

Company Number : 5652830

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

TUESDAY



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COMPANIES HOUSE

SPECIAL AND ORDINARY RESOLUTIONS

OF

TRIMEGA LABORATORIES LIMITED

(Passed on the 28 day of November 2006)

By written resolution of the sole Member entitled to attend and vote at General Meetings of the above-named Company, the following resolutions have on the 28 day of November 2006 been passed, as to resolutions 1 and 2, as Special Resolutions, and as to resolution 3, as an Ordinary Resolution :-

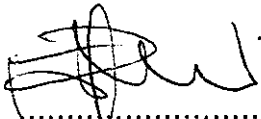
SPECIAL RESOLUTIONS

1. **THAT** the 2 Ordinary Shares of £1 each in issue at the date of this Special Resolution be and are hereby subdivided into 200 Ordinary Shares of £0.01 each, each having the rights set out in the new Articles of Association of the Company to be adopted pursuant to Special Resolution 2 below, and that the remaining 998 Shares of £1 each in the capital of the Company be and are hereby redesignated as 99,800 Ordinary Shares of £0.01 each, each having the rights set out in the new Articles of Association of the Company to be adopted pursuant to Special Resolution 2 below.
2. **THAT** new Articles of Association in the form of the print attached to these resolutions be adopted to the exclusion of all existing Articles of Association of the Company.

ORDINARY RESOLUTION

3. **THAT** for the purpose of Section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to allot and dispose of or grant options over relevant securities to such persons on such terms and in such manner as they think fit up to a maximum of the amount for the time being of the authorised but unissued share capital of the Company. This authority shall

expire Five (5) years from the date of this Resolution but may be previously revoked or varied by the Company in general meeting and may from time to time be renewed by the Company in general meeting for a further period not exceeding Five (5) years.


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Avrom Boris Lasarow

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
OF
TRIMEGA LABORATORIES LIMITED

(as altered by Special Resolution passed on 28 November 2006)

1. PRELIMINARY

- 1.1 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) (such Table being hereinafter called "Table A") shall apply to the Company, save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.
- 1.2 In these Articles, the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

2. AUTHORISED SHARE CAPITAL

The authorised share capital of the Company at the date of the adoption of these Articles is £1,000 divided into 100,000 Ordinary Shares of £0.01 each ("the Shares").

3. ALLOTMENT OF SHARES

- 3.1 Shares which are comprised in the authorised share capital with which the Company was incorporated shall be under the control of the directors who may (subject to Section 80 of the Act and to Article 3.4) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 3.2 All Shares which were not comprised in the authorised share capital with which the Company was incorporated and which the directors propose to issue, shall first be offered to the members in proportion as nearly as may be to the number of the existing Shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of Shares offered, and limiting a period (not being less than Fourteen (14) days) within which the offer, if not accepted, shall be deemed to be declined. After the expiration of that period, those Shares so

deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the Shares offered to them, such further offer being made in like terms in the same manner and limited by a like period as the original offer. Any Shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any Shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of Shares not accepted as aforesaid, such Shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The foregoing provisions of this Article 3.2 shall have effect subject to Section 80 of the Act.

3.3 In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

3.4 The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, 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 at any time or times during the period of Five (5) years from the date of incorporation, and the directors may, after that period, allot any Shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution.

4. PURCHASE OF OWN SHARES

Subject to the provisions of the Act, the Company may purchase its own Shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own Shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of Shares.

