



THE COMPANIES (NORTHERN IRELAND) ORDER 1986
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

Sarcon (No. 169) Limited ("the Company")

1. Preliminary and Interpretation

- 1.1 The regulations contained in Table A ("Table A") in the Companies (Tables A to F) Regulations (Northern Ireland) 1986 shall apply to the Company save in so far as they are excluded or varied by these articles.
- 1.2 In these regulations and in the regulations of Table A that apply to the Company:

"the Order"

means The Companies (Northern Ireland) Order 1986 including any statutory modification or re-enactment of it for the time being in force.

"the articles"

means the articles for the time being of the Company.

"clear days"

in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed"

includes any mode of execution.

"office"

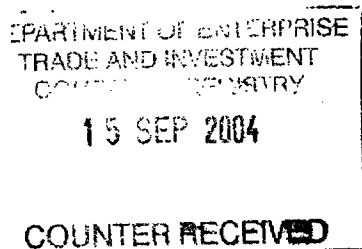
means the registered office for the time being of the Company.

"the holder"

in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

"the seal"

means the common seal of the Company.



"secretary"	means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.
"the United Kingdom"	means Great Britain and Northern Ireland.
"a person of unsound mind"	means a person who is, or may be, suffering from mental disorder and either- <ul style="list-style-type: none"> (a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Northern Ireland under the Mental Health (Northern Ireland) Order 1986 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or (b) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.

Unless the context otherwise requires, words or expressions contained in these regulations and in the regulations of Table A that apply to the Company bear the same meaning as in the Order but excluding any statutory modification of it not in force when these regulations become binding on the Company, words importing the singular only shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and words importing natural persons shall also include corporations.

The headings in these regulations are for convenience only and shall be ignored in construing the language or meaning of the articles. Regulation 1 of Table A shall not apply.

2. Private Company

- 2.1 The Company is a private company within the meaning of Article 12 of the Order and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

3. Shares

- 3.1 Regulation 3 of Table A shall not apply to the Company. Subject to the provisions of the Order and without prejudice to sub-article 3.2:

3.1.1 any shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder of such shares on such terms and in such manner as may be provided by the articles or as the Company may by resolution determine;

3.1.2 the Company may purchase any of its shares (including any redeemable shares); and

3.1.3 the Company may make a payment in respect of the redemption or purchase of any of its shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

- 3.2 The directors are generally and unconditionally authorised for the purposes of Article 90 of the Order to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority given by this article may at any time (subject to Article 90) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

- 3.3 In accordance with Article 101(1) of the Order Articles 99(1) and 100(1) to (6) (inclusive) of the Order shall not apply to the Company.

4. Liens and Calls

- 4.1 The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount

lien on all shares (whether fully paid or not) standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder of it or shall be one of several joint holders, for all moneys presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable on it. Regulation 8 of Table A shall not apply to the Company.

- 4.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

5. Transfer of Shares

- 5.1 The directors may, in their absolute discretion and without giving any reason, refuse to register any transfer of any share, whether or not it is a fully paid share. Without prejudice to the generality of the foregoing the directors may refuse to register a transfer unless:

(i) it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;

(ii) it is in respect of only one class of shares; and

(iii) it is in favour of not more than four transferees.

- 5.2 No share shall be transferred to any infant, bankrupt or person of unsound mind.

- 5.3 Regulation 24 of Table A shall not apply to the Company.

6. Variation of Rights

- 6.1 If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-quarters of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meetings shall apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.

7. General Meetings and Resolutions

7.1 The second sentence of Regulation 37 of Table A shall be deleted.

7.2 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear 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, 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 ninety-five per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

Regulation 38 of Table A shall not apply to the Company.

7.3 Every notice convening a general meeting shall comply with the provisions of Article 380(3) of the Order as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.

7.4 No business shall be transacted at any general meeting unless a quorum is present. Subject to sub-Article 7.5 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.

7.5 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.

7.6 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed for it such adjourned general meeting shall be dissolved.

