

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4747970

The Registrar of Companies for England and Wales hereby certifies that
VIRGIN PULSE (UK) LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, London, the 29th April 2003



N04747970P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

67 67 470

Company Name in full

Virgin Pulse (UK) Limited

I, Martin Robert Henderson

of 10 Norwich Street, London, EC4A 1BD

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

M. Henderson

Declared at 90 Fetter Lane, London, EC4A 1BD

Day Month Year

On

2 9 0 4 2 0 0 3

① Please print name.

before me ①

AMY NEO

Signed

A. Neo

Date

29/04/2003

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Macfarlanes (AMQ/575564/2163865)
10 Norwich Street
LONDON
EC4A 1BD

Tel +44 (0)20 7831 9222

DX number DX: 138

DX exchange Chancery Lane



LD1
COMPANIES HOUSE

0140
29/04/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Package: 'Laserform'
by Laserform International Ltd.

10

*Please complete in typescript,
or in bold black capitals.*

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

6747470

Company Name in full

VIRGIN PULSE (UK) LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

10 Norwich Street

Post town London

County / Region

Postcode EC4A 1BD

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Number of continuation sheets attached

1

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Macfarlanes (AMQ/575564/2163315)

10 Norwich Street

LONDON

EC4A 1BD

Tel +44 (0)20 7831 9222

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



LD1
COMPANIES HOUSE
0139
29/04/03

Company Secretary (see notes 1-5)

Company name VIRGIN PULSE (UK) LIMITED

NAME *Style / Title Mr *Honours etc

* Voluntary details

Forename(s) Martin Robert

Surname Henderson

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

160 Marston Avenue

Post town Dagenham

County / Region Essex

Postcode RM10 7LP

Country England

I consent to act as secretary of the company named on page 1

Consent



Date 29 April 2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title Mrs *Honours etc

Forename(s) Bibi Rahima

Surname Ally

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

60 Harbury Road

Post town Carshalton Beeches

County / Region Surrey

Postcode SM5 4LA

Country England

Day Month Year

Date of birth

0 1 0 1 1 9 6 0

Nationality British

Business occupation

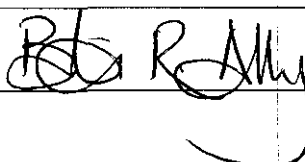
Company Director

Other directorships

See attached list

I consent to act as director of the company named on page 1

Consent signature




Date 29 April 2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>		*Honours etc	<input type="text"/>
	Forename(s)	<input type="text"/>			
	Surname	<input type="text"/>			
	Previous forename(s)	<input type="text"/>			
	Previous surname(s)	<input type="text"/>			
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	<input type="checkbox"/>			
		<input type="text"/>			
		<input type="text"/>			
	Post town	<input type="text"/>			
	County / Region	<input type="text"/>	Postcode	<input type="text"/>	
	Country	<input type="text"/>			
	Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
		<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Business occupation	<input type="text"/>			
	Other directorships	<input type="text"/>			
		<input type="text"/>			
	I consent to act as director of the company named on page 1				
	Consent signature	<input type="text"/>	Date	<input type="text"/>	

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed****Date****Or the subscribers***(i.e those who signed
as members on the
memorandum of
association).***Signed****Date**

29 April 2003

Signed**Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

DIRECTORSHIPS OF MRS BIBI RAHIMA ALLY

Bowman Power Holdings Limited
Bowman Power Systems Holdings Limited
Charles Boswell (Gunmakers) Limited
Corporate Synergy Holdings Plc
Court House Farm (Fulmer) Limited
CPM Environmental Limited
Czarnikow Rionda Limited
Daisy & Tom Limited
Environmental Auditing Limited
Fleetcar-Auctions Limited
Hoparch Limited
Inhealth Limited
Inhealth Group Limited
ITAuctions.com Limited
Jardine Communications Limited
Maypalace Limited
Morrison Nominees Limited
Performance Marketing Europe Limited
Richfield UK Limited
Rogers Worldwide Limited
Spalace Limited
Thameside Park (Barking) Management Limited
12a Eaton Square Properties Limited

