-license any part of the intellectual property rights of the Company; or

12.5 Conclude, vary or release any commercial agreement between the Company and Tingdene.

without the prior approval of the members.

*Proceedings of Directors*

13. The chairman shall not have a casting vote in the case of an equality of votes on a resolution of the Board and Regulation 88 of Table A shall be amended accordingly.

**PART 4: MEMBERS**

14. For a general meeting to be quorate, there must be at least one person present.

**PART 5: INDEMNITY**

15. Subject to the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs.

16. The Company may buy and maintain insurance against any liability falling upon its directors or other officers which arises out of their respective duties to the Company, or in relation to its affairs.