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No 05388228

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

- of -

ALTEX-ATS LIMITED
(the "Company")

At an Extraordinary General Meeting of the Company held at 2 Broadgate, London EC2M 7UR on 14 December 2007 the following resolution was passed as a Special Resolution

RESOLUTION

THAT the Regulations contained in the printed documents submitted to this Meeting marked "Articles" and for the purpose of identification signed by a Director be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for existing Articles of Association of the Company

DA Abrelaw

Chairman

SATURDAY



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COMPANIES HOUSE

Articles of Association of Altex-ATS Limited

Private Company having a Share Capital
(Adopted by special resolution on 14 December 2007)

PRELIMINARY

1 In these articles

"Act" means the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force,

"Regulation" means the appropriate regulation from Table A,

"Statutes" means the Act, the Electronic Communications Act 2000 and every other statute or subordinate legislation at the time being in force concerning companies and affecting the Company, and

"Table A" means Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended as at the date of adoption of these articles

2 The Company is a private company. The following are the articles of the Company. The Regulations contained or incorporated in Table A shall apply to the Company save insofar as they are further excluded or varied hereby and such Regulations (save as so excluded or varied) and the articles hereinafter contained shall be the regulations of the Company

SHARE CAPITAL

3 The share capital of the Company is £10,500 divided into 10,500 shares of £1.00 each

3. In accordance with section 95(1) of the 1985 Act, section 89(1) of the 1985 Act shall not apply to the Company

- 4 The directors are hereby generally and unconditionally authorised for the purposes of section 80 of the 1985 Act, to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the 1985 Act) up to an aggregate nominal amount of £3,500 for a period expiring on 14 December 2012 which is the date falling five years after the date of adoption of these articles (unless previously renewed, varied or revoked by the Company in general meeting) but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this article had not expired Without prejudice to the generality of the foregoing any shares unissued at the date of adoption of these articles shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount

TRANSFER OF SHARES

- 5 The directors shall have no discretion to refuse to register a transfer of shares in the Company unless conditions (a), (b) and (c) of Regulation 24 of Table A apply The first sentence of Regulation 24 of Table A shall not apply

GENERAL MEETINGS

- 6 In Regulation 40 of Table A, the following shall be added at the end "For so long as the Company shall have only one member, one person entitled to vote upon the business to be transacted being a member or a proxy of a member or a duly authorised representative of a corporation, shall be a quorum."
- 7 In Regulation 62 of Table A (time for deposit of proxy) the words "not less than 48 hours" and "not less than 24 hours" shall be deemed to be deleted

DIRECTORS

- [8 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be one Regulation 64 of Table A shall not apply to the Company]
- 9 A director shall be entitled to vote as a director and be counted in the quorum in respect of any resolution concerning a matter in which he has, directly or indirectly, an interest or duty (whether or not it may conflict with the interests of the Company) Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company
- 10 The Company may have an official seal for use abroad under the provisions of the Act, where and as the directors shall determine, and the Company may by writing under the common seal appoint any agent or agents, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using any such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 11 The holder or holders for the time being of more than one-half of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors either as additional directors 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 on its behalf by one of its directors and shall take effect upon lodgment at the registered office of the Company, or such later date as may be specified in the instrument. Regulation 81 of Table A shall be construed accordingly.

ROTATION OF DIRECTORS

- 12 The directors shall not be liable to retire by rotation, and Regulations 76 and 77 of Table A shall not apply to the Company. In Regulation 78 of Table A the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted.

PROCEEDINGS OF DIRECTORS

- 13 Any director or member of a committee of the board may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

NOTICES

- 14 In Regulation 115 of Table A, the words "48 hours" shall be deemed to be replaced by the words "24 hours".

INDEMNITY

15.1 Indemnity of officers

Subject to the provisions of the Statutes (but so that this Article does not extend to any matter insofar as it would cause this Article or any part of it to be void under the Statutes) but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every person who is or was at any time a director or other officer of the Company or any Group Company (as defined in Article 15.3) excluding the Auditors may be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities (together "**Liabilities**") which he may sustain or incur in or about the actual or purported execution and/or discharge of his duties (including those duties, powers and discretions in relation to any Group Company (as defined in Article 15.3) or any company that is a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act)) and/or the actual or purported exercise of his powers or discretions and/or otherwise in relation thereto or in connection therewith, including (without prejudice to the generality of the foregoing) any Liability suffered or incurred by him in disputing, defending, investigating or providing evidence in connection with any actual or threatened or alleged claims, demands, investigations, or proceedings, whether civil, criminal, or regulatory or in connection with any application under section 144(3) or (4) or section 727 of the 1985 Act.

15.2 Funding of expenditure in defending proceedings

The Company may also provide funds to any director or other officer of the company or of any Group Company (as defined in Article 15.3) (excluding the Auditors) to meet, or do anything to enable a director or other officer of the Company or any Group Company (as defined in Article 15.3) to avoid incurring expenditure of the nature described in sections 205(1) or 206 of the 2006 Act.

- 15.3 Without prejudice to any other provisions of these Articles, the Directors may exercise all the powers of the Company 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 the Company, or of any other body (whether or not incorporated) which is or was its parent undertaking or subsidiary undertaking or another subsidiary undertaking of any such

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parent undertaking (together "**Group Companies**") or otherwise associated with the Company or any Group Company or in which the Company or any such Group Company has or had any interest, whether direct or indirect, or of any predecessor in business of any of the foregoing, or who are or were at any time trustees of (or directors of trustees of) any pension, superannuation or similar fund, trust or scheme or any employees' share scheme or other scheme or arrangement in which any employees of the Company or of any such other body are interested, including (without prejudice to the generality of the foregoing) insurance against any costs, charges, expenses, losses or liabilities suffered or 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 the actual or purported exercise of their powers and discretions and/or otherwise in relation to or in connection with their duties, powers or offices in relation to the Company or any such other body, fund, trust, scheme or arrangement.

15 4 Regulation 118 of Table A shall not apply to the Company.

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