

THE COMPANIES ACT 1985-1989

WRITTEN RESOLUTION

OF

**LIVE SMART LIMITED
(Registration No. 4992246)**

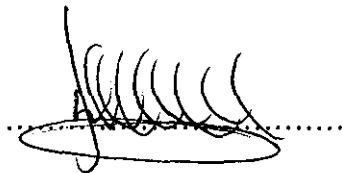
Passed the ^{30th}~~23rd~~ day of July 2004

Pursuant to Section 381A of the Companies Act 1985 we the undersigned being all the members of the Company for the time being entitled to receive notice and to attend and vote at general meetings of the Company hereby pass the following resolution as a Special Resolution and agree that such resolution shall for all purposes be as valid and effective as if passed at a general meeting of the Company duly convened and held:

- (1) THAT the Company adopt new articles of association in the form attached hereto.

The Resolution was unanimously passed.

For and on behalf of Global Smart Media Limited



DIRECTOR

30th July 2004

DATE



Company No: 4992246



COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

LIVE SMART LIMITED

Adopted ^{30th} July 2004

MACE & JONES

Solicitors
Drury House
19 Water Street
Liverpool
L2 ORP

1. *Preliminary and interpretation*

COMPANIES HOUSE

05/08/04

- 1.1. The regulations contained in Table A ('Table A') in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles shall apply to the company save insofar as they are excluded or varied by these Articles.
- 1.2. Regulations 8 to 22 inclusive, 24, 25, 26, 64 to 69 inclusive, 73 to 80 inclusive, and 89 and 94 of Table A shall not apply to the company.
- 1.3. References in Table A and in these Articles to writing shall include typewriting, printing, lithography, photography, telex and fax messages and other means of representing or reproducing words in a legible and non-transitory form.
- 1.4. In these regulations and in the regulations of Table A that apply to the company:

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force.

"the Articles" means the Articles for the time being of the company.

"Business Day" means a day (other than a Saturday or Sunday) when banks are open for business;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"Group" means:

- (a) in relation to a company (wherever incorporated), that company, any company of which it is a Subsidiary its

holding company and any other Subsidiaries of any such holding company;

- (b) in relation to LCC or Merseytravel, that organisation or any other body (including a Subsidiary) owned or controlled by that organisation.

and each company or body in a Group is a member of the Group.

“office” means the registered office for the time being of the company.

“the holder” in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

“holding company” means a company which is the registered holder of not less than 100% of the issued shares

“LCC” means Liverpool City Council of Municipal Buildings, Dale Street, Liverpool L69 2DH

“Merseytravel” means the Merseyside Passenger Transport Executive, having its principal office at 24 Hatton Garden, Liverpool L23 2AN

“the seal” means the common seal (if any) of the company.

“secretary” means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

“Subsidiary” means in relation to a company wherever incorporated means a “subsidiary” as defined in section 736 of the Companies Act 1985 (as amended) and any other company which is a subsidiary (as so defined) of a company which is itself a subsidiary of its holding company.

“the United Kingdom” means Great Britain and Northern Ireland.

- 1.5. Unless the context otherwise requires, words or expressions contained in these regulations and in the regulations of Table A that apply to the company bear the same meaning as in

the Act but excluding any statutory modification of it not in force when these regulations become binding on the company, words importing the singular only shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and words importing natural persons shall include also corporations.

- 1.6. The headings in these regulations are for convenience only and shall be ignored in construing the language or meaning of the Articles. Regulation 1 of Table A shall not apply.

References in these Articles to LCC and to any rights or entitlement of LCC under these Articles shall only apply if and so long as LCC or a member of its Group is a holder of shares in the holding company.

References in these Articles to Merseytravel and to any rights or entitlement of Merseytravel under these Articles shall only apply if and so long as Merseytravel or a member of its Group is a holder of shares in the holding company.

2. *Private company*

The company is a private company within the meaning of Section 1 of the Act and accordingly no shares in or debentures of the company shall be offered to the public (whether for cash or otherwise) and the company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the company with a view to all or any of those shares or debentures being offered for sale to the public.

