

RECORD OF WRITTEN RESOLUTION

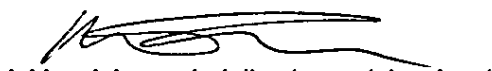
SPARK VENTURE MANAGEMENT LIMITED

(Company number: 02454345)

Record of a written resolution agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting.

It is recorded that:

1. The written resolution (the "**resolution**"), a copy of which is attached, was passed as a special resolution by or on behalf of the sole member of the Company who, at the date of the circulation of the resolution, was entitled to attend and vote at a General Meeting of the Company
2. The resolution was signed by or on behalf of the sole member on 14 April 2008.



Director/Secretary

WEDNESDAY



AX4MNYXF

A13

16/04/2008

303

COMPANIES HOUSE

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

-of-

SPARK VENTURE MANAGEMENT LIMITED
(Company number: 02454345)

(Effective 14 April 2008)

The following resolution was duly agreed to by the sole member of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 as a Special Resolution with effect from 14 April 2008

SPECIAL RESOLUTION

THAT pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the Articles of Association in the form attached hereto be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

A handwritten signature in black ink, appearing to read 'A. Blunt', is written over the printed name 'Chairman'.

Chairman

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

of

SPARK VENTURE MANAGEMENT LIMITED

(Company number: 02454345)

14 April 2008

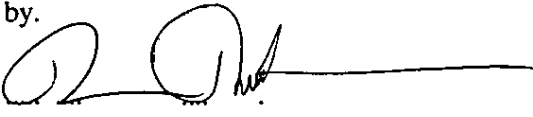
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the above-named company (the "**Company**") propose that the following resolution (the "**Resolution**") is passed as a special resolution

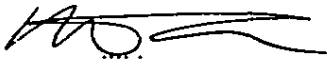
SPECIAL RESOLUTION

THAT pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the Articles of Association in the form attached hereto be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company

We, the undersigned, being persons entitled to vote on the Resolution on 14 April 2008, hereby irrevocably agree to the Resolution

Signed by Querist Limited
acting by.

... 
Director

... 
Director/Secretary

Date 14 April 2008

TRAVERS SMITH

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

- OF -

SPARK VENTURE MANAGEMENT LIMITED

Company number: 02454345

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

SPARK VENTURE MANAGEMENT LIMITED
(the "Company")

1. The Company's name is SPARK VENTURE MANAGEMENT LIMITED¹
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are²:
 - (A) to carry on the business of a Manager of investment funds and securities and to carry on the business of an Investment Company in all its branches and to acquire by purchase, lease concession, grant, licence or otherwise deal in such businesses, options, rights, privileges, land, buildings, leases, underleases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same, and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, and to undertake and execute any other trusts and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to carry on, develop and extend the same, or sell dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any subsidiary companies or any companies of which this Company is a Member or which are in any manner controlled by this Company;

¹ The name of the Company was changed by a written resolution of the Company from Quester Capital Management Limited on 24 October 2007

² The objects of the Company were changed by a written resolution of the Company on 23 March 1990

- (B) to act as consultants, advisers and agents in connection with the provision of investment and financial services of all descriptions and generally to carry on and transact any kind of mercantile, broking, financial, guarantee, insurance, consultancy, advisory and agency business and to provide services of all descriptions,
- (C) to receive monies on deposit, current account or otherwise with or without allowance of interest, and otherwise to borrow, raise or take up money and to lend or advance money or grant or provide credit or financial accommodation, with or without security, to such persons and on such terms as may be deemed expedient,
- (D) to invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of an investment Company,
- (E) to establish and promote or concur or participate in establishing or promoting any Company, fund or trust and to co-ordinate, finance and manage all or any part of the businesses and operations of any Company, fund or trust,
- (F) to acquire and assume any estate or interest and to take options over, construct, develop, install, enlarge, alter, maintain and manage any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person,
- (G) to carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company;
- (H) to acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm, or Company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or Company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or Company, or for subsidising or otherwise assisting any such person, firm or Company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received;
- (I) to improve, manage, construct, repair, develop, exchange, let on lease, or otherwise mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company,

- (J) to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made,
- (K) to lend and advance money to give credit on any terms and with or without security to any person, firm or Company (including without prejudice to the generality of the foregoing any holding Company, subsidiary or fellow subsidiary of, or any other Company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or Company (including without prejudice to the generality of the foregoing any such holding Company, subsidiary, fellow subsidiary or associated Company as aforesaid);
- (L) to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- (M) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments,
- (N) to apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest,
- (O) to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) and to obtain from any such government or authority any chargers, decrees, rights, privileges or concessions and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions,
- (P) to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other Company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world;

- (Q) to control, manage, finance, subsidise, co-ordinate or otherwise assist any Company or companies, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such Company or companies, and to make payments by way of subvention or otherwise, and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such Company or companies,
- (R) to promote any other Company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operation which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such Company as aforesaid;
- (S) to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any Company purchasing the same,
- (T) to act as agent or brokers and as trustees for any person, firm or Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient,
- (V) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or Company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company,
- (W) to support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any Company which is a subsidiary of the Company or the holding Company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary Company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary Company, and to lend

money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained,

- (X) subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the 1985 Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the 1985 Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the 1985 Act,
- (Y) to distribute among the Members of the Company in any kind any property of the Company of whatever nature,
- (Z) to procure the Company to be registered or recognised in any part of the world,
- (AA) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others, and
- (BB) to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them

AND so that.

