FILE COPY

# CERTIFICATE OF INCORPORATION

# OF A PRIVATE LIMITED COMPANY

Company No. 5247496

The Registrar of Companies for England and Wales hereby certifies that

REVOLUTION VIEWING LTD

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

Given at Companies House, Cardiff, the 1st October 2004

*N052474960*

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House

— for the record —

HC007B

Companies House
for the record

# 12

## Declaration on application for registration

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

**CHWP000**

**Company Name in full** REVOLUTION VIEWING Ltd

I, THOMAS GREVESON

of 394, SPEN LANE, WEST PARK, LEEDS. (LS16 6JF)

† 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** T. Greveson

Declared at Harvey House 22 Claude Rd Leeds.

| | Day | Month | Year |
|---|---|---|---|
| On | 28 | 09 | 2004 |

❶ Please print name.

before me ❶ GLEN RICHARD SALT

**Signed** **Date** 28/9/04

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

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.

THOMAS GREVESON
Tel 0870 402 0618
DX number ~~DX exchange~~ tom@revolutionviewing.com

*AXXHUYXA*
A02 0016
COMPANIES HOUSE 29/09/04

Form revised 10/03

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
or LP - 4 Edinburgh 2

Companies House
for the record

5249494

# 10

**First directors and secretary and intended situation of registered office**

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

**CHWP000**

Notes on completion appear on final page

**Company Name in full** REVOLUTION VIEWING Ltd

**Proposed Registered Office**
(PO Box numbers only, are not acceptable)

INNOVATION CENTRE
103 CLARENDON RD.

Post town LEEDS

County / Region Yorkshire Postcode LS2 9DF

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 Postcode

Number of continuation sheets attached

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

Tel +44 (0) 7779 279 354

DX number DX exchange

*AXXHTYX9*
A02 0017
COMPANIES HOUSE 29/09/04
*APPBGYLY*
A48 0662
COMPANIES HOUSE 17/09/04

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**

v 08/02

## Company Secretary (see notes 1-5)

Company name: REVOLUTION VIEWING Ltd.

**NAME** *Style / Title: MR *Honours etc: BA (hons)

* Voluntary details

Forename(s): THOMAS

Surname: GREVESON

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** ††: 394 SPEN LANE

WEST PARK

Post town: LEEDS

County / Region: YORKSHIRE Postcode: LS16 6JF

Country: ENGLAND

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

**Consent signature**: T. Greveson **Date**: 15/09/2004

## Directors (see notes 1-5)

*Please list directors in alphabetical order*

**NAME** *Style / Title: MRS *Honours etc:

Forename(s): CHRISTINE

Surname: GREVESON

Previous forename(s):

Previous surname(s): LODGE

†† 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** ††: 21 LONGMEADOW

CHEADLE HULME

Post town: CHEADLE

County / Region: CHESHIRE Postcode: SK8 7ER

Country: ENGLAND

**Date of birth** (Day Month Year): 22 03 1953 **Nationality**: BRITISH

**Business occupation**: FINANCE MANAGER

**Other directorships**: COMPANY DIRECTOR

LANDFREIGHT LTD

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

**Consent signature**: C Greveson **Date**: 14-9-04

## Directors (see notes 1-5)

*Please list directors in alphabetical order*

**NAME** *Style / Title: MR *Honours etc: BA (Hons)

* Voluntary details

Forename(s): THOMAS

Surname: GREVESON

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** ††: 394 SPEN LANE

WEST PARK

Post town: LEEDS

County / Region: YORKSHIRE Postcode: LS16 6JF

Country: ENGLAND

**Date of birth** (Day Month Year): 04 12 1980 **Nationality:** BRITISH

**Business occupation:** MANAGING DIRECTOR

**Other directorships:** NONE

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

**Consent signature:** T. Greveson **Date:** 14/09/2004

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

| | | | |
|---|---|---|---|
| **Signed** | T. Greveson | **Date** | 14/09/2004 |
| **Signed** | C Greveson | **Date** | 14/9/04 |
| **Signed** | | **Date** | |
| **Signed** | | **Date** | |
| **Signed** | | **Date** | |
| **Signed** | | **Date** | |
| **Signed** | | **Date** | |

INC 58381 100079/20

INC 58384 PGA

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*The Companies Acts 1985 - 1989*

A48 *APPBHYLZ* 0661
COMPANIES HOUSE 17/09/04

COMPANY LIMITED BY SHARES

NC 4 17 SEP 2004 CORPORATE COMPANIES HOUSE

MEMORANDUM OF ASSOCIATION

*Of*

**REVOLUTION VIEWING Ltd**

A02 *AXXHWYXC* 0014
COMPANIES HOUSE 29/09/04

NC 4 29 SEP 2004 COMPANIES HOUSE

1 The Company's name is **REVOLUTION VIEWING Ltd**

2 The Company's registered office is to be situated in England and Wales.

3 The objects for which the Company is established are:

(A) (i) to carry on business as a general commercial company;

(ii) to do all such things as are incidental or conducive to the carrying on of any trade or business by it.