3. *Shares and allotment*

- 3.1. At the date of the adoption of these Articles the authorised share capital of the company is £100 divided into 1 shares of £1.
- 3.2. The directors acting unanimously may unconditionally exercise the power of the Company, to allot relevant securities (within the meaning of Section 80(2) of the Act).

3.3. The general authority conferred by this Article shall:

3.3.1 extend to all relevant securities of the company unissued as at the date of adoption of this article;

3.3.2 expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the company in general meeting; and

3.3.3 entitle the directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.

3.4. Subject to and without prejudice to the generality of the provisions of Article 4 below any shares unissued at the date of the adoption of these Articles and any shares hereafter created shall be under the control of the directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.

3.5. In accordance with Section 91(1) of the Act, Sections 89(1), 90(1) to (6) inclusive of the Act shall be excluded from applying to the company.

3.6. The directors shall not register a transfer of shares unless it is approved in writing by all the directors of the company

4. *Proceedings at general meetings*

4.1. Regulation 40 of Table A shall be deleted and the following substituted therefor:

‘No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote being a member registered as the holder of not less than 90% of the issued shares or a proxy for such member or a duly authorised representative of the holding

company shall be a quorum’.

- 4.2. 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 of Table A shall be modified accordingly.
- 4.3. The first sentence of Regulation 38 of Table A shall be amended by deleting the words ‘or a resolution appointing a person as a director’.
- 4.4. Notices of meetings need not be given to the directors as such (other than directors appointed pursuant to Articles 6.6 or 6.7) and Regulation 38 of Table A is modified accordingly.
- 4.5. If and so long as there is only one member of the company, a decision taken by the member which may be taken in general meeting is as effective as if agreed by the company in general meeting.
- 4.6. A decision taken by a sole member of the company under paragraph 4.5 of this Article (unless taken by way of written resolution) shall be recorded in writing and a copy provided to the company and to each director of the company.

5. *Votes of members*

A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly. An instrument appointing a proxy shall be deemed to confer authority to vote on any amendment or a resolution put to the meeting for which it is given as the proxy thinks fit and shall be valid as well for any adjournment of the meeting as for the meeting to which it relates.

6. *Appointment, disqualification and removal of directors*

- 6.1. The directors shall not be liable to retire by rotation.

- 6.2. A director shall not be required to hold any share qualification.
- 6.3. The minimum number of directors shall be one and unless otherwise determined by ordinary resolution, the number of directors is not subject to a maximum. A sole director may exercise all the powers and discretions given to the company by these Articles.
- 6.4. Subject to Articles 6.5, 6.6 and 6.7 the company may by ordinary resolution remove a director from office or appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 6.5. If and so long as there is a holding company or a member registered as the holder of not less than 90% of the issued shares of the company, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as and against all other provisions of these Articles other than Articles 6.6 and 6.7:
- 6.5.1 the holding company or a member registered as the holder of not less than 90% of the issued shares of the company may at any time and from time to time appoint any person to be a director or remove from office any director however appointed but so that in the case of a managing director his removal from office shall be deemed an act of the company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office;
- 6.5.2 no unissued shares shall be issued or agreed to be issued or put under option without the consent of the holding company or a member registered as the holder of not less than 90% of the issued shares of the company;
- 6.5.3 any or all powers of the directors shall be restricted in such respects and to such extent as the holding company or a member registered as the holder of not less than 90% of the issued shares of the company may by notice to the company from time to time lawfully prescribe.

Any such appointment, removal, consent or notice shall be in writing served on

the company and signed on behalf of the holding company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose or by a member registered as the holder of not less than 90% of the issued shares of the company. 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 of the holding company or a member registered as the holder of not less than 90% of the issued shares of the company has been obtained and no obligation incurred or security given or transaction effected by the company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the directors.

