

Company Number: 00140250

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
BELLINGHAM & STANLEY LIMITED (the "Company")

CIRCULATION DATE: 3 December 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution (the "Resolution").

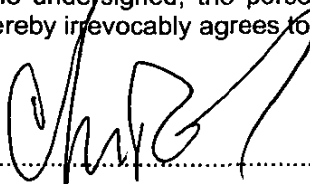
SPECIAL RESOLUTION

	For	Against
"THAT the regulations contained in the document a copy of which is attached hereto be adopted as the New Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company."	X	

AGREEMENT

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

The undersigned, the person entitled to vote on the Resolution on 3 December 2008, hereby irrevocably agrees to the Resolution.


.....

for and on behalf of Nova Analytics Deutschland GmbH & Co KG

DATE: 12/12/08

SATURDAY



NOTES

1. If you wish to vote in favour of the Resolution please put an 'X' in the "For" box next to the Resolution. If you wish to vote against the Resolution please put an 'X' in the "Against" box next to the Resolution or leave both boxes next to the Resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:-
 - By Hand: delivering the signed copy to Pritchard Englefield, 1 New Street, London EC2M 4HE, Ref: THS/123727.1.

- Post: returning the signed copy by post to Pritchard Englefield, 1 New Street, London EC2M 4HE, Ref: THS/123727.1.
 - Fax: faxing the signed copy to +44 20 7972 9721 marked "For the attention of THS".
 - E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to tschneider@pe-legal.com. Please enter "Written Resolution of Bellingham & Stanley Limited" in the e-mail subject box.
2. 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.
 3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
 4. Unless, by 31 December 2008, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
 5. 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.
 6. In the case of joint registered holders, only the vote of the person whose name appears first in the register of members will be counted.
 7. For an ordinary resolution to be passed, members representing a simple majority of the total voting rights of eligible members of the Company must consent to the resolution being passed. For a special resolution to be passed, members representing not less than a 75% majority of the total voting rights of eligible members of the Company must consent to the resolution being passed.

Company Number: 00140250

ARTICLES OF ASSOCIATION

THE COMPANIES ACT 1985

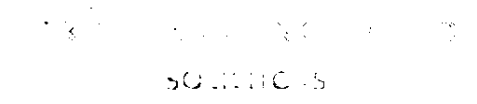
THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BELLINGHAM & STANLEY LIMITED



14 New Street
London EC2M 4HE
Tel: 020 7972 9720 Fax: 020 7972 9721
DX: 88 London www.pe-legal.com

Ref: THS/123727.1

ARTICLES OF ASSOCIATION

THE COMPANIES ACT 1985 (AS AMENDED) ("the 1985 Act")

THE COMPANIES ACT 2006 ("the 2006 Act")

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BELLINGHAM & STANLEY LIMITED

PRELIMINARY

- 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (Statutory Instrument No 805 of 1985) as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (SI 2007/2826), and as otherwise amended prior to the adoption of these Articles (such Table being hereinafter referred to as "**Table A**") shall except as hereinafter provided and except insofar as the same are inconsistent with these Articles apply to the Company.
- 2 The Company is a private company and accordingly:-
 - 2.1 any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company is prohibited; and
 - 2.2 any allotment or agreement for the allotment (whether for cash or otherwise) of any shares in or debentures of the Company with a view to all or any of those shares being offered for sale to the public is prohibited.
- 3 The following Regulations of Table A shall not apply to the Company namely:-
23, 24, 37, 64, 76, 77, 79, 81, 87, 94, 95, 96, 97, 112, 116 and 118.

SHARES

- 4 The Directors of the Company are for the purposes of section 80 of the 1985 Act unconditionally authorised during the period of five years from the date of the adoption of these Articles to allot grant options over or otherwise dispose of such (if any) of the shares of the Company as remain to be issued to such persons (whether or not members of the Company) for such consideration on such terms in such manner and at such times as they consider appropriate up to the amount of the authorised share capital of the Company existing at the date of the adoption of these Articles. Any shares which the Directors of the Company are not entitled to deal with under the foregoing provisions of this Article may with the authority of an Ordinary Resolution passed by the Company in General Meeting and subject to compliance with all legal requirements be dealt with by the said Directors who may allot grant options over or otherwise dispose of the said shares to such persons (whether or not members of the Company) for such consideration on such terms in such manner and at such times as they consider appropriate during a period not exceeding five years from the date of the passing of such Ordinary Resolution. Provided always that save as permitted by law nothing in this Article shall authorise the allotment or issue of shares in the Company at a discount. To the extent permitted by section 91(1) of the 1985 Act, sections 89(1) and 90(1) to (6) inclusive of the 1985 Act are hereby excluded from applying to the Company.

