

**WRITTEN RESOLUTION
OF
CYGNUS NDT SOLUTIONS LIMITED
COMPANY NUMBER 06648911**

Circulation Date: 22 November 2010

Written Resolution pursuant to chapter 2 of Part 13 of the Companies Act 2006 The Directors of the Company propose that the Resolution set out below is passed as a Special Resolution of the Company

SPECIAL RESOLUTION

THAT Article 8 of the Articles of Association of the Company be amended as shown in red on the copy of Article 8 attached to this Resolution and marked "A"


AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution

The undersigned, being the person(s) entitled to vote on the above Resolution on 22 November 2010, hereby irrevocably agree to the Special Resolution being passed

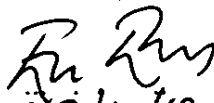
Signed by Lucinda Crosthwaite-Eyre

Date


23/11/10

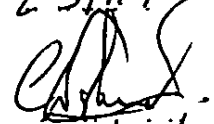
Signed by Erica Edes

Date


23/11/10

Signed by Charles Edwards

Date


23/11/10

TUESDAY



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NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above, and returning it to the Company. This may be done by hand, by post, by fax or by email. If you do not agree to the Resolution you do not need to do anything, you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.
3. Unless by 29 November 2010 sufficient agreement has been received for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

CYGNUS NDT SOLUTIONS LIMITED
EXTRACT FROM ARTICLES OF ASSOCIATION

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TRANSFER OF SHARES

- 6 The transferor shall be deemed to remain a holder of any shares which have been or are to be transferred until the name of the transferee is entered in the register of members in respect thereof
- 7 Subject to Article 8 below, the directors may, in their absolute discretion and without assigning any reason therefore, decline to register the transfer of any share, whether or not it is fully paid
- 8 (1) A member (referred to in this Article as "the transferor") desiring to transfer shares otherwise than to another member shall give notice in writing of such intention to the directors of the Company giving particulars of the shares in question (referred to in this Article as "the transfer notice")
- (2) The transfer notice shall constitute the directors as agents of the transferor for the sale of shares included in the transfer notice at the prescribed price (as hereinafter defined) and on the terms hereinafter set out
- (3) The prescribed price shall be such price per share as shall be agreed between the transferor and the directors or in default of agreement as shall be fixed by the Auditors for the time being of the Company (or if the Company does not have auditors by a firm of Accountants, qualified to act as Auditors, appointed by the Company) as the fair value thereof, and the cost of the said valuation by the Auditors or firm of Accountants shall be borne by the Company
- (4) The directors shall offer the shares included in the transfer notice first to the members of the Company (other than the transferor) at the prescribed price. Such offer shall be expressed to be open for acceptance for a period of not more than twenty-eight days, and members shall be required to indicate the maximum number of shares they wish to apply for (if any).
- (5) In the event of competition the shares so offered shall be sold to the members accepting the offer in such proportions (or as nearly as may be) as their existing holdings bear to the total number of shares held by members accepting the offer, provided that no member shall be required to purchase a greater number of shares than the maximum number (if any) he applied for. The decision of the directors as to the allocation of such shares shall be final.
- (6) If, at the expiry of the time prescribed for the acceptance of offers under (4) above any shares included in the transfer notice have not been accepted for purchase by members, the directors may (at their absolute discretion and subject always to the provisions of the Act) at any time during the period of 14 days following the expiry of the offers referred to in (4)

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above, determine that such unaccepted shares shall be acquired by the Company at the prescribed price

- (7) The transferor shall be bound upon receipt of the prescribed price to transfer to each member who has accepted the said offer or (as the case may be) the Company, such number of shares included in the transfer notice as such member has so accepted or, (if appropriate) as the directors have resolved that the Company shall acquire

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- (8) Where a transferor fails or refuses so to transfer any shares within twenty-eight days after having become bound so to do, the directors may authorise some person to execute on behalf of and as attorney for the transferor any necessary transfers and may receive the purchase money therefore in trust for the transferor, and in any such case the receipt of the Company shall be a good discharge to the purchaser who shall not be concerned with the application thereof

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- (9) If, at the expiry of the time prescribed for the acceptance of offers under (4) above, and (if applicable) the time prescribed for the directors to determine that the Company shall acquire any unaccepted shares under (6) above any shares included in the transfer notice have not been accepted for purchase by members (or any of them) or by the Company on the terms set out in (3) to (7) above inclusive, the transferor shall be at liberty to dispose of so many of such shares as have not been so accepted for purchase in any manner he may think fit within three months from the expiry of the said time prescribed under (4) above, provided that no such disposal may be made at a price per share less than the prescribed price

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THE COMPANIES ACTS 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY SHARES ARTICLES OF ASSOCIATION

of CYGNUS NDT SOLUTIONS LIMITED

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PRELIMINARY

- 1 (1) The Regulations contained in Table A in the Companies (Tables A to F) (Amendment) Regulations 2007 (hereinafter referred to as Table A) shall apply to the Company save insofar as they are excluded or varied hereby, and such Regulations save as so excluded or varied together with the Articles hereinafter contained shall be the Articles of Association of the Company
- (2) In these Articles "the Act" means the Companies Act 1985 and any re-enactment or modification thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force
- (3) Regulations 24, 41, 46, 48, 64, 67, 90, 94, 95, 96, 97, 101 of Table A shall not apply to the company and in Regulation 6 of Table A the words "or shall be authorised by the signature of a director" shall be inserted after "shall be sealed with the seal"

INTERPRETATION

- 2 The provisions as to the interpretation of Table A contained in Regulation 1 thereof shall apply to the interpretation of these Articles as they apply to the interpretation of Table A

PRIVATE COMPANY

3. The Company is a private Company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58 (3), 59 and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.
- 4 (1) All unissued shares of the Company, whether forming part of the original or any increased capital shall be under the control of the directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, including any directors of the Company, at such times and on such conditions they think fit, provided that no shares shall be issued at a discount
- (2) The directors are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in section 80 of the Act and are empowered to make offers or agreements which would or might require relevant securities as so defined to be allotted after the expiration of such authority

(3) Unless and until the authority conferred by (2) above is revoked, renewed or varied

- a) the maximum amount of relevant securities as so defined that may be allotted under such authority shall be the amount of unissued relevant securities in the capital of the Company at the date of the incorporation of the Company,
- b) such authority shall expire on the fifth anniversary of the date of incorporation of the Company.

