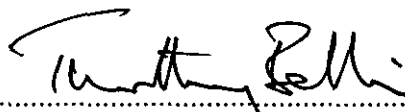


**No of Company: 5031332**  
**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**- of -**  
**PRECIS (2398) LIMITED**

The following resolutions were duly passed by the Company's sole shareholder in writing on 3 September 2004:-

1. **THAT** the regulations contained in the printed document annexed hereto and initialled for the purpose of identification be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
2. **THAT** pursuant to the provisions of Section 252, Companies Act 1985, the Company dispenses with the laying of accounts and reports before the Company in general meeting.
3. **THAT** pursuant to the provisions of Section 366A, Companies Act 1985, the Company dispenses with the holding of annual general meetings.
4. **THAT** pursuant to the provisions of Section 386, Companies Act 1985, the Company dispenses with the obligation to appoint auditors annually.
5. **THAT** pursuant to Section 80A(1), Companies Act 1985, the provisions of Section 80A of the said Act shall apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving, after the passing of this resolution, of an authority to allot shares.
6. **THAT** pursuant to the provisions of Section 369(4) and Section 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent. therein there were substituted references to 90 per cent.



.....  
**FOR AND ON BEHALF OF PERGERINE SECRETARIAL SERVICES LIMITED**  
**/DIRECTOR/SECRETARY**



**PRECIS (2398) LIMITED (the "Company")**

**(COMPANY NUMBER 5031332)**

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY**

**IN LIEU OF A GENERAL MEETING**

**PASSED ON 3 SEPTEMBER 2004**

**Peregrine Secretarial Services Limited, the sole member of the Company entitled to attend and vote at a general meeting hereby resolves as a written resolution in accordance with Regulation 53 of Table A as defined and adopted in the Company's Articles of Association:-**

1. **THAT** the regulations contained in the printed document annexed hereto and initialled for the purpose of identification be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.



For and on behalf of Peregrine Secretarial Services Limited  
(Authorised Signatory)

15

**THE COMPANIES ACT 1985**

**and**

**THE COMPANIES ACT 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**-of-**

**PRECIS (2398) LIMITED**

**PRELIMINARY**

1. 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 (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by 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 varied or excluded by or are inconsistent with these articles; and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. Regulations 24, 57, 62, 64, 73 to 80 (inclusive), 94 to 97 (inclusive) and 101 and 118 in Table A shall not apply to the Company.
3. Any reference in these articles to a director or secretary shall, in respect of any body corporate holding any such appointment and for the avoidance of doubt, include any authorised representative or signatory (as the case may be) of any such director or secretary.

**ALLOTMENT OF SHARES**

4. Pursuant to Section 80 and Section 80A of the Act, the directors are generally and unconditionally authorised 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 and this authority shall be for an indefinite period. The authority hereby given may at any time (subject to the said Section 80 and Section 80A) be revoked or varied by ordinary resolution of the Company in general meeting.

5. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.

#### **TRANSFER OF SHARES**

6. Regulation 23 in Table A shall apply to the Company as if the instrument of transfer of any share shown in the Memorandum of Association to have been taken by a subscriber to it need not be executed by or on behalf of the transferee, even where the share is not fully paid.
7. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.

#### **PROCEEDINGS AT GENERAL MEETINGS**

8. Where the Company has only one member, regulation 40 in Table A shall apply to the Company as if reference to two persons were a reference to one and the word "each" were omitted.

#### **DELIVERY OF PROXIES**

9. The appointment of a proxy and (if required by the directors) any authority under which the proxy is appointed or a copy of the authority, certified notarially or in some other manner approved by the directors, shall be deposited or received at the office (or at such other place or address, including an address for the purpose of receiving electronic communications, or delivered to such person, as may be specified or agreed by the directors) at or before the time for holding the meeting or adjourned meeting at which the person named in the appointment of proxy proposes to act or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, at or before the time appointed for the taking of the poll, and an appointment of proxy which is not so deposited, received or delivered shall be invalid.