(B) To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest, right or privilege therein, for such consideration and on such terms as may be considered expedient.

(C) To purchase, subscribe for or otherwise acquire, and hold and deal with, any shares, stocks, debentures, bonds or securities of any other company.

(D) To sell or otherwise dispose of the whole or any part of the business and/or undertaking of the Company, either together or in portions for such consideration and on such terms as may be considered expedient.

(E) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company.

(F) To invest and deal with the moneys of the Company not immediately required

for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities.

(G) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business.

(H) To lend or advance money or give credit to such persons or companies and on such terms as may be considered expedient, and to receive money on deposit or loan from any person or company.

(I) To borrow and raise money and to obtain and utilise banking facilities of any nature on any terms and for any purposes whatsoever, including but not limited to facilities for the issue by any bank or financial institution of bonds, guarantees, indemnities, documentary and other credits to any person in respect of the obligations or purported obligations of the Company, and to give counter-indemnities on any terms to any banks or financial institutions issuing such bonds, guarantees, indemnities, documentary or other credits and to secure any debt or liability by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company and by the creation and issue on any terms of debentures, debenture stock or other securities of any description.

(J) To enter into any guarantee, bond, indemnity or counter-indemnity and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities of or by any person or company in any manner on any terms and for any purposes whatsoever, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other objects of the Company and in particular (without derogation from the generality of the foregoing) to guarantee, support or secure, by personal covenant or by mortgaging or charging all or part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner whatsoever, the payment or repayment of any moneys secured by, or payable under or in respect of, any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including but not limited to those of any company which is for the time being a subsidiary or holding company of the Company or a subsidiary of any such holding company or is otherwise associated with the Company in business.

(K) To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, either in

cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient.

(L) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient.

(M) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose that may be considered expedient.

(N) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, stocks, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be considered expedient.

(O) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest therein.

(P) To draw, make, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments.

(Q) To establish and maintain or procure the establishment and maintenance of, any pension, superannuation funds or retirement benefits schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits 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 or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, trusts or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any 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 do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes.

(R) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies.

(S) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise.

(T) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking whereof may be considered expedient, and either gratuitously or otherwise.

(U) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient.

(V) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

(W) To remunerate any person or company rendering service to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters.

(X) To carry on any business which, in the opinion of the Directors of the Company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company.

(Y) To do all or any of the above things in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise.

It is hereby declared (1) that the expressions "subsidiary" and "holding company" where they appear in this Clause shall have the meanings ascribed to those expressions by Section 736 of the Companies Act 1985; (2) that, where the context so admits, the word "company" in this Clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985; and (3) that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

4 The liability of members is limited.

5 The Company's share capital is £100 divided into 100 shares of £1 (each).

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

| Names and Addresses of Subscribers | Number of Shares taken by each Subscriber | Signature of each Subscriber |
|---|---|---|
| MR Thomas Greveson<br><br>394 Spen Lane<br>West Park<br>Leeds<br>LS16 6JF | 99 | T. Greve |
| MRS Christine Greveson<br><br>21 Longmeadow<br>Cheadle Hulme<br>Chesire<br>SK8 7ER | 1 | C Greveson |
| Total Shares taken | 100 | |

Dated, this 14th day of September 2004

Signature of witness

Full name of witness CHRISTOPHER JAMES CHALLENGER

Address 9 AWESOME AVENUE
LEEDS
LS8 1BB

Occupation DIRECTOR

*The Companies Acts 1985 - 1989*

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

*Of*

**REVOLUTION VIEWING Ltd**

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1. PRELIMINARY

1.1 Interpretation

In these articles:

(a) "Table A" means the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A - F) (Amendment) Regulations 1985;

(b) words and expressions bear the same meaning as they would do if contained in Table A;

(c) headings are included only for convenience and shall not affect meanings; and

(d) references to regulations are to regulations in Table A unless otherwise stated.