REDEMPTION OF SHARES

- 5 Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before the issue thereof

TRANSFER OF SHARES

- 6 The transferor shall be deemed to remain a holder of any shares which have been or are to be transferred until the name of the transferee is entered in the register of members in respect thereof.

7. Subject to Article 8 below, the directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share, whether or not it is fully paid

- 8 (1) A member (referred to in this Article as "the transferor") desiring to transfer shares otherwise than to another member shall give notice in writing of such intention to the directors of the Company giving particulars of the shares in question (referred to in this Article as "the transfer notice")

(2) The transfer notice shall constitute the Directors as agents of the transferor for the sale of the shares included in the transfer notice at the prescribed price (as hereinafter defined) and on the terms hereinafter set out

(3) The prescribed price shall be such price per share as shall be agreed between the transferor and the directors or in default of agreement as shall be fixed by the Auditors for the time being of the Company (or if the Company does not have auditors by a firm of Accountants, qualified to act as Auditors, appointed by the Company) as the fair value thereof, and the cost of the said valuation by the Auditors or firm of Accountants shall be borne by the Company

(4) The directors shall offer the shares included in the transfer notice first to the members of the Company (other than the transferor) at the prescribed price Such offer shall be expressed to be open for acceptance for a period of not more than twenty-eight days, and members shall be required to indicate the maximum number of shares they wish to apply for (if any)

(5) In the event of competition the shares so offered shall be sold to the members accepting the offer in such proportions (or as nearly as may be) as their existing holdings bear to the total number of shares held by members accepting the offer, provided that no member shall be required to purchase a greater number of shares than the maximum number (if any) he applied for. The decision of the directors as to the allocation of such shares shall be final.

(6) If, at the expiry of the time prescribed for the acceptance of offers under (4) above any shares included in the transfer notice have not been accepted for purchase by members, the directors may (at their absolute discretion and subject always to the provisions of the Act) at any time during the period of 14 days following the expiry of the offers referred to in (4) above, determine that such unaccepted shares shall be acquired by the Company at the prescribed price.

(7) The transferor shall be bound upon receipt of the prescribed price to transfer to each member who has accepted the said offer or (as the case may be) the Company, such number of shares included in the transfer notice as such member has so accepted or, (if appropriate) as the directors have resolved that the Company shall acquire.

(8) Where a transferor fails or refuses so to transfer any shares within twenty-eight days after having become bound so to do, the directors may authorise some person to execute on behalf of and as attorney for the transferor any necessary transfers and may receive the purchase money therefor in trust for the transferor, and in any such case the receipt of the Company shall be a good discharge to the purchaser who shall not be concerned with the application thereof.

(9) If, at the expiry of the time prescribed for the acceptance of offers under (4) above, and (if applicable) the time prescribed for the directors to determine that the Company shall acquire any unaccepted shares under (6) above any shares included in the transfer notice have not been accepted for purchase by the members (or any of them) or by the Company on the terms set out in (3) to (7) above inclusive, the transferor shall be at liberty to dispose of so many of such shares as have not been so accepted for purchase in any manner he may think fit within three months from the expiry of the said time prescribed under (4) above provided that no such disposal may be made at a price per share less than the prescribed price.

PROCEEDINGS AT GENERAL MEETINGS

9 If the Company has more than one member

(1) If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting the meeting shall stand adjourned to the same day the next week at the same time and place or such time and place as the directors may determine.

- (2) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall be a quorum
- 10 (1) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded
- (2) A poll may be demanded
- a) by the chairman; or
 - b) by a member (present in person or by proxy) having the right to attend and vote at the meeting, or
 - c) by a duly authorised representative of a corporation
- (3) The demand for a poll may, before the poll is taken, be withdrawn
- (4) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made

VOTES OF MEMBERS

- 11 There shall be inserted the words "Unless the directors otherwise determine" before the words "No member shall" in Regulation 57 of Table A which shall be modified accordingly in its application to the Company

NUMBER OF DIRECTORS

- 12 (1) The number of directors need not exceed one
- (2) If and so long as there is a sole director he may exercise all the powers and authorities vested in the directors by these Articles and by Table A

ALTERNATE DIRECTORS

- 13 An alternate director shall cease to be an alternate director if his appointor ceases to be a director

POWERS OF DIRECTORS

- 14 In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the directors may mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and may issue debentures, debenture stock and other securities whether outright of the Company or of any third party

PROCEEDINGS OF DIRECTORS

- 15 The words "If the company has more than one director" shall be inserted at the start of Regulation 89 of Table A in its application to the Company

- 16 For the purposes of Regulation 93 of Table A, the consent of a director or an alternate director to a resolution may also be given by letter, telex, cable, fax, email or other similar means

INDEMNITY

17. In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company

NAMES AND ADDRESSES OF SUBSCRIBERS

ACI DIRECTORS LIMITED
27 HOLYWELL ROW
LONDON EC2A 4JB

DATE 16 July 2008