LIEN

- 5 The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not 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 thereof or shall be one of two or more joint holders for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

TRANSFER OF SHARES

- 6 The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share (whether fully paid or not) to a person who is not already a member of the Company.
- 7 The instrument of transfer of any share may be in any usual form or in any other form which the Directors may approve and need not be signed by or on behalf of the transferee but shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

GENERAL MEETINGS

- 8 The Directors may call General Meetings and on the requisition of members pursuant to the provisions of the 2006 Act shall forthwith proceed to convene a general meeting for a date not more than 28 days after the date of the notice convening the meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 9 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy and entitled to a vote. Regulation 46 of Table A shall be modified accordingly. Regulation 41 of Table A shall be read and construed as if the words *"and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved"* were added at the end.
- 10 A resolution in writing signed by the holders of not less than such percentage in aggregate of the issued shares in the Company as shall be required for the relevant resolution to be passed or given by an electronic communication or communications by the holders of the same percentage of the issued shares in the Company or in combination so signed and given by the holders of such percentage in the aggregate shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents and/or electronic communications in the like form each signed by one or more persons. In the case of a corporation the resolution may be signed or given by electronic communication on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

- 11 The number of Directors need not exceed one. If and so long as there shall be a sole Director he shall be entitled to exercise all the powers, authorities and discretions expressed by these Articles to be vested in the Directors generally. A sole Director shall form a quorum at meetings of Directors and Regulation 89 of Table A shall be modified accordingly.
- 12 The Company may exercise the powers conferred by section 39 of the 1985 Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.
- 13 The Company may exercise the powers conferred upon the Company by section 362 of the 1985 Act with regard to the keeping of an overseas branch register and the Directors may (subject to the provisions of that section) make and vary such regulations as they may think fit respecting the keeping of any such register.
- 14
- 14.1 Subject to the provisions of the 2006 Act a Director may contract with and participate in the profits of any contract, transaction or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract, transaction or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the

arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.

- 14.2 Subject to the provisions of the 2006 Act, the Directors of the Company may authorise a situation in which one of their numbers has, or can have, a direct or indirect interest (including a conflict of interest and duty or conflict of duties) that conflicts, or possibly may conflict with the interests of the Company.
- 15 The Directors may exercise the powers of the Company to grant pensions, gratuities, or allowances to any employees, or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or of its subsidiaries or of its predecessors in business or of the predecessors in business of any of its subsidiaries or to the relatives, connections or dependants of any such persons and to establish maintain or support associations, institutions, clubs, funds and trusts which are considered or calculated to benefit any such persons or otherwise advance the interests of the Company or of its members.
- 16 Notice of meetings of the Directors shall be given to all Directors whether or not for the time being absent from the United Kingdom and Regulation 88 of Table A shall be modified accordingly.
- 17 All business arising at any meeting of the Directors or of any committee of the Directors shall be determined only by resolution and no such resolution shall be effective unless carried by a majority of votes. In the case of equality of votes the Chairman shall not have a second or casting vote and Regulation 88 of Table A shall be modified accordingly. A meeting of the Directors may subject to notice thereof having been given in accordance with these Articles be for all purposes deemed to be held when a Director is or Directors are in communication by telephone or other electronic means with another Director or Directors and all of the said Directors agree to treat the meeting as so held provided that the number of the said Directors constitutes a quorum hereunder of the board hereunder and a resolution made by the majority of the said Directors in pursuance of this article shall be as valid as it would be if made by them at an actual meeting duly convened and held and any such meeting held by telephonic or other electronic means shall be deemed to have been held where the largest number of Directors was present and if there is no such place then where the Chairman of the meeting was. Regulations 72 and 88 of Table A shall be modified accordingly.
- 18 The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property and uncalled capital or any part thereof and subject to section 80 of the 1985 Act 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.

- 19 The Directors may appoint any person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.
- 20 The office of a Director shall be vacated if:-
- 20.1 he ceases to be a Director by virtue of any provision of the 2006 Act or he becomes prohibited by law from being a Director; or
- 20.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 20.3 he is or may be suffering from mental disorder and either:-
- 20.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1984; or
- 20.3.2 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; or
- 20.4 he resigns his office by notice to the Company; or
- 20.5 he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.
- 21 An alternate Director shall be entitled to contract and be interested in and benefit from contracts, transactions or arrangements 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 such appointor may by notice to the Company from time to time direct.

NOTICES

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- 22.1 Any notice, consent, agreement or offer (hereinafter called a "**Communication**") may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address (whether in the United Kingdom or not) or to the address (if any) supplied by him to the Company as his address for the service of notices or by delivering it to such address addressed as aforesaid or sent by using electronic communications to an address for the time being notified for that purpose to the Company.

