

**FILE COPY**



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

Company No. 6364434

The Registrar of Companies for England and Wales hereby certifies that

**ESQUIRE PEARL REALTY (DANBURY) LIMITED**

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

Given at Companies House, London, the 7th September 2007



\*N06364434H\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



12

Please complete in typescript,  
or in bold black capitals

CHFP025

**Declaration on application for registration**

636 4434

**Company Name in full**

ESQUIRE PEARL REALTY (DANBURY) LIMITED

I, CHRIS TOWLE

of WRAGGE &amp; CO LLP

† 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**

Declared at HAMMONDS SOLICITORS, BIRMINGHAM

Day Month Year

On 0 6 0 9 2 0 0 7

① Please print name

before me ① SIAN CHAPMAN

**Signed****Date** 06 September 2007

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

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query

Wragge &amp; Co LLP

55 Colmore Row

Birmingham

B3 2AS

1957329/DPR/CXT1

Tel 01212331000

DX number DX 13036

DX exchange Birmingham 1

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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Please complete in typescript,  
or in bold black capitals

CHFP025

Notes on completion appear on final page

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

6364434

### Company Name in full

ESQUIRE PEARL REALTY (DANBURY) LIMITED

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

2 MILEOAK INDUSTRIAL ESTATE

MAESBURY ROAD

Post town OSWESTRY

County / Region SHROPSHIRE

Postcode SY10 8GA

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 searchers of the  
public record

Wragge & Co LLP  
55 Colmore Row  
Birmingham  
B32AS

Tel 01212331000

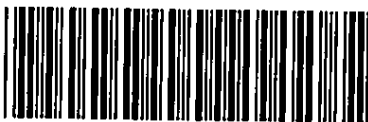
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**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

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COMPANIES HOUSE

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9718672

**Company Secretary** (see notes 1-5)

Company name ESQUIRE PEARL REALTY (DANBURY) LIMITED

NAME \*Style / Title

MR

\*Honours etc

\* Voluntary details

Forename(s) DOMINIC

Surname ROBERTS

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 ††

☐

497 RIDGACRE ROAD WEST

QUINTON

Post town BIRMINGHAM

County / Region WEST MIDLANDS

Postcode B32 1AR

Country UNITED KINGDOM

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

Consent signature

Date

6 September 2007

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

Forename(s) ANDREW JAMES

Surname PICKSTOCK

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 ††

☐

BROCKTON HOUSE

BROCKTON

Post town SHIFNAL SALOP

County / Region SHROPSHIRE

Postcode TF11 9NA

Country UNITED KINGDOM

Day Month Year

Date of birth

0

4

0

1

1

9

6

5

Nationality BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

055770834, 04983904, 05586163, 05386172, 04364815, 05047971, 02471336,

03271686

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

Consent signature

Date

6 September 2007

## Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME

\*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

☐

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

### This section must be signed by

Either

an agent on behalf  
of all subscribers

Signed

Date

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

549956

Company Number [            ]

The Companies Acts 1985 - 1989



6366434

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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

of

ESQUIRE PEARL REALTY (DANBURY) LIMITED

- 
- 1 The name of the Company is "**Esquire Pearl Realty (Danbury) Limited**"
  - 2 The registered office of the Company will be situated in England
  - 3 The objects for which the Company is established are

(A)

- (1) To carry on as principal, agent or in any other capacity whatsoever all or any of the businesses, undertakings, transactions or operations commonly carried on or undertaken by general merchants, traders, designers, manufacturers, assemblers, property developers, builders, contractors, distributors, agents, importers, exporters, factors, wholesale and retail dealers and suppliers of all goods, wares, produce, products, materials, commodities, and merchandise of every description and/or to provide all forms and manner of services of whatsoever nature including, inter alia, commercial, finance, credit, leasing, hire, hire purchase, financing, banking, insurance, investment, consultancy, advisory, estate management and estate agency, advertising, marketing, managerial, administrative, computer, broking, surveying,

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COMPANIES HOUSE

export, import, shipping, transport, investment, storage, forwarding, equipment hire and garage services and all other services of every description and to carry on all or any of the said businesses, undertakings, transactions or operations either together or separately in any part of the world, to act as agents and/or representatives for any purpose on behalf of any persons, firms, companies, organisations or authorities in respect of any goods and/or services as the Company may decide, to purchase or otherwise acquire or take over any business or businesses or undertakings which may be deemed by the Company to be expedient or to become interested in and carry on or dispose of or liquidate or otherwise deal with such businesses or undertakings as may be thought desirable and to purchase, subscribe for and/or otherwise acquire and/or hold shares, stocks, debentures or securities and investments of whatsoever nature and to act as a holding company and without prejudice to the generality of the foregoing to carry on business as a general commercial company