- 6.6. Merseytravel and LCC from time to time shall each respectively be entitled for so long as they respectively continue to hold A shares in the holding company to appoint a director of the company (any such director so appointed being referred to as "an A director"). Any A director may at any time be removed from office or substituted by the person who appointed such a director as appropriate.
- 6.7. If any A director appointed in accordance with this Article 6 shall die or be removed from or vacate office for any cause, the person who appointed such A director shall be entitled to appoint in his place another person to be the A director appointed by that person.
- 6.8. Any appointment or removal of a director pursuant to Article 6.6 or 6.7 shall be in writing and signed by or on behalf of the relevant person and served on each of the holding company and the company at its registered office, marked for the attention of the Secretary or delivered to a duly constituted meeting of the directors of the company. Any such appointment or removal shall take effect as at the date of such lodgment or delivery or at such later time as shall be specified in such notice.
- 6.9. If a person who has appointed an A director in accordance with this Article 6 ceases to be a holder of shares in the holding company then any director appointed by such former

holder shall be deemed to have been removed as from the date on which the former holder ceased to be a holder of such shares.

6.10. If no A Shares in the holding company remain in issue following a redesignation under the articles of association of the holding company any director of the company appointed by holders of shares of that class shall be deemed to have been removed as from the date of the redesignation.

6.11. No A director shall be appointed otherwise than pursuant to this Article 6 save as provided by law.

7. *Proceedings of the directors*

7.1. Subject to the provisions of Section 317 of the Act, a director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulation 95 of Table A shall be modified accordingly and Regulation 96 shall not apply.

7.2. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference, telephone or similar communications equipment whereby all participating in the meeting can hear each other and participation in such a meeting in this manner shall be deemed to constitute presence in person at such meeting.

7.3. The quorum of any meeting of the directors or committee of the directors shall be four directors of which at least two shall be A directors. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum as an A director (if such be the case) reflecting the designation of his appointor. No business shall be transacted at any meeting of the directors unless a quorum is present at the commencement of the meeting and also when that business is voted on.

If a quorum is not present within 30 minutes after the time specified for the directors

meeting in the notice of the meeting then it will be adjourned for five Business Days and at such adjourned meeting the quorum shall be three directors of whom at least two shall be directors who are not A directors.

7.4. A resolution in writing signed by all the directors (including a sole director) 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 and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Regulation 93 of Table A shall not apply.

7.5. A meeting of the directors may be validly held notwithstanding that all of the directors are not present at the same place and at the same time provided that:

7.5.1 a quorum of the directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of telecommunication; and

7.5.2 a quorum of the directors entitled to attend a meeting of the directors agree to the holding of the meeting in this manner.

8. *Appointment and Removal of Alternate Directors*

8.1. Any director (other than an alternate director) may appoint any person (whether or not a director) to be an alternate director and may remove from office an alternate director appointed by him. In these Articles, where the context so permits, the term "A director" shall include an alternate director appointed by an A director.

8.2. An alternate director shall be entitled to receive notice of all meetings of the directors and

of all meetings of committees of directors of which his appointor is a member, to attend and vote at such meetings at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence

- 8.3. An alternate director may be paid expenses and shall be entitled to be indemnified by the company to the same extent as if he were a director but shall not be entitled to receive from the company any fee in his capacity as an alternate director except such part (if any) of the remuneration otherwise payable to the director appointing him as an alternate director any by notice in writing to the company from time to time direct

9. *Notices of Board Meetings*

- 9.1. Any director may, and the secretary at the request of a director shall, call a meeting of directors.
- 9.2. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally, or save in relation to the A directors by word of mouth, or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the director concerned. Notice will be accompanied by a basic agenda of items to be discussed at the meeting.
- 9.3. A director or alternate director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax number given by him to the Company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom.

10. *Indemnity*

Without prejudice to the provisions of Regulation 118 of Table A the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are

or were at any time directors, officers, or employees or auditors of the company, or of any other company including the Holding Company or in which the company or the Holding Company has any interest whether direct or indirect or which is in any way allied to or associated with the company, or 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 any employees of the company or of any such other 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 such other company, subsidiary undertaking or pension fund.