1.2 Table A to apply

Table A shall apply to the Company save insofar as excluded or varied hereby or inconsistent herewith and Table A (save as so excluded varied or inconsistent) and the articles hereinafter contained shall be the regulations of the Company.

2. SHARE CAPITAL

2.1 Authorised share capital

The share capital of the Company is **£100** divided into **100** ordinary shares of **£1** each.

2.2 Allotment of shares

The directors are authorised for the purposes of section 80 of the Companies Act 1985 to allot, grant options over or otherwise deal with or dispose of any unissued shares of the Company to such persons on such terms and in such manner as the directors think proper up to a total issued share capital of the Company of **£1,000,000** at any time during the period of five years from the date of incorporation (but the directors are authorised to allot securities after the expiry of the 5 years if they are allotted in pursuance of an offer or agreement made by the Company before the expiry of the 5 years).

The general authority conferred on the directors by the preceding article may be revoked, varied, renewed or further renewed (such renewal not to exceed a period exceeding 5 years) by an ordinary or other resolution of the Company in general meeting.

By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to (6) of that Act shall not apply to any allotment of shares pursuant to the authority conferred by the two preceding articles.

3. LIEN

The lien conferred by regulation 8 shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any persons indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders.

4. CALLS

The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

5. TRANSFER OF SHARES

The directors shall not refuse to register any transfer of any shares or interest in shares other than in accordance with this article or with regulation 24. No shares and no interest in shares shall be transferred to any infant, person in bankruptcy during their bankruptcy, or person of unsound mind and the directors shall refuse to register any such transfer.

## 6. PROCEEDINGS AT GENERAL MEETINGS

### 6.1 Quorum at adjourned meeting

If a quorum is not present at any adjourned meeting as is referred to in regulation 41, then, provided that the member present holds not fewer than 75% in nominal value of the shares of the Company in issue, any resolution agreed to by such member shall be as valid and effectual as if it had been passed unanimously at a general meeting of the Company duly convened and held.

### 6.2 Written resolution

A resolution in writing may be signed on behalf of a corporation by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly. Regulation 53 (as extended) shall apply with necessary changes to resolutions in writing of any class of members of the Company.

### 6.3 Conference telephones

Any member or member's proxy or duly authorised representative (being a corporation) may participate in a general meeting or a meeting of a class of members of the Company by means of conference telephones or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person (or by proxy or authorised representative as appropriate) at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

### 6.4 Single member

If and for so long as the company has only one member:

(a) if that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act;

(b) any decision taken by a sole member pursuant to the preceding sub-paragraph shall be recorded in writing and delivered by that member to the company for entry in the company's minute book;

(c) if that member is also a director of the company and enters into a contract with the Company (other than a contract entered into in the ordinary course of business), the terms of the contract shall, unless the contract is in writing, be set out in a written memorandum or be recorded in the minutes of the first meeting of the directors following the making up of the contract;

(d) regulation 57 shall not apply;

(e) at a meeting that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum and regulation 40 shall be amended accordingly; and

(f) all provisions of these articles and of Table A shall be construed so as to be consistent with the Company only having one member.

6.5 Proxies

An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority may be handed to the chairman of the relevant meeting. Regulation 62 shall not invalidate such an instrument.

7. DIRECTORS

7.1 Number of directors

The number of directors (unless the shareholders of the Company otherwise determine by ordinary resolution) shall not be fewer than one but shall not be subject to any maximum. Regulation 64 shall be modified accordingly. If there is only one director of the Company the quorum for the transaction of the business by the directors shall be one. Regulation 89 shall be modified accordingly.

7.2 Appointment of directors

A member or members holding 75% or more of the voting rights in the Company may from time to time by notice to the Company appoint any person to be a director and to remove from office any director so appointed and to appoint another person in his place.

7.3 No age limit for directors

Any adult person may be appointed or elected as a director whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

7.4 No retirement by rotation

The directors shall not be subject to retirement by rotation and references thereto in regulations 73 to 80 shall be disregarded.

7.5 Disqualification and removal of directors

The office of director shall be vacated:

(a) if any of the events specified in regulation 81 occur;

(b) if he shall in writing offer to resign and the directors shall resolve to accept such offer;

(c) if he becomes incapable by reason of illness or injury of managing and administering his property and affairs; or

(d) if he shall be removed from office by notice in writing signed either by all his co-directors (being at least two in number) [or by a member or members holding 75% or more of the voting rights in the Company], but so that if the director holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

7.6 Remuneration of directors

Any director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the directors may determine. Regulation 82 shall be extended accordingly.