522251

COMPANIES ACT 1985



PRIVATE COMPANY LIMITED BY SHARES

6747470

MEMORANDUM OF ASSOCIATION

- of -

VIRGIN PULSE (UK) LIMITED

- 1 The Company's name is VIRGIN PULSE (UK) LIMITED.
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are:
 - 3.1 To carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the shares, stock, debenture stock, loan stock, bonds, obligations, securities, property, rights, privileges or other interests of or in any company, corporation, firm or undertaking carrying on business of any kind whatsoever in any part of the world and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions undertakings and businesses of every description and to carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to manage, conduct, supervise, control and co-ordinate the activities, businesses, operations or affairs of any company, corporation or firm in which the Company is for the time being interested and to co-ordinate the policy and administration of any companies of which the Company is a member or which are in any manner controlled by or connected or associated with the Company.
 - 3.2 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets.
 - 3.3 To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company.
 - 3.4 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company.



of the Company, both present and future including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

- 3.7 To stand surety for or guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods; and, in particular, but without prejudice to the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien as aforesaid or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) ("the Act") or another subsidiary (as defined by the said Section) of any such holding company or a subsidiary (as defined by the said Section) of the Company.
- 3.8 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company).
- 3.9 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- 3.10 To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested.
- 3.11 To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, or any persons who are or were at any time directors or officers of the Company, or of any such other company as aforesaid, and the spouses, widows, widowers, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or advance the interests and well being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for any charitable or benevolent object or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
- 3.12 To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any

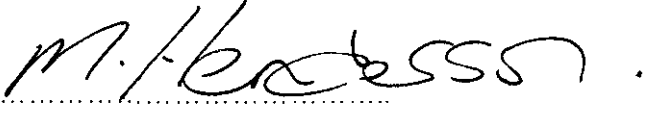
business which the Company is authorised to carry on or conduct or from which the Company would, or might derive any benefit, whether direct or indirect.

- 3.13 To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company, or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company.
- 3.14 To amalgamate with any other company.
- 3.15 To sell or dispose of the undertaking, property and assets of the Company or any part thereof, in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Company.
- 3.16 To distribute any of the Company's property or assets among the members in specie.
- 3.17 To cause the Company to be registered or recognised in any foreign country.
- 3.18 To do all or any of the above things in any part of the world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, subcontractors, trustees or otherwise.
- 3.19 To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word 'company' in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.


- 4 The liability of the members is limited.
- 5 The Company's share capital is £100 divided into 100 ordinary shares of £1 each.

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 Subscriber
Martin Henderson 160 Marston Avenue Dagenham Essex RM10 7LP 	1
Total shares taken	1

Dated: 29 April 2003

Witness to the above signature,

Signed 
Print name BIBI RAHIMA ALI
Address 10 Norwich Street
London
EC4A 1BD

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
VIRGIN PULSE (UK) LIMITED
("the Company")

1. PRELIMINARY

The regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) ("Table A") shall, except to the extent that they are excluded or amended by these articles, apply to the Company.

2. SHARE CAPITAL

2.1 The current share capital of the Company is £100 divided into 100 Ordinary shares of £1.

2.2 The directors are generally and unconditionally authorised, pursuant to section 80 of the Act, to exercise all the powers of the Company to allot relevant securities for a period expiring on the fifth anniversary of the date of adoption of this article unless previously renewed, varied or revoked by the Company in general meeting, provided that:

- (i) the maximum amount of relevant securities which may be allotted pursuant to the authority conferred by this article is the amount of the authorised but as yet unissued share capital of the Company at the date of adoption of this article; and
- (ii) by the authority conferred by this article, the directors may before the authority expires make an offer or agreement which would or might require relevant securities of the Company to be allotted after it expires and may allot relevant securities in pursuance of that offer or agreement.

2.3 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.

3. TRANSFER OF SHARES

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 a fully-paid share. Regulation 24 of Table A shall be amended accordingly.

4. GENERAL MEETINGS

4.1 Regulation 37 of Table A shall be amended by the deletion of the words "eight weeks" and the substitution for them of the words "28 days".

4.2 Any director or the secretary of a corporation which is a member shall be deemed to be a duly authorised representative of that member

- (i) for the purpose of agreeing to short notice of, or attending and voting at, any general meeting of the company and
- (ii) without prejudice to the generality of the foregoing, for the purpose of Article 5.1 and Regulation 54 of Table A.

