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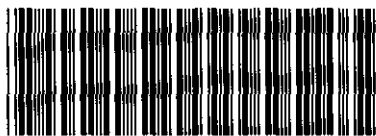
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 6058800

The Registrar of Companies for England and Wales hereby certifies that
ACRAMAN (434) LIMITED

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 19th January 2007



N06058800E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

CHFP025

Notes on completion appear on final page

6058800

Company Name in full

Acraman (434) Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

One Redcliff Street

Post town Bristol

County / Region

Postcode BS1 6TP

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.

x

Agent's Name TLT Solicitors

Address One Redcliff Street

Post town Bristol

County / Region

Postcode BS1 6TP

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 searchers of the
public record.

TLT LLP t/a TLT Solicitors
One Redcliff Street
Bristol
BS1 6TP

Tel 0117 917 7777

DX number 7815

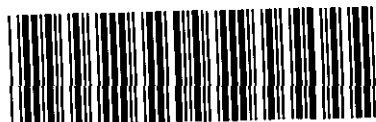
DX exchange Bristol

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



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COMPANIES HOUSE

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Company Secretary (see notes 1-5)

Company name Acraman (434) Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

TLT Secretaries Limited

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 ††

One Redcliff Street

Post town

Bristol

County / Region

Postcode

BS1 6TP

Country

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

Consent signature

FOR AND ON BEHALF OF
TLT SECRETARIES LIMITED

Date

15.1.07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

TLT Directors Limited

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 ††

One Redcliff Street

Post town

Bristol

County / Region

Postcode

BS1 6TP

Country

Day Month Year

Date of birth

x

x

x

x

x

x

x

x

Nationality

Business occupation

Other directorships

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

Consent signature

FOR AND ON BEHALF OF
TLT DIRECTORS LIMITED

Date

15.1.07

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>		*Honours etc	<input type="text"/>
Forename(s)		<input type="text"/>			
Surname		<input type="text"/>			
Previous forename(s)		<input type="text"/>			
Previous surname(s)		<input type="text"/>			
Address ††		<input type="text"/>			
<input type="checkbox"/>		<input type="text"/>			
Post town		<input type="text"/>			
County / Region		<input type="text"/>	Postcode	<input type="text"/>	
Country		<input type="text"/>			
Date of birth		<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality <input type="text"/>
Business occupation		<input type="text"/>			
Other directorships		<input type="text"/>			
		<input type="text"/>			
I consent to act as director of the company named on page 1					
Consent signature		<input type="text"/>	Date	<input type="text"/>	

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed**FOR AND ON BEHALF OF
ILT DIRECTORS LIMITED**Date**

15.1.07

Or the subscribers**Signed****Date***(i.e those who signed
as members on the
memorandum of
association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was :**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

The Companies Acts 1985 and 1989**Company Limited by Shares****Memorandum of Association (Long Form)**

of

Acraman (434) Limited

18840

1. The name of the Company is "Acraman (434) Limited".
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:
 - 3.1 To carry on any of the businesses of manufactures, importers, exporters, wholesalers, retailers, distributors, agents, franchisees, brokers of and dealers in goods and products of every description; consultants, advisers, managers, agents and providers of every kind of financial, commercial, industrial and other services, warehouseman, hauliers, carriers, shippers, contractors, builders, printers, publishers, advertisers, dealers, repairers, maintainers, operators and hirers of motor and other vehicles and all kinds of machinery, plant, tools and other equipment.
 - 3.2 To act as a holding company and to carry on any business or activity which any subsidiary of the Company has power to carry on or if the Company becomes the subsidiary of any other company to carry on any business or activity which its holding company or any fellow subsidiary of the holding company has power to carry on and to acquire any business or activity carried on by any holding subsidiary or fellow subsidiary company and to continue any such business or activity if it should cease to be the holding or subsidiary company of any such company.
 - 3.3 To purchase or otherwise acquire and/or to carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses or other objects of the Company.
 - 3.4 To purchase or by any other means acquire and assume for any estate or interest whether freehold or leasehold legal or equitable and to take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - 3.5 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect on the same, and to expand money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
 - 3.6 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the



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businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- 3.7 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, or turn to account, grant licences, options, right and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- 3.8 To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- 3.9 To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyship of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
- 3.10 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncanceled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 3.11 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 3.12 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.13 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company

may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions.

- 3.14 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government of authority, municipal, local or otherwise, in any part of the world.
- 3.15 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company of companies.
- 3.16 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- 3.17 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- 3.18 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 3.19 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- 3.20 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- 3.21 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or

have served the Company, or any company which is a subsidiary of the company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business if the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or shares purchase schemes for the benefit of any of the employees of the company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- 3.22 To distribute among the Members of the company in kind any property of the Company of whatever nature.
- 3.23 To procure the Company to be registered or recognised in any part of the world.
- 3.24 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- 3.25 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this clause except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £100 divided into 100 shares of £1 each.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers

TLT Directors Limited
One Redcliff Street
Bristol BS1 6TP


FOR AND ON BEHALF OF
TLT DIRECTORS LIMITED

One

Dated this 15th day of January 2007

Witness to the above Signatures:


Thomas Ward

One Redcliff Street
Bristol BS1 6TP

Trainee Solicitor

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
ACRAMAN (434) LIMITED
("the Company")

1. Preliminary

- 1.1 The Company is a private company and, subject as hereinafter provided and except where the same are varied or excluded by or inconsistent with these Articles, the Regulations contained or incorporated by reference in Table A in the Companies (Tables A to F) Regulations 1985 (as amended) (such Table being hereinafter called "**Table A**") shall apply to the Company and shall be deemed to form part of these Articles. References herein contained to "**Regulations**" are to Regulations in Table A and references herein to "**the Act**" are references to the Companies Act 1985 unless otherwise stated.
- 1.2 In Articles 8 and 11 "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.