5. SHARES

5.1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up Shares, and the Company shall also have a first and paramount lien on all Shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

5.2 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 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

6. GENERAL MEETINGS AND RESOLUTIONS

6.1 Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

- 6.2.1 No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 6.2.2, Two (2) persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- 6.2.2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.
- 6.2.3 If a quorum is not present within half an hour from the time appointed for a general meeting, the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
- 6.2.4 Regulations 40 and 41 in Table A shall not apply to the Company.
- 6.3.1 If and for so long as the Company has only one member and 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, subject as provided in Article 6.3.3.
- 6.3.2 Any decision taken by a sole member pursuant to Article 6.3.1, shall be recorded in writing and delivered by that member to the Company for entry in the Company's Minute Book.
- 6.3.3 Resolution under Section 303 of the Act for the removal of a director before the expiration of his period of office and under Section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.
- 6.4 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member, he shall, on a show of hands, have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.
- 6.5 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

7. APPOINTMENT OF DIRECTORS

- 7.1.1 Regulation 64 in Table A shall not apply to the Company.
- 7.1.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one.

Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly.

7.2 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.

7.3 No person shall be appointed a director at any general meeting unless either :-

7.3.1 he is recommended by the directors; or

7.3.2 not less than Fourteen (14) nor more than Thirty-five (35) clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

7.4.1 Subject to Article 7.3, 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.

7.4.2 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 7.1.2 as the maximum number of directors and for the time being in force.

7.5 In any case where as the result of death or deaths the Company has no members and no directors, the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to Article 7.4.1. For the purpose of this Article 7.5, where Two (2) or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder.

8. BORROWING POWERS

8.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into Shares) to Section 80 of the Act, to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

9. ALTERNATE DIRECTORS

9.1 Unless otherwise determined by the Company in general meeting by ordinary resolution, an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly.

- 9.2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

10. GRATUITIES AND PENSIONS

- 10.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- 10.2 Regulation 87 in Table A shall not apply to the Company.

11. PROCEEDINGS OF DIRECTORS

- 11.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted, and in relation to any such resolution, he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 11.2 A meeting of the directors or of any committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic or audiovisual communication) to speak to each of the others, and to be heard by each of the others simultaneously. Any such meeting shall be deemed to take place at the location of the chairman or, if the chairman is not present, the location where the majority of directors are present.
- 11.3 Each director shall comply with his obligations to disclose his interest in contracts under Section 317 of the Act.
- 11.4 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

12. THE SEAL

- 12.1 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 a director and by the Secretary or second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.
- 12.2 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.

13. NOTICES

13.1 Without prejudice to regulations 112 to 116 inclusive in Table A, the Company may give notice to a member by electronic means provided that :-

13.1.1 the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and

13.1.2 the electronic means used by the Company enables the member concerned to read the text of the notice.

13.2 A notice given to a member personally or in a form permitted by Article 13.1, shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be.

13.3 Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 13.1.

13.4 In this article "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.

14. INDEMNITY

14.1 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, or in connection with any application under Sections 144 or 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, provided that this Article 14.1 shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

14.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

14.3 Regulation 118 in Table A shall not apply to the Company.

15. TRANSFER OF SHARES

15.1 No member shall dispose of any interest in, or right attaching to, or renounce or assign any right to receive or subscribe for any Share (save as may be required in pursuance to his obligations under these Articles) or create or permit to exist any charge, lien, encumbrance or trust over any Share or agree (whether subject to any condition precedent, condition subsequent or otherwise) to do any of such things, except as permitted by Articles 15, **Error! Reference source not found.** or 17.

15.2 If a member at any time attempts to deal with or dispose of a Share or any interest therein or right attaching thereto, otherwise than as permitted by these Articles, he shall be deemed immediately prior to such attempt to have given a Transfer Notice (as defined at Article 16.1) in respect of such Share.