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One member holding more than one half in nominal value of the issued share capital of the Company for the time being and present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save in such case two members present in person or by proxy or representative shall be a quorum. Regulation 40 of Table A shall not apply.
- 5.2 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:
 - (i) to hear each of the other participating members addressing the meeting; and
 - (ii) if he so wishes, to address all of the other participating members simultaneously,whether directly, by telephone conference or by any other form of communication equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- 5.3 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.
- 5.4 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 of Table A shall be amended accordingly.
- 5.5 References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly appointed proxies or authorised representatives.
- 5.6 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 be 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 a class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in similar 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 of Table A shall not apply.
- 5.7 In the case of a member which is a corporation the signature of any director or the secretary of that corporation or, in the case of a share registered in the name of joint holders, the signature of one of such joint holders, shall be deemed to be and shall be accepted as the signature of the member concerned for all purposes including the signature of any form of proxy and the signature of any resolution in writing or other document signed or approved pursuant to Article 5.6.

6. VOTES OF MEMBERS

- 6.1 A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided by Regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.
- 6.2 Regulation 57 of Table A shall be amended by the inclusion after the word "shall" of the phrase ", unless the directors otherwise determine,".
- 6.3 The following sentence shall be added to the end of Regulation 59 of Table A: "Deposit of an instrument of proxy does not preclude a member from attending and voting at the meeting or at any adjournment of it.".
- 6.4 An instrument appointing a proxy must be in writing in any usual form or in any other form, which the directors may approve and must be executed by or on behalf of the appointor. Regulations 60 and 61 of Table A shall not apply.
- 6.5 Regulation 62 of Table A shall be amended by the deletion in paragraph (a) of the words "deposited at" and by the substitution for them of the words "left at or sent by post or by facsimile transmission to", by the substitution in paragraph (a) of the words "at any time" in place of "not less than 48 hours" and by the substitution in paragraph (b) of the words "at any time" in place of "not less than 24 hours".

7. SOLE MEMBERS

- 7.1 If and for so long as the Company has only one member:
 - (i) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and Regulation 40 of Table A shall not apply;
 - (ii) a proxy for the sole member may vote on a show of hands and Regulation 54 of Table A shall be amended accordingly;
 - (iii) the sole member may agree that any general meeting be called by shorter notice than that provided for by the articles; and
 - (iv) all other provisions of the articles apply with any necessary amendment (unless the provision expressly provides otherwise).

8. NUMBER OF DIRECTORS

- 8.1 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) is not subject to any maximum and the minimum number is one. Regulation 64 of Table A shall not apply.

9. ALTERNATE DIRECTORS

- 9.1 An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors. Regulation 66 of Table A shall be amended accordingly.

10. APPOINTMENT AND REMOVAL OF DIRECTORS

- 10.1 The directors are not subject to retirement by rotation and Regulations 73 to 80, inclusive, and the last sentence of Regulation 84 of Table A shall not apply. Reference in Regulations 67 and 84 of Table A to retirement by rotation shall be disregarded.
- 10.2 The directors may appoint a person who is willing to act to be a director either to fill a casual vacancy or as an additional director.
- 10.3 The holder or holders of more than half in nominal value of the shares giving the right to attend and vote at general meetings of the Company may appoint any person to be a director and remove any director from office. The appointment or removal shall be effected by notice to the Company signed by or on behalf of the holder or holders. The notice may consist of several documents in similar form each signed by or on behalf of one or more holders and shall be left at or sent by post or facsimile transmission to the office or such other place designated by the directors for the purpose. The appointment or removal shall take effect immediately upon deposit of the notice in accordance with the articles or upon such later date (if any) specified in the notice.

11. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 11.1 The office of a 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 makes any arrangement or composition with his creditors generally; or
 - (iii) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or
 - (iv) he resigns his office by notice to the Company; or
 - (v) he is for more than six consecutive months absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) has not during that period attended any such meetings instead of him, and the directors resolve that his office be vacated; or
 - (vi) he is removed from office by notice addressed to him at his last-known address and signed by all his co-directors.

- 11.2 Regulation 81 of Table A shall not apply.

