

Company Number: 873179

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of


MAY GURNEY & CO. LIMITED

Passed on the Sixteenth day of February 1990

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Trowse, Norwich on Sixteenth day of February 1990 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

THAT the Regulations presently contained in the Company's Articles of Association shall no longer apply to this Company and that in their place new Articles of Association, a copy of which has been initialled by a Director for the purpose of identification, be adopted by the Company.

Dated this Sixteenth day of February 1990

  
.....

Chairman of Meeting



Certified a true copy of the Articles of Association at today's date.

...*[Signature]*... Date 16th February 1990  
Director

DATED

16th February

1990

No 873179

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

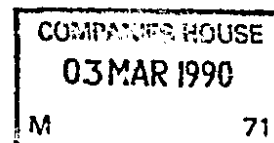
NEW  
ARTICLES OF ASSOCIATION

Adopted by Special Resolution passed on 16th Feb 1990

of

MAY GURNEY & COMPANY LIMITED

TAYLOR VINTERS  
SOLICITORS  
CAMBRIDGE & NEWMARKET



No. 873179

THE COMPANIES ACT 1985

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Private Company Limited by Shares

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NEW

ARTICLES OF ASSOCIATION

Adopted by Special Resolution passed 16th Feb 1990

of

MAY GURNEY & COMPANY LIMITED

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Incorporated on the 7th March 1966

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**Interpretation**

1. In these Articles, if not inconsistent with the subject or context, the following words and expressions shall have the following meanings :-

"the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

"Table A" means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985

**Table A**

2. The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 3, 24, 35, 73 to 81 inclusive, 94, 95 and

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118 of Table A shall not apply to the Company.

#### Share Capital

4. The provisions of section 89(1) of the Act shall not apply to the Company.
5. Any share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or of the holder of such share is liable, to be redeemed.
6. Subject to the provisions of the Act, the Company may purchase any of its own shares.
7. Subject to the provisions of the Act, the Company may make a payment in respect of any redemption or purchase, pursuant to articles 5 or 6 (as the case may be), of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

#### Proceedings at general meetings

8. In the case of a corporation the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
9. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
10. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A.

#### Directors

11. A director shall not be required to hold any

qualification shares in the Company.

Powers and duties of directors

12. Subject to the provisions of the Act 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 subsidiary thereof) 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 therefor. 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 same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 85 of Table A shall be modified accordingly.
13. It shall not be necessary for the directors to sign a book recording their attendances at meetings of directors and Regulation 100 of Table A shall be modified accordingly.

Appointment and disqualification of directors

14. 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 either as additional director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgement at

the registered office of the Company.

15. The office of a director shall be vacated:

(i) if by notice in writing to the Company he resigns the office of director;

(ii) if he shall for more than six months have been absent without permission of the directors from meetings of the directors held during that period, unless he shall have appointed an alternate director who has not been similarly absent during such period;

(iii) if he becomes bankrupt or enters into any arrangement with his creditors;

(iv) if he is prohibited from being a director by an order made under any provision of the Act;

(v) if he becomes of unsound mind;

(vi) if he is removed from office under article 14.

16. Unless and until otherwise determined by the Company or in any particular case, 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, and 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, and 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 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.

#### Proceedings of directors

17. Any director or member of a committee of the board may participate in a meeting of the directors or such

committee by means of conference telephone 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 such meeting.

18. The following sentence shall be added to Regulation 72 of Table A.

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.

#### Official seal for use abroad

19. The Company may 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 such official seal, and may impose such restrictions on the use thereof 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 aforesaid.

#### Indemnity

20. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereof, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act 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 insofar as its provisions are not avoided by section 310 of the Act.

#### Notices

21. For the purposes of Regulation 111 of Table A a notice in writing shall be deemed to include a notice given to or by any person by telex or telephonic facsimile transmission
22. For the purposes of Regulation 112 of Table A the Company may also give notice to a member by telex or telephonic facsimile transmission to his registered address
23. Proof that a telex or telephonic facsimile transmission containing a notice was properly addressed shall be conclusive evidence that the notice was given. A notice given by telex or telephonic facsimile transmission shall be deemed to be given at the expiration of 12 hours after the telex or telephonic facsimile transmission was sent or made