(2) To enter into any guarantees, indemnities and/or financial transactions and to carry on and transact every kind of guarantee, counter-guarantee, indemnity and counter-indemnity business and financial operations and without limiting the generality of the foregoing in connection therewith or in connection with any business or activity of the Company or otherwise, (regardless of whether or not the Company receives any consideration) to

- (i) finance and invest in and to guarantee the payment of money by, and the discharge of liabilities and obligations of every description of, any person firm or company including (without limiting the generality of the foregoing) any company which is for the time being a subsidiary or the holding company (both as defined by section 736 Companies Act 1985) of the Company or another subsidiary of any such holding company, and/or
- (ii) effect any such guarantees and indemnities either by personal covenant or by mortgaging charging or otherwise creating security over all or any part of the undertaking, property and assets both present and future of the Company and its uncalled capital or by both such methods, and/or
- (iii) borrow money, negotiate loans, grant credit facilities and other accommodation, advance and lend money with or without security, and to discount and deal in bills of exchange and other negotiable instruments and securities of every description, and/or



- (iv) give, subject to and in accordance with due compliance with the provisions of sections 155-158 inclusive Companies Act 1985 (if and so far as such provisions shall be applicable), whether directly or indirectly, any kind of financial assistance (as defined in section 152 Companies Act 1985) for any such purpose as is specified in section 151 and/or section 153 Companies Act 1985
- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to the Company's business or which in their opinion will enhance the value of or render profitable any of the Company's property or assets
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any land, buildings, easements, rights, privileges, concessions, patents, know-how, licences, secret processes, machinery, plant, stock-in-trade, and any other real or personal property of any kind for the purposes of or in connection with the Company's business or any branch or department thereof
- (D) To construct any shops, offices, warehouses, workshops, factories or other buildings or structures, roads, railways, port or harbour installations, runways or landing strips, plant, machinery and equipment, and to execute and carry out civil engineering works of all kinds for the purposes of the Company's business
- (E) To apply for, register, purchase, or by any other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, inventions, brevets d'invention, licences, secret processes, trade marks, designs, copyrights, concessions, franchises, confidential information, know-how, computer systems and programs and any and all types of computerised data and information and to disclaim, alter, modify, use and turn to account, and to manufacture under or grant licences or privileges in respect of, the same and to expend money in research upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire
- (F) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society
- (G) To mortgage and charge the undertaking and all or any of the real or personal property and assets, present or future, and all or any of the uncalled capital for the time being, of the Company and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, securities of every kind including debentures, debenture

stock, loan stock and warrants to subscribe for the same, whether or not convertible into any other security or share capital of the Company and whether or not secured by any form of charge on any assets of the Company and either permanent or redeemable or repayable, and collaterally or further to secure any such securities of the Company by a trust deed or other assurance

- (H) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly
- (I) To receive money on deposit or loan upon such terms as the Company may approve
- (J) To make advances or give credit to customers and others having dealings with the Company either with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and such others as aforesaid
- (K) To grant pensions, allowances and gratuities to directors or ex-directors, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons, to establish and maintain or concur in establishing and maintaining and/or from time to time vary trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid and their dependants and to support or subscribe to any charitable trusts, funds or institutions, the support of which may, in the opinion of the Directors of the Company for the time being, benefit the Company or its employees and to institute and maintain any club or other establishment or profit-sharing scheme for the benefit of the Company or its directors or employees
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities (other than the shares of the Company or its holding company (if any)) and in such manner as may from time to time be decided
- (N) To pay either wholly or in part for any property or assets acquired by the Company, either in cash or fully or partly paid up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities

which the Company has power to issue and generally on such terms as the Company decides

- (O) To accept payment for any property or assets sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or other securities (which such company or corporation is empowered to issue) of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend, interest or repayment of capital or otherwise, or partly in cash and partly in shares or securities and generally on such terms as the Company decides, and to hold, dispose of or otherwise deal with any shares or securities so acquired
- (P) To enter into any partnership, joint-venture or arrangement for sharing profits, merger or amalgamation of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such person, firm or company
- (Q) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which will in any manner advance the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of, and to guarantee the payment of the dividends, interest or capital of, any shares, stock or securities issued by, or any other obligations of, any such company
- (R) To purchase or otherwise acquire and manage all or any part of the business, property, assets, liabilities or transactions of any person, firm or company carrying on any business which this Company is authorised to carry on
- (S) To sell, improve, manage, develop, turn to account, exchange, let or hire on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of, the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit
- (T) To accept any securities which any company is empowered to issue in payment or part payment for services rendered or goods sold to or any debt owing from any such company
- (U) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully

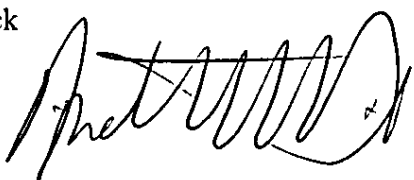
or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner

- (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, 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 adopt such means of making known or advertising the business, products and services of the Company as may seem expedient
- (X) To procure the Company to be registered or recognised in any country or place outside the United Kingdom
- (Y) To carry out all or any of the objects of the Company and to do all or any of the above acts matters or things and to exercise all or any of the above powers in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees or otherwise
- (Z) Generally to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them

The objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and they shall not be limited or restricted by reference to or inference from any other such paragraph, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the object of a separate and distinct company

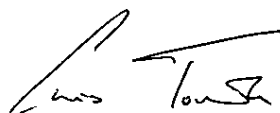
- 4 The liability of the members is limited
- 5 The share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise

WE, the person whose name, address and description are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set out opposite our name

NAME ADDRESS AND DESCRIPTION OF SUBSCRIBER	Number of Shares taken by Subscriber
Andrew Pickstock Brockton House Brockton Shifnal Salop TF11 9NA 	Two

Dated 06 / 07 2007

Witness to the above signature



CHRIS TOWLE  
SOLICITOR  
WRAGGE & COLLP  
55 COMMORE ROW  
BIRMINGHAM

Private & Confidential

Company Number [       ]

THE COMPANIES ACTS 1985 AND 1989

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

of

**ESQUIRE PEARL REALTY (DANBURY) LIMITED**

---

**1     Preliminary**

**1 1     In these Articles**

“**Act**” means the Companies Act 1985 (as amended)

“**Table A**” means Table A in the Companies (Tables A to F) Regulations 1985 as amended prior to the date of adoption of these Articles. References to regulations are to regulations in Table A.

“**Statutes**” means the Act and any statutory modification or re-enactment of the Act for the time being in force and every other Act for the time being in force concerning companies and affecting the Company.

**1 2     Subject as provided below, the regulations contained in Table A shall apply to the Company**

1 3 Regulations 38, 73 to 78 inclusive, 101 and 118 shall not apply to the Company, but the Articles contained in this document and the remaining regulations of Table A, subject to the modifications set out below, shall constitute the regulations of the Company

1 4 Other expressions defined in Table A shall bear the same meaning in these Articles

## **2 Shares**

2 1 The share capital of the Company at the date of the adoption of these Articles is £1000 divided into 1000 Ordinary Shares of £1 00 each

2 2 Subject to the provisions of Articles 2 3 and 2 4 and to any directions which may be given by the Company in general meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and without prejudice to the generality of the above authority any shares unissued at the date of adoption of this Article/these Articles and any shares subsequently created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of any of those shares to such persons (including the Directors themselves) on such terms and at such times as they may think proper, except that no share shall be issued at a discount

2 3 The maximum nominal amount of share capital which or in respect of which the Directors may allot, grant options or subscription or conversion rights, create, deal or otherwise dispose of in accordance with this Article shall be £989 or such other amount as shall be authorised by the Company in general meeting

2 4 The authority conferred on the Directors by Articles 2 2 and 2 3 shall expire on the day preceding the fifth anniversary of the date of incorporation of the Company

2 5 The provisions of section 89(1) of the Act shall not apply to the Company

## **3 Lien**

3 1 The lien conferred by regulation 8 shall apply to

(a) all shares of the Company whether fully paid or not,

- (b) all shares registered in the name of any person indebted or under liability to the Company, whether that person is the sole registered holder of the relevant share or one of several joint holders,

and shall be for all indebtedness or other liability to the Company of any member

Regulation 8 shall be modified accordingly

#### **4     Transfer of shares**

- 4 1     The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share
- Regulation 24 shall be modified accordingly

#### **5     General meetings**

- 5 1     An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution or a resolution appointing a person as a Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 days' notice but a general meeting may be called by shorter notice if it is so agreed

- (a)     in the case of an annual general meeting or a meeting called for the passing of an elective resolution, by all the members entitled to attend and vote at that meeting, and
- (b)     in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right, or such lesser percentage, not being less than 90 per cent, as may be specified in or in accordance with any elective resolution passed by the Company

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such

Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in



consequence of the death or bankruptcy of a member and to the Directors and the auditors

5 2 The following provisions of this Article apply if the Company has only a single member

- (a) regulation 40 shall be modified by the insertion at the end of that regulation of the following proviso “, but if and so long as the company has only a single member, the quorum shall be one such person ”, and
- (b) if the single member takes any decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, the single member shall (unless the decision is taken by way of a written resolution) provide the Company with a written record of that decision However, failure to do so shall not affect the validity of such decision

5 3 Regulation 37 shall be modified by

- (a) the substitution of the words “seven weeks” for the words “eight weeks, and the deletion of its second sentence and by the addition at the end of the regulation of the following sentence “If the company has only a single member, that member shall be entitled at any time to call a general meeting ”

5 4 Regulation 41 shall be modified by the addition at the end of that regulation of the following sentence “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 However, if the company has only a single member, the preceding provisions of this regulation as to adjournment shall not apply and, if within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved and shall not be adjourned ”

5 5 A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy and entitled to vote Regulation 46 shall be modified accordingly

5 6 A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them on behalf of all the joint holders shall be sufficient for the purposes of that regulation. The Directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by a Director or the secretary of the Company.