- (1) none of the objects set forth in the sub-paragraphs of this paragraph 3 shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-paragraph, or by reference to or inference from the terms of any other sub-paragraph of this paragraph, or by reference to or inference from the name of the Company;
- (2) none of the sub-paragraphs of this paragraph and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-paragraph, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-paragraph of this paragraph as though each sub-paragraph contained the objects of a separate Company,
- (3) the word "Company" in this paragraph, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated, and whether domiciled in the United Kingdom or elsewhere, and
- (4) in this paragraph 3 the expression the "Act" means the Companies Act 1985, the expressions "holding company", "subsidiary" and "subsidiary undertaking" shall have the meanings given to them by the Act, provided that any reference in this paragraph 3 to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment

of that provision for the time being in force.

4. The liability of the Members is limited
5. The Company's share capital is £16,510 divided into 16,510 Ordinary Shares of £1 00 each³

³ The authorised share capital of the Company was increased from 1,000 Ordinary Shares of £1 00 each to 5,000 Ordinary Shares of £1 00 each by an ordinary resolution of the Company on 9 April 1990. It was increased again to 7,500 Ordinary Shares of £1 00 each by an ordinary resolution on 30 January 1996 and again to 15,500 Ordinary Shares of £1 00 each by an ordinary resolution of the Company on 30 June 1997. The authorised share capital of the Company was increased from 15,500 Ordinary Shares of £1 00 each to 16,510 Ordinary Shares of £1 00 each by an ordinary resolution of the Company on 31 March 2003.

Company number: 02454345

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

SPARK VENTURE MANAGEMENT LIMITED
(the "Company")

(Adopted by a special resolution of the Company on 14 April 2008)

GENERAL

- 1.1** In these articles "**Table A**" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by The Companies (Tables A to F) (Amendment) Regulations 2007 and The Companies (Tables A to F) (Amendment) (No 2) Regulations 2007), the "**1985 Act**" means the Companies Act 1985 and the "**2006 Act**" means the Companies Act 2006, including in either case any statutory modification, replacement or re-enactment thereof from time to time in force
- 1.2** The regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified by or inconsistent with the articles hereinafter contained and such regulations and articles shall be the articles of the Company Reference herein to "**Regulations**" are to regulations of Table A

SHARE CAPITAL

- 2.1** The directors are generally and unconditionally authorised for the purposes of Section 80 of the Act 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 share capital of the Company authorised but unissued at the date of adoption of these articles at any time or times during the period of five years from the date of such adoption 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 here given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution of the Company in general meeting.

- 2.2 Section 89(1) of the 1985 Act shall not apply to any allotment of equity securities by the Company pursuant to any authority conferred on the directors pursuant to the 1985 Act.
- 2.3 Subject to the provisions of the 1985 Act the Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the holder thereof or of the Company, such redemption to be effected on such terms and in such manner as the Company may by resolution subject to the 1985 Act prescribe. Regulation 3 shall not apply.

TRANSFER OF SHARES

3. The directors may in their absolute discretion, and without giving any reason for doing so, decline to register the transfer of any share, whether or not a fully paid share, and Regulation 24 shall not apply.

PURCHASE OF OWN SHARES

4. Subject to the provisions of the 1985 Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares, and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into in pursuance of this article shall be authorised by such resolution of the Company as may for the time being be required by law but subject thereto the directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the 1985 Act, the Company may agree to the variation of any contract entered into in pursuance of this article and to release any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company in pursuance of this article. Regulation 35 shall not apply.

NOTICE OF GENERAL MATTERS

5. Notice of any general meeting of the Company need not be given to the directors or the auditors in their respective capacities as such. Regulation 38 shall be modified accordingly.

NUMBER OF DIRECTORS

6. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be one. Regulation 64 shall not apply.

ALTERNATE DIRECTORS

7. 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. An alternate director may represent one or more directors. An alternate director shall forthwith cease to be an alternate director if his appointor ceases for any reason to be a director.
8. An alternate director shall be entitled.
 - 8.1 to receive notice of all meetings of directors and of all committees of directors of which his appointor is a member, and to attend any such meeting,
 - 8.2 to one vote for every director whom he represents who is not personally present, in addition to his own vote (if any) as a director, at any meeting of the directors or of any committee of directors, and
 - 8.3 to sign a resolution in writing of the directors on behalf of every director whom he represents as well as on his own account if he himself is a director,

provided that Articles 8.2 and 8.3 above shall only entitle an alternate director to vote on or sign resolutions which his appointor is entitled to vote on or sign.