- 22.2 Any Communication to be given by any member to the Company may be served on it or delivered to it at its registered office for the time being or sent by using electronic communications to an address for the time being notified for that purpose to members or any individual member by the Company for that purpose. In relation to electronic communications the word "address" includes any number or address used for the purposes of such communications.
- 22.3 Subject to the provisions of the 2006 Act where a notice or other document is served or sent by post service or delivery shall be deemed to be effected on the day following that on which the same is posted unless it is sent by second class post in which case it shall be deemed to have been effected on the day but one after it is posted and in the case of an electronic communication such notice shall be deemed to have been effected at the expiration of 24 hours after the time it was sent. In the case of electronic communications proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 23 A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address if any supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
- 24 Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- 24.1 every member;
- 24.2 every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- 24.3 the auditor for the time being of the Company; and
- 24.4 the Directors of the Company and their alternates.

No other person shall be entitled to receive notices of General Meetings. Regulation 38 of Table A shall be modified accordingly.

SECRETARY

- 25 Provided always that nothing in these Articles shall be construed so as to oblige the Company to have a secretary/ies, a secretary or joint secretaries may be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit; and any secretary or joint secretaries so appointed may be removed by them.
- 26 A provision of the 1985 Act or the 2006 Act or these Articles requiring or

authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the secretary.

DIVIDENDS

- 27 Dividends may be declared by the Company in General Meeting and may be declared in respect of any one class or sub-class of share without any obligation to declare or pay any dividend on any other class or sub-class of share.
- 28 The Directors may before recommending any dividend set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall at the discretion of the Directors be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.
- 29 The Directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

INDEMNITY

30

- 30.1 Subject to the provisions of the 2006 Act (and without prejudice to any protection from liability which may otherwise apply), every current and former Director or other officer or auditor of the Company and of any associated company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties in relation thereto, including (without limitation) any loss or liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under section 144(3) or (4) of the 1985 Act or section 1157 of the 2006 Act in which relief is granted to him by the court.
- 30.1.1 Subject to the provisions of the 2006 Act (and without prejudice to any protection from liability which may otherwise apply), any person who is or was a Director of an associated company that is a trustee of an occupational pension scheme, shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in connection with the company's activities as trustee of an occupational pension scheme.
- 30.2 For the purposes of this Article 30 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

- 31 The Directors shall be entitled to effect and maintain in force any such insurances as are referred to in section 233 of the 2006 Act.
- 32 Subject to the provisions of the 2006 Act, the Directors shall be entitled to provide any Director with funds to meet expenditure incurred or to be incurred by him (and the Directors shall be entitled to do anything to enable a Director to avoid incurring such expenditure):-
- 32.1 in defending any criminal or civil proceedings, or
- 32.2 in connection with any application under any of the provisions mentioned in section 205(5) of the 2006 Act.

OVERRIDING PROVISIONS

- 33 The following provisions shall apply whenever any member holds not less than 75 per cent in nominal value of the issued share capital of the Company for the time being (which member shall hereinafter be called the "**Parent**") and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-
- 33.1 the Parent may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director or other Executive Director his removal from office shall be deemed to be an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- 33.2 no Director shall be appointed or shall be removed without the prior consent of the Parent;
- 33.3 the Parent may at any time and from time to time (and notwithstanding any restriction on the maximum number of Directors contained in these Articles) appoint any person or persons to be a Director or Directors and remove from office such Director or Directors (hereinafter in each case referred to as a "**Nominated Director**");
- 33.4 no Nominated Director may be removed without the prior consent of the Parent;
- 33.5 the quorum for a meeting of the Directors or of any committee of the Directors shall throughout the meeting include at least one Nominated Director;
- 33.6 the Chairman of any meeting of the Directors or of any committee of the Directors shall be a Nominated Director; and
- 33.7 if at any relevant stage of any meeting of the Directors or their committees there shall not be present more Nominated Directors than other Directors the votes exercisable by the Nominated Directors shall be pro tanto increased (votes being divided equally between them and fractions of votes being permitted) so that the Nominated Directors shall together be entitled to at least one more vote than the aggregate number of votes which are exercisable by the other Directors;
- 33.8 any or all powers of the Directors shall be restricted in such respect and to such extent as the Parent may by notice to the Company from time to time prescribe;
- 33.9 no share or any interest in any share (whether or not a beneficial interest therein) may at any time be transferred to any person (whether or not

- another member) without the prior consent of the Parent;
- 33.10 no unissued shares shall be allotted or issued or agreed to be allotted or issues or put under option or otherwise disposed of without the prior written consent of the Parent;
- 33.11 notice of every general meeting shall be given to the Parent and no business shall be transacted at any general meeting unless a representative of the Parent expressly authorised by the Parent is present at the meeting. Such representative shall have the right to speak at any meeting; and
- 33.12 no resolution of the Company shall be effective without the prior consent of the Parent.
- 34 Any such appointment, removal, consent or notice shall be served on the Company and signed on behalf of the Parent by an authorised person of the Parent and may also be given by electronic communication. No person dealing with the Company shall be concerned to see or enquire as to whether any requisite consent of the Parent has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.