12. PROCEEDINGS OF DIRECTORS

- 12.1 Regulation 88 of Table A shall be amended by the deletion of the third sentence and the substitution for it of the following sentences: "Every director must receive notice of a meeting, whether or not he is absent from the United Kingdom. A director may waive the requirement that notice be given to him of a board meeting, either prospectively or retrospectively. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any director entitled to receive notice shall not invalidate the proceedings at that meeting".

12.2 A director or his alternate may validly participate in a meeting of the directors or a committee of directors by telephone conference or any other form of communication equipment (whether in use when these articles are adopted or not) or by a combination of those methods, if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors or a committee of directors is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors although fewer than two directors or alternate directors are physically present at the same place. The meeting is 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 participates.

12.3 Without prejudice to the obligation of any director to disclose his interest in accordance with section 317 of the Act, a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in respect of which he has, directly or indirectly, an interest or duty. The director must be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote must be counted. An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his. Regulations 94 to 98, inclusive, of Table A shall not apply.

12.4 A resolution in writing signed or approved by letter, facsimile, telegram or telex by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held. The resolution may be contained in one document or in several documents in similar form each stating the terms of the resolution accurately and signed by one or more of the directors. Regulation 93 of Table A shall not apply.

13. **SOLE DIRECTOR**

13.1 If and for so long as there is a sole director of the Company:

- (i) he may exercise all the powers conferred on the directors by the articles by any means permitted by the articles or the Act;
- (ii) for the purpose of Regulation 89 of Table A, the quorum for the transaction of business is one;
- (iii) all other provisions of the articles apply with any necessary amendment (unless the provision expressly provides otherwise); and
- (iv) Regulation 90 of Table A shall not apply.

14. **DIVIDENDS**

14.1 The directors may deduct from a dividend or other amounts payable to a person in respect of a share any amounts due from him to the Company on account of a call or otherwise in relation to a share.

15. **CAPITALISATION OF PROFITS**

- 15.1 The directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted, under Regulation 110 of Table A, to any member in respect of a holding by him of any partly-paid shares rank for dividend, so long as those shares remain partly paid, only to the extent that those partly-paid shares rank for dividend. Regulation 110 of Table A shall be amended accordingly.

16. **NOTICES**

- 16.1 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.
- 16.2 Regulation 112 of Table A shall not apply and Regulation 116 of Table A shall apply as if the words "within the United Kingdom" did not appear.
- 16.3 A notice sent to a member (or another person entitled to receive notices under the articles) by post to an address within the United Kingdom is deemed to be given:
- (i) 24 hours after posting, if pre-paid as first class, or
 - (ii) 48 hours after posting, if pre-paid as second class.
- 16.4 A notice sent to a member (or other person entitled to receive notices under the articles) by post to an address outside the United Kingdom is deemed to be given 72 hours after posting, if pre-paid as airmail. Proof that an envelope containing the notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given. A notice not sent by post but left at a member's registered address is deemed to have been given on the day it was left.
- 16.5 Regulation 115 of Table A shall not apply.

17 **INDEMNITY**

- 17.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, each person who is a director, alternate director or secretary of the Company must be indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in the proper execution of his duties or the proper exercise of his powers, authorities and discretion including, without limitation, a liability incurred:
- (i) defending proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without a finding or admission of material breach of duty on his part; or
 - (ii) in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- 17.2 The directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was

- (i) a director, alternate director, secretary or auditor of the Company or of a company which is or was a subsidiary undertaking of the Company or in which the Company has or had an interest (whether direct or indirect), or
 - (ii) a trustee of a retirement benefits scheme or other trust in which a person referred to in the preceding paragraph is or has been interested,
- indemnifying him against liability for negligence, default, breach of duty or breach of trust or other liability, which may lawfully be insured against by the Company.

17.3 Regulation 118 of Table A shall not apply

Name and Address of Subscriber

Martin Henderson
160 Marston Avenue
Dagenham
Essex
RM10 7LP

M. Henderson

Dated: 29 April 2003

WITNESS to the above signature:

Signed

Bibi Rahma Ali

Print name

BIBI RAHMA ALI

Address

10 Norwich Street

London

EC4A 1BD