

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

WEST COAST CAPITAL (KILMARNOCK) LIMITED

Pursuant to a resolution in writing passed on the 1st day of August 2006 the following resolutions were duly passed as ordinary and special resolutions respectively:-

ORDINARY RESOLUTIONS

- 1 That the share capital of the Company be increased to ~~90~~ 99,000 by the creation of 9,000 new ordinary shares of £1 each
- 2 That the existing A ordinary shares of £1 00 and B ordinary shares of £1 00 each in the capital of the Company be and are hereby redesignated as ordinary shares of £1 00 ranking pari passu in all respects.

SPECIAL RESOLUTIONS

- 3 That the regulations annexed to this Resolution and signed by us for the purpose of identification be adopted as the Articles of Association of the Company to the exclusion of all existing regulations
- 4 That the name of the Company be changed to "Ashflame Kilmarnock Limited"
- 5 That the directors be and are generally and unconditionally authorised for the purposes of section 80 Companies Act for a period of 5 years from the date hereof] to allot, grant options over or otherwise deal with 9,998 B ordinary shares in the capital of the Company now unissued as if section 89 Companies Act 1985 did not apply to such issue
- 6 That the directors be and are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £10,000 provided that -
- 6 1 such authority shall expire on the day preceding the fifth anniversary of the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such



expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred had not expired. and

- 6.2 such authority shall be in substitution for and shall replace any existing authority pursuant to the said section 80 which existing authority is accordingly revoked

DATED 1st August 2006

A handwritten signature in black ink, consisting of stylized cursive letters, likely representing the name of the Director.

Director

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
ASHFLAME KILMARNOCK LIMITED**

PRELIMINARY

- 1 Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations and articles.

INTERPRETATION

- 2 Unless the context otherwise requires, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these Articles

TRANSFER OF SHARES

3. Subject as provided in the next following Article, the directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share. Regulation 24 of Table A shall not apply

TRANSMISSION OF SHARES

- 4 The Directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is not complied with within ninety days the Directors 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 satisfied. Regulation 31 of Table A shall be modified accordingly

NOTICE OF GENERAL MEETING

- 5 Regulation 38 of Table A shall apply subject to the omission of the words "or a resolution appointing a person as a director" and the deletion of the last paragraph thereof Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members and to the Directors

PROCEEDINGS AT GENERAL MEETINGS

- 6 Regulation 41 of Table A shall apply subject to the addition 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"

- 7 Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said Regulation

VOTES OF MEMBERS

- 8 Regulation 56 of Table A shall apply subject to the addition, after the word "exercised" in the second sentence of the said Regulation, of the following words

"or to be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting"

- 9 Regulation 62 of Table A shall apply subject to the following additions

- 9 1 the addition, after the word "vote" in paragraph (a) of the said Regulation, of the words "to be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting"; and

- 9 2 the addition, after the words "taking of the poll" in paragraph (b) of the said Regulation and after the word "director" in paragraph (c) of the said Regulation, of the words "or be delivered at any time before the time appointed for the taking of the poll to any director or to the secretary at the place appointed for the taking of the poll"

ALTERNATE DIRECTORS

- 10 At the end of Regulation 66 of Table A there shall be added the following -

"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointor attends such meeting"

POWERS OF DIRECTORS

- 11 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and with such powers, authorities and

discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The Directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply.

DELEGATION OF DIRECTORS' POWERS

- 12 Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it"

APPOINTMENT, DISQUALIFICATION

AND REMOVAL OF DIRECTORS

- 13 The holder or holders for the time being of a majority in nominal value of the shares of the Company carrying the right to attend and vote at general meetings of the Company may at any time by notice in writing signed by him or them or, in the case of a corporate holder, by one of its directors on its behalf and deposited at the registered office or delivered at a meeting of the Directors or at a general meeting of the Company to the chairman (unless such notices relates to the chairman) or to the secretary or to any director to whom the notice does not relate appoint any person to be a director either to fill a vacancy or as an additional director and by like notice remove any director from office notwithstanding anything in the Articles or in any agreement between the director and the Company.
- 14 Without prejudice to the powers conferred by the last preceding Article, any person may be appointed a director by the Directors either to fill a vacancy or as an additional director.
- 15 No director shall be required to retire or vacate his office nor shall any person be ineligible for appointment as a director by reason of his having attained any particular age.
- 16 The directors shall not be liable to retirement by rotation. Regulations 73 to 80 (inclusive) of Table A shall not apply and all other references to Table A to retirement by rotation shall be disregarded.
- 17 The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to the Articles. Regulation 81 of Table A shall be modified accordingly.

REMUNERATION OF DIRECTORS

- 18 The ordinary remuneration of the Directors shall be such amount as the Directors shall from time to time determine or such other amount as the Company may from

time to time by ordinary resolution determine, to be divided among them in such proportion and manner as the Directors may determine or, failing agreement, equally Subject as aforesaid, a Director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration Regulation 82 of Table A shall not apply

DIRECTORS' APPOINTMENT AND INTERESTS

- 19 The penultimate sentence of Regulation 84 of Table A shall not apply

PROCEEDINGS OF DIRECTORS

- 20 Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" in each place that it appears in the said Regulation
- 21 Provided that (so far as applicable) he has complied with the provisions of Regulation 85 of Table A and section 317 of the Act, a Director shall be entitled to vote on any resolution in respect of any contract or proposed contract (within the meaning of the said section 317) in which he has, directly or indirectly, an interest or duty and shall be counted in the quorum present at a meeting in relation to any such resolution Regulations 94 to 96 (inclusive) of Table A shall be modified accordingly

ASSOCIATE DIRECTORS

- 22 The Directors may at any time and from time to time appoint any person to be an Associate Director having such title including the word "director" as the Directors may decide and may at any time remove any person so appointed A person so appointed shall not be a director of the Company and shall not be a member of the Board Subject as aforesaid, the Directors may define and limit the powers and duties of any Associate Directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company.

INDEMNITY

- 23 Subject to and so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the Directors, alternate directors, Auditors, Secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liability incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court Regulation 118 of Table A shall not apply.