7.7 Regulations 40 and 41 of Table A shall not apply to the Company.

- 7.8 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 of Table A shall be modified accordingly.
- 7.9 A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
- 7.10 A resolution in writing for the purposes of Regulation 53 of Table A shall be deemed to have been duly executed by a corporation if signed by one of its directors or its secretary. In the case of a share which is the signature of any one of such joint holders shall be sufficient for the purposes of Regulation 53.
- 7.11 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this sub-Article shall not apply to resolutions passed pursuant to Articles 311 and 399 of the Order.
- 7.12 Any decision taken by a sole member pursuant to sub-Article 7.11 above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's minute book.

8. Number of Directors

- 8.1 Regulation 64 of Table A shall not apply to the Company. The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors shall be one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these articles expressed to be vested in the directors generally, and regulation 89 of Table A shall be modified accordingly.

9. Alternate Directors

- 9.1 Any director (other than an alternate director) may appoint any other director, or any other person approved by the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Save as otherwise provided in these articles, unless he is already an officer of the Company in his own right, an alternate director shall not, as such, have any rights other than those mentioned in sub-articles 9.3 and 9.4 below.
- 9.2 A director, or any such other person as is mentioned in sub-article 9.1, may act as alternate director to represent more than one director.
- 9.3 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which

his appointor is a member, and to attend, speak and vote at any such meeting at which the director appointing him is not personally present but it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom. A director present at any such meeting and appointed alternate director for any other directors entitled to attend and vote at such meeting shall be entitled to one vote for every director whom he represents in addition to his own vote as a director but he shall count as only one for the purpose of determining whether a quorum is present.

- 9.4 An alternate director shall not be entitled to receive any remuneration from the Company for his services as an alternate director save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may be notice in writing to the Company from time direct.
- 9.5 An alternate director shall cease to be an alternate director if his appointor ceases to be a director.
- 9.6 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.
- 9.7 Without prejudice to sub-article 9.3 and save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.
- 9.8 Regulations 65 to 69 (inclusive) of Table A shall not apply to the Company and regulation 88 shall be modified accordingly.

10. Appointment and Retirement of Directors

- 10.1 The directors of the Company shall not be required to retire by rotation and regulations 73 to 77 (inclusive) and regulation 80 of Table A shall not apply and regulation 78 shall be modified accordingly.
- 10.2 The directors shall have power at any time and from time to time to appoint any other person to be a director of the Company either to fill a casual vacancy or as an addition to the board. Subject to Sub-Article 11.1 a director may be appointed under this article to hold office for life or any other period or upon such terms in respect of his retirement as the directors shall at the time of his appointment determine. Regulation 79 of Table A shall not apply.
- 10.3 In any case where as a result of the death of a sole member of the Company the Company has no members and no directors the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by

the Company in general meeting.

11. Disqualification and Removal of Directors

11.1 The office of director shall be vacated if:

- (i) he ceases to be a director by virtue of any provision of the Order or he becomes prohibited by law from being a director; or
- (ii) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (iii) he is a person of unsound mind; or
- (iv) he resigns his office by notice to the Company; or
- (v) he is removed from office under Article 311 of the Order, or by extraordinary resolution of the Company

and regulation 81 of Table A shall not apply.

11.2 No person shall be disqualified from being or becoming a director of the Company be reason of his attaining or having attained the age of 70 years or any other age.

12. Directors' Interests

12.1 Provided that a director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in the manner provided by Article 325 of the Order he shall be taken into account in calculating the quorum of any meeting of the directors or of any committee of the directors at which it is considered and shall be entitled to vote on any resolution concerning or relating to the contract or arrangement or proposed contract or arrangement. Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

13. Proceedings of Directors

13.1 The quorum for the transaction of the business of the directors shall, except when one director only is in office, be two. A person who holds office as an alternate director shall, if his appointor is not present, be counted in the quorum.

13.2 A resolution in writing signed by all the directors (including a sole director) entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or of a committee of directors (as the case may be) duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed

by his appointor and, if it is signed by a director who has appointed an alternate director, need not be signed by the alternate director in that capacity. Regulation 93 of Table A shall not apply to the Company.