- 15.3 Where a Transfer Notice in respect of any Share is deemed to have been given under any provision of these Articles and the circumstances are such that the directors (as a whole) are unaware of the facts giving rise to the same such Transfer Notice shall be deemed to have been received by the directors on the date on which the directors (as a whole) actually become aware of such facts and the provisions of Article 16 shall apply accordingly.
- 15.4 The instrument of transfer of a Share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor but need not be executed by or on behalf of the transferee.
16. The right to transfer Shares in the Company shall be subject to the following restrictions :-
- 16.1 A member who intends to transfer any of his Shares in the Company ("the Vendor"), or any interest therein, shall give notice in writing to the directors of his intention ("the Transfer Notice") specifying the Shares concerned (together "the Sale Shares") and the price per Share ("the Specified Price") at which he is willing to sell.
- 16.2 The Transfer Notice shall constitute the directors the agents of the Vendor for sale of the Sale Shares to the other members in the Company at the Specified Price or at the Fair Value (as defined at Article 16.5 (whichever shall be the lower). Subject to Article 16.6, the Vendor may withdraw a Transfer Notice at any time prior to acceptances having been received in respect of all the Sale Shares comprised in the Notice. A Transfer Notice shall not otherwise be revocable except with the approval of the directors.
- 16.3 Within Seven (7) days after the receipt of the Transfer Notice, the directors shall offer the Sale Shares pro rata (as nearly as may be) to the other members. Any such offer shall be made by notice from the directors specifying the number and price of the Shares on offer and shall invite each of such members to state in writing within a period not being less than Twenty one (21) days or more than forty two days whether he is willing to take any and, if so, what maximum number of the Sale Shares on offer, provided that if a certificate of valuation is requested under Article 16.5, the offer shall remain open for acceptance for a period of Fourteen (14) days after the date on which notice of the Fair Value certified in accordance with such Article shall have been given by the directors to the members. At the expiration of the time limited by the notice, the directors shall allot the Sale Shares on offer to or amongst the members who shall have notified to the directors their willingness to take any Sale Shares and (if more than one) as nearly as may be pro rata according to the number of Sale Shares held by such persons respectively at the date of the offer, but so that no member shall be obliged to take more than the maximum number of Sale Shares so notified by him as aforesaid.
- 16.4 Any of the Sale Shares on offer which are not taken up as aforesaid shall be deemed to have been declined and shall be offered to the other members pro rata to their respective holdings on the same terms and in the same manner mutatis mutandis as mentioned in Article 16.3.
- 16.5 Any member may, at any time after receipt of an offer of Sale Shares, serve on the Company a notice in writing requesting that an independent firm of chartered accountants ("the Expert") nominated by agreement between such member and the directors, or failing such agreement within Fourteen (14) days, nominated by the President for the time being of the Institute of Chartered Accountants in England and Wales, certify in writing the sum which in their opinion represents the fair value per share ("Fair Value") of the Sale Shares as between a willing

vendor and a willing purchaser on the basis of the aggregate value of all the issued Shares divided by the number of Sale Shares, so that no account shall be taken of the fact that the Sale Shares constitute a minority or any other holding in the share capital of the Company.