5 7 At or before the time a proposed written resolution is supplied to a member for signature, the Directors and the secretary of the Company shall, if the Company has auditors, ensure that a copy of the resolution is sent to them, or that they are otherwise notified of its contents.

5 8 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

## **6 Directors**

6 1 The first Directors shall be appointed in writing by completion of the statement required to be delivered for registration by section 10 of the Act.

## **7 Powers and duties of Directors**

7 1 Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any of its subsidiaries) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated for so acting. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the relevant matter is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.

**8      Appointment, removal and disqualification of Directors**

8 1      Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, 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 and to remove from office any Director however appointed. Any such appointment or removal shall be effected

- (a)      by a notice signed by the member or members making the appointment or removal or (in the case of a member being a corporation) signed on its behalf by one of its directors or its secretary and shall take effect on lodgment at the registered office of the Company, or
- (b)      by an electronic communication and shall take effect on receipt of the relevant communication at the registered office of the Company, regulation 115 (as modified by Article 13 4 below) shall apply in determining proof of receipt

8 2      The office of a Director shall be vacated if he is removed from office under Article 8 1. Regulation 81 shall be modified accordingly

8 3      Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case

- (a)      no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70,
- (b)      any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of 70,
- (c)      no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of 70, and
- (d)      it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such

**9      Rotation of Directors**

- 9 1      The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 shall be deleted

**10     Alternate Directors**

- 10 1    Any appointment or removal of an alternate Director made under Table A shall be delivered at the registered office of the Company
- 10 2    If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose of signing instruments for the purpose of Article 12
- 10 3    An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent, mutatis mutandis, as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as that appointor may by notice in writing to the Company from time to time direct

**11     Proceedings of Directors**

- 11 1    Any Director or member of a committee of the Directors may participate in a meeting of the Directors or that committee by means of conference telephone, video conference or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at the relevant meeting
- 11 2    The following sentence shall be inserted after the first sentence of regulation 72  
“Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company ”

11 3 The second sentence of regulation 89 shall be deleted and the following sentence shall be inserted after the first sentence “In the event that the Company has a sole director the quorum for the transaction of the business of the directors shall be one ”

11 4 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting on that resolution Regulation 93 shall be modified accordingly

## **12 The seal**

12 1 If the Company has a seal, it shall only be used with the authority of the Directors or a committee of the 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 by a second Director The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal

12 2 If the Company has a common seal, the Company may also 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 agents or agent, 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 its use 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 referred to in this Article 12 2

## **13 Notices**

13 1 Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes The third sentence of regulation 112 shall be deleted

13 2 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including facsimile or by electronic communication in

accordance with regulation 111, but as if the words “(other than a notice calling a meeting of the directors)” were omitted, and a notice communicated by any such form of immediate transmission shall be deemed to be given in accordance with regulation 115

## **14     Indemnity**

14 1     To the fullest extent permitted by law

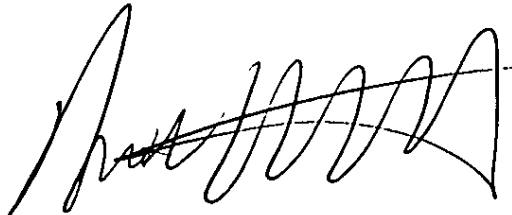
- (a)     every director, alternate director, secretary or other officer of the Company or of any other company which is a subsidiary of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, damages and liabilities incurred by him in the actual or purported execution or discharge of his duties or exercise of his powers or otherwise in relation to his office, including (without limitation) any liability incurred in defending any proceedings (whether 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 or of any other company which is a subsidiary of the Company, but in each case without prejudice to any indemnity to which he may be otherwise entitled,
- (b)     the Directors may authorise loans by the Company to any director, alternate director, secretary or other officer of the Company or of any other company which is a subsidiary of the Company for the purposes of meeting any liability incurred in defending any proceedings referred to in Article 14 1(a) above, and
- (c)     the Directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a director or other officer or employee of the Company or of any other company which is a subsidiary of the Company indemnifying that person against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or employee

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NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

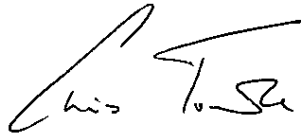
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Andrew Pickstock  
Brockton House  
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DATED 06/09 2007

WITNESS to the above signature



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