#### **DIRECTORS**

10. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one.

#### **APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS**

11. A member or members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgement at the registered office.
12. The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
13. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without

prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.

14. The removal of a director under article 10 or 12 shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.
15. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.

#### **PROCEEDINGS OF DIRECTORS**

16. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.
17. Where the Company has only one director, that director may exercise all the powers of the directors by regulation 70 in Table A or otherwise by virtue of these articles, notwithstanding any restriction in regulation 89 (as to quorum for the transaction of the business of directors) or regulation 90 (as to the purposes for which a sole continuing director may act).

#### **ELECTRONIC COMMUNICATION BOARD MEETINGS**

18. A meeting of the directors may be held between directors some or all of whom are in different places provided that each director who participates in the meeting is able to communicate with each of the other participating directors whether directly or by any form of electronic communication or a combination of such methods, such that each director is able:
  - (a) to hear each of the other participating directors addressing the meeting; and
  - (b) if he so wishes, to address each of the other participating directors simultaneously.

A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number and designation of directors required to form a quorum. A director shall be regarded for all purposes as being present in person if and for so long as those conditions are satisfied in respect of him. A meeting held in this way shall be deemed to take place at the place where a majority of the directors participating in the meeting is assembled or, in default of such a majority, at the place where the Chairman of the meeting is physically present.

#### **CORPORATE REPRESENTATION**

19.
  - (a) Pursuant to section 375 of the Companies Act 1985, any director or the secretary or any person duly authorised as the Company's representative from time to time by resolution of the directors, if applicable, is authorised to act as the Company's representative at any meeting or any meeting of any class of

members of any company of which the Company is a member and to consent to such meeting being held at short notice; and

- (b) pursuant to section 375 of the Companies Act 1985, any director or the secretary or any person duly authorised as the Company's representative from time to time by resolution of the directors, if applicable, is authorised to act as the Company's representative at any meeting of any creditor of any company, of which the Company is a creditor, held in pursuance of the Companies Act 1985, or of any rules made thereunder or in pursuance of the provisions contained in any debenture or trust deed and to consent to any such meeting being held at short notice.

## **SEAL**

20.

- (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 (1) a director and (2) by the secretary, a second director or any person appointed by the directors from time to time as an "Assistant Secretary", if applicable.
- (b) The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal.
- (c) 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.

## **INDEMNITY**

21.

- (a) Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or 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 judgement 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 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 insofar 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, officer or auditor of the Company insurance against any liability as is referred to in Section 310(1) of the Act.

**PRECIS (2398) LIMITED (the "Company")**

**(COMPANY NUMBER 5031332)**

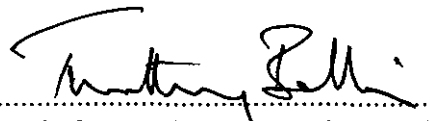
**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY**

**IN LIEU OF A GENERAL MEETING**

**PASSED ON 3 SEPTEMBER 2004**

**Peregrine Secretarial Services Limited, the sole member of the Company entitled to attend and vote at a general meeting hereby resolves as written resolutions in accordance with Regulation 53 of Table A as defined and adopted in the Company's Articles of Association:-**

1. **THAT** pursuant to the provisions of Section 252, Companies Act 1985, the Company dispenses with the laying of accounts and reports before the Company in general meeting.
2. **THAT** pursuant to the provisions of Section 366A, Companies Act 1985, the Company dispenses with the holding of annual general meetings.
3. **THAT** pursuant to the provisions of Section 386, Companies Act 1985, the Company dispenses with the obligation to appoint auditors annually.
4. **THAT** pursuant to Section 80A(1), Companies Act 1985, the provisions of Section 80A of the said Act shall apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving, after the passing of this resolution, of an authority to allot shares.
5. **THAT** pursuant to the provisions of Section 369(4) and Section 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent. therein there were substituted references to 90 per cent.



For and on behalf of Peregrine Secretarial Services Limited  
(Authorised Signatory)