

Written Resolutions of Avisen Group Limited

Company Number 05185468

(the "Company")

Circulation Date 2 February 2009

We the undersigned being all of the members of the Company who (at the date of these resolutions) would be entitled to attend and vote at any general meeting of the Company and in accordance with Chapter 2 of Part 13 of the Companies Act 2006 hereby resolve that the following resolutions be duly passed as written resolutions of the Company:

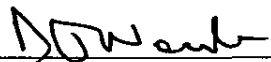
ORDINARY RESOLUTIONS

1. That each of the authorised and issued 1,665,256 Founder Shares of £0.01 each, 613,363 A Ordinary Shares of £0.01 each, and 246,445 B Ordinary Shares of £0.01 each be re-designated into 2,515,064 Ordinary Shares of £0.01 each.
2. That each of the authorised and as yet unissued 593,234 Founder Shares of £0.01 each, 638,147 A Ordinary Shares of £0.01 each, and 1,253,555 B Ordinary Shares of £0.01 each be re-designated into 2,484,936 Ordinary Shares of £0.01 each.


SPECIAL RESOLUTION

3. That the attached new Articles of Association be adopted as the new Articles of Association of the Company in substitution for the existing Articles of Association.


Please read the notes overleaf before signing your agreement to the resolutions


for and on behalf of
Graham Galloway
pursuant to a Power of Attorney

Date: 2/02/09

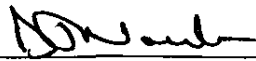

for and on behalf of
Marcus Hanke
pursuant to a Power of Attorney

Date: 2/02/09


for and on behalf of
Louis Donald Peacock
pursuant to a Power of Attorney

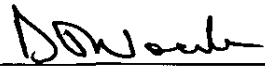
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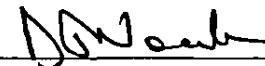
for and on behalf of
Andrew James Turner
pursuant to a Power of Attorney

Date: 2/02/09



for and on behalf of
Odette McMahon
pursuant to a Power of Attorney

Date: 2/02/09



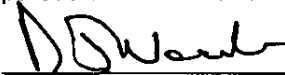
for and on behalf of
**Raymond Althof Beheer and
Management B.V.**
pursuant to a Power of Attorney

Date: 2/02/09



for and on behalf of
Mark Waller
pursuant to a Power of Attorney

Date: 2/02/09



for and on behalf of
Andrew Glenday
pursuant to a Power of Attorney

Date: 2/02/09

NOTES

1. If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to the Company at P.O.Box 1295, 20 Station Road, Gerrards Cross, Buckinghamshire, SL9 8EL.
- **Post:** returning the signed copy by post to the Company at P.O.Box 1295, 20 Station Road, Gerrards Cross, Buckinghamshire, SL9 8EL.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to andrew.turner@avisen.com.

If you do not agree to the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless, by 28 February 2009, sufficient agreement has been received for the resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Number : 05185468

THE COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

AVISEN GROUP LIMITED

DN

COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

AVISEN GROUP LIMITED

1. PRELIMINARY

- 1.1 The Company is a private company limited by shares and accordingly any offer to the public of shares in or debentures of the Company or any allotment of or agreement to allot shares in or debentures of the Company with a view to their being offered for sale to the public is prohibited. Subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (as amended prior to the adoption of these Articles) (hereinafter referred to as "**Table A**") shall apply to the Company.

2. AUTHORISED SHARE CAPITAL

The authorised share capital of the Company is £50,000 made up of 5,000,000 ordinary shares of £0.01 each.

3. TRANSFER OF SHARES

- 3.1 For as long as the Company is the wholly owned subsidiary (as defined in Section 1159(2) of the Companies Act 2006) 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 transferor.
- 3.2 Regulation 24 of Table A shall not apply. Save for any transfer made pursuant to the provisions of Article 3.1 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.

4. PROCEEDINGS AT GENERAL MEETINGS

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.

5. SHARE CERTIFICATES

The Company may execute share certificates in accordance with the enabling provisions of Section 44 of the Companies Act 2006 and the provisions of Regulation 6 of Table A shall be deemed to have been varied accordingly.

6. VOTES OF MEMBERS

- 6.1 A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
- 6.2 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.
- 6.3 Where a general meeting is being held at short notice, an instrument appointing a proxy will be valid if it is deposited at or received by the Company at any time prior to the commencement of the general meeting, and Regulation 62 of Table A shall be amended accordingly.

7. DIRECTORS

- 7.1 Regulations 64 and 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.
- 7.2 Unless and until otherwise determined by ordinary resolution there shall be no maximum number of Directors and the minimum number of Directors shall be one. A sole Director shall have authority to exercise all the powers of the Company vested in the Directors.
- 7.3 If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.
- 7.4 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 direct."

8. APPOINTMENT AND REMOVAL OF DIRECTORS

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.

9. ALTERNATE DIRECTORS

The last sentence of Regulation 66 of Table A shall be omitted.

10. POWERS AND DUTIES OF DIRECTORS

- 10.1 Subject to a Director complying with the provisions of Sections 182 and 177 of the Companies Act 2006, he shall be entitled to vote at a meeting of Directors in respect of any contract or arrangement in which he is interested and if he does so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Regulation 94 of Table A shall be construed accordingly.
- 10.2 The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as managing director assistant managing director or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary of the Company or of its holding company (if any) notwithstanding that he may be or may have been a director of the Company, and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

11. DISQUALIFICATION OF DIRECTORS

- 11.1 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; 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 Companies Act 1985 or the Companies Act 2006 or he becomes prohibited by law from being a director; or
 - (d) becomes of unsound mind; or
 - (e) is removed from office in accordance with the provisions of Article 8.

12. PROCEEDINGS OF DIRECTORS

- 12.1 Notices of meetings of Directors shall be given to all Directors and to any alternative Directors appointed by them. Notice of the meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or at any other address given by him to the company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request that notices of meetings of the Directors shall, during his absence, be sent in writing to him at an address or

to a facsimile or telex number given by him to the company for this purpose. Regulation 88 of Table A shall be modified accordingly.

12.2 Regulation 90 of Table A shall not apply to the Company.

12.3 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 of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

13. DIRECTORS' GRATUITIES AND PENSIONS

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

14. NOTICES

14.1 In Regulation 112 of Table A the words "and who gives to the Company an address within the United Kingdom at which notices may be given to him" and the words "but otherwise no such member shall be entitled to receive any notice from the Company" shall be omitted.

14.2 In Regulation 116 of Table A the words "within the United Kingdom" shall be omitted.

15. WINDING UP

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

16. INDEMNITY

Regulation 118 of Table A shall not apply to the Company. Subject to the provisions of the Act, the Company may purchase and maintain for any Director, Managing Director, Secretary or other officer or employees or agent of the Company or its auditors insurance against any liability. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every person who is or has been a Director, Managing Director, Secretary and other officer or employee of the Company shall (to the extent the proceeds of any insurance policy against such liability are insufficient to meet such liability in full) be indemnified out of the assets of the Company against any liability relating to his conduct as, or incurred by him as, such Director, Managing Director, Secretary or other officer or employee of the Company 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 Sections 144(3) or 144(4) of the Companies Act 1985 or Section 1157 of the Companies Act 2006 in which relief is granted to him by the Court; and, if the Board thinks fit, every agent and the auditors of the Company may be so indemnified against any liability incurred by him/them in defending any such proceedings.