9. An alternate director shall not if he is absent from the United Kingdom be entitled to receive notices of meetings of directors or of committees of which his appointor is a member. At such meetings an alternate director shall count as only one for the purposes of determining whether a quorum is present.
10. An alternate director shall be entitled generally to perform all the functions of his appointor as a director in his absence but shall not as an alternate director be entitled to receive any remuneration from the Company, save that he may be paid by the Company that part (if any) of the remuneration otherwise payable to his appointor as his appointor may by notice in writing to the Company from time to time direct.

DELEGATION OF DIRECTORS' POWERS

11. The directors may delegate any of their powers to committees consisting of such persons (whether directors or not) as they think fit. References in these articles to a committee of

directors shall include a committee of persons as referred to in this article and references to a director as a member of such a committee shall include a person as so referred Regulation 72 shall be modified accordingly

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 12.1** Regulations 76-79 and the last sentence of Regulation 84 shall not apply
- 12.2** The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director
- 12.3** The directors may appoint a 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 director to exceed any number fixed by or in accordance with these articles as the maximum number of directors

DISQUALIFICATION OF DIRECTORS

- 13.1** The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 but also if he is removed from office pursuant to these articles or if he becomes incapable by reason of illness (including, without limitation, mental illness or disorder) or injury of managing or administering any property or affairs of his own or of the Company and the directors resolve that his office be vacated Regulation 81 shall be varied accordingly
- 13.2** The appointment of any person to any office pursuant to Regulation 84 may at any time be revoked by the directors, without prejudice to any rights of the holder of such office in respect of such revocation

PROCEEDINGS OF DIRECTORS

- 14.1** A director absent or intending to be absent from the United Kingdom may request the directors during his absence to send notices of meetings of the directors to him at such address within the United Kingdom as he may give to the Company for this purpose, but in the absence of such a request it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom No chairman shall have a second or casting vote Regulation 88 shall be modified accordingly
- 14.2** A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of Section 317 of the 1985 Act) with the Company shall declare the nature of his interest at a meeting of the directors or of any committee of the directors in accordance with that Section Subject where applicable to such disclosure, a director may vote and count in the quorum at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or

indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and Regulations 94 and 95 shall not apply

- 14.3** The directors may dispense with the keeping of attendance books for meetings of the directors or committees of the directors. Regulation 100 shall be modified accordingly
- 14.4** Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of telephone conference or similar communicating 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

BORROWING POWERS

- 15.** The directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and subject to section 80 of the 1985 Act, to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party

INDEMNITY AND INSURANCE

- 16.1** The Company may indemnify, out of the assets of the Company, any director of the Company or of any associated Company against all losses and liabilities which he may sustain or incur in the execution of the duties of his office or otherwise in relation thereto, including, in respect of any director of either the Company or any associated Company, where the Company or such associated Company acts as trustee of an occupational pension scheme (as defined in the 2006 Act), against liability incurred in connection with the relevant Company's activities as trustee of such scheme, provided that this Article 16.1 shall only have effect insofar as its provisions are not void under the 2006 Act
- 16.2** Subject to the 2006 Act, the Company may provide a director of the Company or of any holding Company of the Company with funds to meet expenditure incurred or to be incurred by him in defending any civil or criminal proceedings brought or threatened against him, or any investigation carried out or proceedings brought or threatened against him by any regulatory authority, in any case in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company or in connection with any application under sections 661(3) or (4) or section 1157 of the 2006 Act, and the Company shall be permitted to take or omit to take any action or enter into any arrangement which would otherwise be prohibited under the 2006 Act to enable a director to avoid incurring such expenditure
- 16.3** The Company shall be entitled to purchase and maintain insurance for any director of the Company or of any associated Company against any liability attaching to any such person in connection with any negligence, default, breach of duty or breach of trust by him in relation

to the Company or any such associated Company

- 16.4** For the purpose of Articles 16.1 and 16.3 above, a Company will be "associated" with another if one is a subsidiary of the other or both are subsidiaries of the same body corporate as such terms are defined in the 2006 Act

NOTICES

- 17.** Any notice, document or information to be given to or by any person pursuant to these Articles or otherwise by the Company to a member (other than a notice calling a meeting of the directors of the Company or a committee thereof) shall be in writing or shall be given in electronic form or, in the case of a notice, document or information sent by the Company to a member, by publication on a website, subject to and in accordance with the 2006 Act. A notice, document or information given by electronic means to an address specified for the purpose is deemed to have been given 24 hours after it was sent and Regulation 115 is modified accordingly. A notice, document or information given by means of publication on a website is deemed to have been given when (i) the notice, document or information was first made available on the website, or (ii) if later, when notification that the notice, document or information was available on the website was received or deemed received.