- 16.6 In so reporting the Expert shall be considered to be acting as an expert and not as an arbitrator and accordingly the Arbitration Acts 1950 to 1996 and any statutory modification or re-enactment thereof for the time being in force shall not apply. The costs of the Expert shall be borne by the Company (save to the extent that the Expert shall direct that the same be borne by the Vendor and/or the member(s) who required the matter to be referred to them, having regard to the relative reasonableness of their conduct in their respective attempts to establish a Fair Value of the Sale Shares). The directors shall use their best endeavours to procure that the Expert report on the Fair Value within Fourteen (14) days of the matter being referred to them. Upon receipt of such report, the directors shall immediately give written notice of the Fair Value both to the Vendor and to each of the other members. In the event that a Transfer Notice is withdrawn under Article 16.2, the Vendor shall be responsible for the fees of the Expert incurred in determining the Fair Value pursuant to this Article 16.
- 16.7 If by the foregoing procedure, the directors shall receive acceptances in respect of any of the Sale Shares, they shall give notice thereof to the Vendor and he shall thereupon become bound upon payment of the appropriate price to transfer the accepted Sale Shares to the person or persons who have accepted the same, and, if in any case, the Vendor, having become so bound, makes default in so doing, the Company shall receive the price and the directors shall appoint some person to execute instruments of transfer of those of the Sale Shares concerned in favour of the relevant transferee and shall thereupon, subject to such instruments being duly stamped, cause the name of the relevant transferee to be entered in the Register of members as the holder thereof and shall hold the price in trust for the Vendor. The receipt of the Company shall be a good discharge to any such transferee.
- 16.8 If by the foregoing procedure, the directors shall not receive acceptances in respect of all the Sale Shares, they shall give notice thereof to the Vendor and (so long as the Transfer Notice has not been withdrawn, as above), the Vendor shall be at liberty within Ninety (90) days thereafter to transfer all or any of the unaccepted Sale Shares to any person or persons at any price not less than the lower of the Specified Price and, if the matter has been referred to the Expert, as above, the Fair Value as reported by them.
- 16.9 The provisions of this Article 16 may be waived in any particular case if the members together holding all the issued share capital of the Company give their consent in writing to such waiver.
- 16.10 In the event that any Shares are registered in the names of joint holders, the senior shall for the purposes of this Article 16 be deemed to be the Vendor in the event of any Transfer Notice being served in respect of the Shares, and for this purpose seniority shall be determined by the order in which the names stand in the Register of members.
- 16.11 Notwithstanding the provisions of this Article 16, the directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a Share, whether or not it is fully paid, and the first sentence of Regulation 24 in Table A shall not apply to the Company.

16.12 In the application of Regulations 29 to 31 (inclusive) in Table A to the Company :-

16.12.1 any person becoming entitled to a Share in consequence of the death or bankruptcy of a member shall give a Transfer Notice before he elects in respect of any Share to be registered himself or to execute a transfer;

16.12.2 if a person so becoming entitled shall not have given a Transfer Notice in respect of any Share within Six (6) months of the death or bankruptcy, the directors may at any time thereafter, upon resolution passed by them, give notice requiring such person within Thirty (30) days of such notice to give a Transfer Notice in respect of all the Shares to which he has so become entitled and for which he has not previously given a Transfer Notice, and if he does not do so, he shall at the end of such Thirty (30) days be deemed to have given a Transfer Notice pursuant to Article 16.1 relating to those Shares in respect of which he has still not done so;

16.12.3 where a Transfer Notice is given or deemed to be given under this Article 16.12 and no price per Share is specified therein, the Transfer Notice shall be deemed to specify the sum which shall, on the application of the directors, be certified in writing in accordance with Article 16.5 as the Fair Value.

16.13 Whenever any member of the Company who holds office as a director and/or who is employed by the Company in any capacity ceases to hold such office and/or ceases to be such an employee the directors may at any time not later than Six (6) months after his ceasing to hold office as a director and/or to be employed, resolve that such member do retire, and thereupon he shall (unless he has already served a Transfer Notice) be deemed to have served a Transfer Notice pursuant to Article 16.1 Provided that in the event that he ceases to hold such office and/or ceases to be such an employee:-

16.13.1 within the period of Two (2) years after the date of his appointment as a director and/or an employee ("**Initial Period**") for a reason other than death, permanent incapacity due to ill health, retirement at normal retirement age or summary dismissal by the Company without cause; or

16.13.2 at any time after the expiry of the Initial Period for a reason other than death, voluntary resignation, permanent incapacity due to ill health, retirement at normal retirement age or summary dismissal by the Company without cause

the price per Share specified in such Transfer Notice shall be deemed to be the lower of par value, cost and Fair Value.

17. Notwithstanding the provisions of Articles 15 and 16, the directors shall be bound to approve for registration the transfer of any Share by a member to a trustee of any trust of which the spouse and any issue, parent, son-in-law, daughter-in-law, brother or sister of such Member are the sole beneficiaries Provided that thereafter there shall be no variation of any such trust regarding the identity of the beneficiaries thereunder.