2. Share Capital

The share capital of the Company on incorporation is £100 divided into 100 Ordinary Shares of £1 each.

3. Allotment of Shares

- 3.1 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power to allot Ordinary Shares of £1 each (being relevant securities within the meaning of that Section) to such persons, on such terms and in such manner as they think fit, up to an aggregate nominal amount of the share capital of the Company on incorporation at any time or times during the period of one year from the date of the adoption of these Articles. The authority contained in this Article shall extend to the allotment of such shares (within such limit) after the expiry of such period of one year pursuant to an offer or agreement so to do made by the Company within that period.
- 3.2 In accordance with Section 91 of the Act sub-section (1) of Section 89 and sub-sections (1) to (6) of Section 90 shall be excluded from applying to the Company.

4. **Lien**

The lien conferred by Regulation 8 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 up 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 monies presently payable by him or his estate to the Company. Furthermore, such lien shall extend to all amounts payable in respect of a share. Regulation 8 shall be modified accordingly.

5. **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 non-payment of the call".

6. **Transfer of Shares**

The Board may, in its absolute discretion, and without giving any reason therefor, decline to register a transfer of any share, whether or not it is a fully paid share. Regulation 24 shall not apply to the Company.

7. **Transmission of Shares**

The Directors may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 shall be modified accordingly.

8. **Notices**

8.1 Without prejudice to regulations 112 to 116 inclusive in Table A the Company may give notice to a Member by electronic means provided that:

8.1.1 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

8.1.2 the electronic means used by the Company enables the Member concerned to read the text of the notice.

8.2 A notice given to a Member personally or in a form permitted by Article 8.1 above 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.

8.3 Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 8.1 above.

9. General Meetings and Resolutions

- 9.1 Every notice conveying a General Meeting shall contain a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a Member; and notice 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 Auditor for the time being of the Company.
- 9.2 Regulation 40 shall not apply to the Company
- 9.3 No business shall be transacted at any meeting unless a quorum is present. Subject to Article 9.4 below, two 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.
- 9.4 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.
- 9.5 Regulation 41 shall be read and construed as if the words "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved" were added at the end.
- 9.6 A resolution in writing signed by all Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members. Regulation 53 shall not apply to the Company.

10. Appointment of Directors

- 10.1 Regulation 64 shall not apply to the Company.
- 10.2 The minimum number of Directors is one and, unless otherwise determined by ordinary resolution, the number of Directors is not subject to a maximum. A sole Director may exercise all the powers and discretions given to the Directors by these Articles and the Act.
- 10.3 The Directors shall not be required to retire by rotation and accordingly regulations 73 to 80 inclusive shall not apply to the Company.
- 10.4 The Members may by Ordinary Resolution passed at any General Meeting of the Company appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
- 10.5 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 fixed by or in accordance with these Articles as the maximum number of Directors. A Director so appointed shall hold

office only until the next following annual general meeting and if not reappointed at such meeting, he shall vacate office at the conclusion thereof.

11. Alternate Directors

- 11.1 Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors and, at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor.
- 11.2 An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company except only 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, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.
- 11.3 An alternate Director shall (subject to his giving to the Company address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of all General Meetings.
- 11.4 The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting
- 11.5 A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director who 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.
- 11.6 Regulations 65 to 69 inclusive shall not apply to the Company.

12. Board Meetings

- 12.1 A person in communication by electronic means with the chairman and with all other parties to a meeting of the Directors or of a committee of the Directors shall be regarded for all purposes as personally attending such a meeting provided that but only for as long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.
- 12.2 A meeting at which one or more of the Directors attends by electronic means is deemed to be held at such place as the Directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the

place, if any, where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

13. Powers of Directors

13.1 The quorum necessary for the transaction of the business of the Directors shall be two, except when there is only one Director. When there is only one Director, he may exercise all the powers conferred on Directors by these Articles.

13.2 Subject to the provisions of the Act and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:

13.2.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is in any way interested;

13.2.2 may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested;

13.2.3 may, or any firm or company of which he is a principal may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested;

13.2.4 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

13.2.5 shall be entitled to vote and be counted in the quorum on any matter concerning Articles 13.2.1 to 13.2.4 above

13.3 For the purposes of this Article:

13.3.1 a general notice to the Directors that a Director is to be regarded as having an interest in a particular transaction or arrangement shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and to the extent specified in such general notice;

13.3.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

13.3.3 an interest of a person who is, for any purpose of the Act, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate director, an interest of his appointor shall be treated as an

interest of the alternate director without the prejudice to any interest which the alternate director has otherwise.

- 13.4 Regulations 85, 86 and 94 to 96 inclusive shall not apply to the Company.
- 13.5 The Directors may exercise the powers of the Company conferred in the Memorandum to provide for pensions 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. Accordingly Regulation 87 in Table A shall not apply to the Company.

14. Disqualification of Directors

- 14.1 The office of a Director shall be vacated if:


- 14.1.1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
- 14.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 14.1.3 he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
- 14.1.4 he resigns his office by notice to the Company.

- 14.2 Regulation 81 shall not apply to the Company.

15. Indemnity and Insurance

- 15.1 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 entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto, including 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.
- 15.2 The Company may purchase and maintain for any officer or auditor of the Company insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

Name, Address and Descriptions of Subscriber


FOR AND ON BEHALF OF
TLT DIRECTORS LIMITED

TLT DIRECTORS LIMITED

One Redcliff Street
Bristol BS1 6TP

Dated this 15th day of January 2007

Witness to the above Signatures:



Thomas Ward

One Redcliff Street
Bristol BS1 6TP

Trainee Solicitor