7.7 Directors' interests

A director may (and any firm or company of which he is a partner or member or director may) act in a professional capacity for the Company or any body corporate in which the Company is in any way interested subject to disclosure of interest in terms of regulation 85.

On any matter in which a director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him there under or in consequence thereof. Regulations 94 to 98 shall not apply.

7.8 Conference telephone meetings

Any director may participate in a meeting of directors or of a committee of the directors by means of a conference telephone or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chairman shall be deemed to be the place of the meeting.

8. THE SEAL

If the Company does not have a common seal regulation I shall be amended accordingly, the obligation in regulation 6 relating to the sealing of a share certificate shall not apply and regulation 101 shall not apply.

9. DIRECTORS' BORROWING POWERS

The directors may exercise all the powers of the Company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge over its undertaking, property and uncalled capital, or any part thereof and subject in the case of any

security convertible into shares to section 80 of the Act to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

10. NOTICE

10.1 In accordance with regulation 111 any notice to be given to or by any person pursuant to these articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

10.2 Any notice to be given under these articles may be delivered personally or sent by first class post (airmail if overseas) or by telex or facsimile. Regulation 112 shall not apply.

10.3 The address for service of any notice shall be as follows:

| | |
|---|---|
| in the case of a member or his legal personal representative or trustee in bankruptcy: | such member's address as shown in the Company's register of members of the Company; |
| in the case of a director: | his last known address or at the address notified by him to the Company for that purpose; |
| in the case of a meeting of the directors: | the place of the meeting; |
| in the case of the Company: | its registered office; and |
| in the case of any other person: | to his or its last known address. |

10.4 Any notice to be given under these articles shall be deemed to have been served and be effective:

(a) if delivered personally, at the time of delivery;

(b) if posted, on receipt or at the expiry of two Business Days (or in the case of airmail four Business Days) after it was posted, whichever occurs first;

(c) if sent by telex or facsimile, at the time of transmission (if sent during normal business hours, that is 9.30 to 17.30 local time in the place to which it was sent) or (if not sent during such normal business hours) at the beginning of the next day in the place to which it was sent; and

(d) if sent by cable or telegram, at the time of delivery.

10.5 For the purposes of the preceding article, "Business Day" means any day other than a Saturday, Sunday, or any day that is a public holiday in the place, or places, at which the transaction or notice in question is being effected.

10.6 In proving such service it shall be sufficient to prove that personal delivery was made, or that the notice was properly addressed stamped and posted or in the case of a telex that the intended recipient's answerback code is shown on the copy retained by the sender at the beginning and end of the message or in the case of a facsimile that an activity or other report from the sender's facsimile machine can be produced in respect of the notice showing the recipient's facsimile number and the number of pages transmitted. Regulation 115 shall not apply.

10.7 Any notice may consist of one or more documents (including a telex, facsimile, cable or telegram) each signed by or on behalf of or otherwise emanating from the person giving the notice. The signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its authorised corporate representative.

10.8 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 of the Company in respect of the joint holding. Notice so given shall constitute notice to all the joint holders.

10.9 A 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 facsimile or telex 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. A director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.

## 11. INDEMNITY

11.1 Subject to the provisions of and so far as may be permitted by law, every director, auditor, secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court. Regulation 118 shall not apply.

Without prejudice to the provisions of regulation 87, or to the preceding article, the directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of any relevant company (as defined in the following article) or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any relevant company 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 or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in relation to their duties, powers or offices in relation to any relevant company, or any such pension fund or employees' share scheme.

11.3 For the purpose of the preceding article, "relevant company" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had 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 such other body.

| Names and Addresses of Subscribers | Number of Shares taken by each Subscriber | Signature of each Subscriber |
|---|---|---|
| MR Thomas Greveson<br><br>394 Spen Lane<br>West Park<br>Leeds<br>LS16 6JF | 99 | T. Greveson |
| MRS Christine Greveson<br><br>21 Longmeadow<br>Cheadle Hulme<br>Chesire<br>SK8 7ER | 1 | C Greveson |
| Total Shares taken | 100 | |

Dated, this 14th day of September 2004

Signature of witness

Full name of witness CHRISTOPHER JAMES CHALLENGER

Address 9 AYRESOME AVENUE
LEEDS
LS8 1BB

Occupation DIRECTOR