13.3 Any director for the time being absent from the United Kingdom may supply to the Company an address and/or facsimile transmission number and/or electronic mail address whether or not within the United Kingdom to which notices of meetings of the directors may be sent and shall then be entitled to receive at such address or number notice of such meetings. Regulation 88 of Table A shall be modified accordingly

13.4 A meeting of the directors may be validly held notwithstanding that all of the directors are not present at the same place and at the same time provided that:

13.4.1 a quorum of the directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of telecommunication; and

13.4.2 a quorum of the directors entitled to attend a meeting of the directors agree to the holding of the meeting in this manner.

14. Borrowing Powers

14.1 The directors may exercise all the powers of the Company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Article 90 of the Order to grant any mortgage, charge or security over its undertaking, property and uncalled capital, or any part of it, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including any member).

15. Directors' Gratuities and Pensions

15.1 The directors shall have power to pay or provide and agree to pay or provide pensions or other retirement, superannuation, death or disability benefits to any director, or to any person in respect of any director or former director of the Company or any subsidiary or holding company of the Company or other subsidiary of any such holding company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums (whether before or after such director ceases to hold office or employment). Regulation 87 of Table A shall not apply to the Company.

16. Powers of Directors to provide for Employees on Cessation or

Transfer of Business

- 16.1 The directors may sanction the exercise by the Company of all the powers of the Company to make provision for the benefit of persons (including directors) employed or formerly employed by the Company or any subsidiary of the Company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or any such subsidiary as are conferred by Article 158 of the Insolvency (NI) Order 1989 and Article 668 of the Order and such powers shall be vested in the directors.

17. Dividends

- 17.1 The directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares contained in these articles entitled to become a member, or which any person under those provisions is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer them, in this case subject to Article 5. Regulation 31 of Table A shall be modified accordingly.
- 17.2 The payment by the directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect of it. Any dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and cease to remain owing by the Company. Regulation 108 of Table A shall not apply to the Company.

18. The Seal

- 18.1 If the Company has a seal it shall only be used with the authority of the directors or a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.
- 18.2 The Company may exercise the powers conferred by Article 49 of the Order with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

19. Notices

- 19.1 Any notice given to or by any person pursuant to the articles shall be delivered or sent by post or facsimile transmission, except that a notice calling a meeting of the directors may be given orally. Any notice given by or on behalf of any person to the Company may be given by leaving it at or by sending it by post or facsimile

transmission to the office or such other place as the directors may appoint. Regulation 111 of Table A shall not apply to the Company.

19.2 The Company may give any notice to a member personally, by sending it by post in a pre-paid envelope addressed to the member at his registered address or at such other address whether within or outside the United Kingdom as he may supply to the Company for that purpose, by leaving it at that address, or by sending it by facsimile transmission addressed to the member at such address or number whether within or outside the United Kingdom as he may supply to the Company for that purpose. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. Regulation 112 of Table A shall not apply to the Company.

19.3 Proof that delivery was made, or that an envelope containing a notice was properly addressed, prepaid and posted, or that a facsimile transmission was properly addressed and acknowledged as the case may be shall be conclusive evidence that the notice was given. A notice given by post shall, unless the contrary is proved, be deemed to be given at the expiration of 24 hours after the envelope containing it was posted and a notice given by facsimile transmission shall, unless the contrary is proved, be deemed to be given at the expiration of twelve hours after receipt of the same has been automatically acknowledged to the sender. Regulation 115 of Table A shall not apply to the Company.

19.4 Regulation 116 of Table A shall be modified by the substitution of the words "at the address or facsimile number, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".

20. Indemnity

20.1 Every director or other officer or auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution of and discharge of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending proceedings, whether civil or criminal, or in connection with any application under Article 154 or Article 675 of the Order in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by Article 318 of the Order.

20.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company, insurance against any such liability as is referred to in Article 318(1) of the Order.

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

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DATED the *15th* day of *September* 2004

WITNESS to the above signatures:-

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