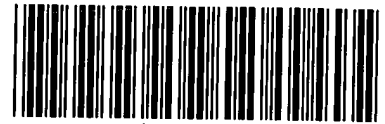


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COMPANIES HOUSE

Company No. 03334872

THE COMPANIES ACTS 1985 AND 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

GEMINI APPLICATIONS LIMITED

INTERPRETATION

1. In these articles:-

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“the articles” means the articles of association 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 of the company;

“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;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other methods of representing or reproducing words in a visible form.

Words importing the masculine gender shall include the feminine gender.

Subject as aforesaid any words or expressions contained in these articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date at which these articles become binding on the Forum.

MEMBERS

2. The subscribers to the memorandum of association of the company and such other persons or bodies as the directors shall admit to membership shall be the members of the company.
3. Any member may withdraw from the company by giving notice in writing to the secretary and on paying with such notice any unpaid subscription due in respect of the current and previous years and any contribution which such member shall have given any undertaking to make and also the subscription for each and any subsequent year which such member shall have guaranteed or given any undertaking to pay and thereupon such member shall be deemed to have ceased to be a member. Membership shall not be transferable. The secretary shall ensure that the register of members records the withdrawal of a member which has properly withdrawn.

GENERAL MEETINGS

4. All general meetings other than annual general meetings shall be called extraordinary general meetings.
5. The Council may call general meetings and, on the requisition of members pursuant to the provisions of the act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than twenty-eight days after receipt of the requisition.

NOTICE OF GENERAL MEETINGS

6. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective 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, other than a meeting called for the passing of an elective resolution, 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 thereat; 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 (i) a majority together holding not less than such percentage of the total voting rights at the meeting of all the members as has been determined by elective resolution of the members in accordance with the Act, or (ii) if no such elective resolution is in force, a majority together holding

not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted thereat together with the terms of any special or extraordinary resolution proposed and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all members and to the directors and to the auditors.

7. Non-receipt of notice of a meeting properly given in accordance with the articles by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

8. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting unless a quorum is present. Eight 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 which is a member or such number equal to the number of members if less than eight shall be a quorum. A person is present at a general meeting if that person has the right to speak and to vote at it in accordance with Article 60.

9. If such a quorum is not present within thirty minutes from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the directors may determine.
10. The chairman, if any, of the board of directors or in his absence some other director nominated by the Council shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) shall be present within thirty minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one present and willing to act, he shall be chairman.
11. If no director is willing to act as chairman, or if no director is present within thirty minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
12. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
13. The chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting

and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

14. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - (a) by the chairman; or
 - (b) by any member present in person or by proxy and having the right to vote at the meeting.
15. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
16. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
17. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
19. A poll shall be taken forthwith. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
20. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
21. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more

members. If a resolution in writing is described as a special resolution or as an extraordinary resolution, it shall have effect accordingly.

VOTES OF MEMBERS

22. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
24. On a show of hands every member present in person or (being a corporation) is present by a duly authorised representative and entitled to vote shall have one vote. On a poll every member present in person or by proxy and entitled to vote shall have one vote.
25. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

“ GEMINI APPLICATIONS LIMITED

I/We, _____, of _____,
being a member/members of the above-named company, hereby appoint _____,
of _____, or failing him,
of _____, as my/our proxy
to vote in my/our name[s] and on my/our behalf at the annual/extraordinary
general meeting of the company to be held on _____ 19 _____,
and at any adjournment thereof.

Signed on _____ 19 .”

26. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

GEMINI APPLICATIONS LIMITED

“

I/We, _____, of _____,
being a member/members of the above-named company, hereby appoint _____,
of _____, or failing him,
of _____, as my/our proxy
to vote in my/our name[s] and on my/our behalf at the annual/extraordinary
general meeting of the company to be held on _____ 19 _____,
and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as
follow:

Resolution No. 1 *for *against
Resolution No. 2 *for *against.

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain
from voting.

Signed on _____

19 .”

27. The instrument appointing a proxy and any authority under which it is
executed or a copy of such authority certified notarially or in some other
way approved by the Council may:-
- (a) be left at or sent by post or by facsimile transmission to the office or
at such other place within the United Kingdom as is specified in the
notice convening the meeting or in any instrument of proxy sent out
by the Council in relation to the meeting at any time before the time
for holding the meeting or adjourned meeting at which the person
named in the instrument proposes to vote; or
 - (b) be delivered at the meeting at which the poll was demanded to the
chairman or to the secretary or to any Council member;
- and an instrument of proxy which is not deposited or delivered in a manner
so permitted shall be invalid.
28. A vote given or poll demanded by proxy or by the duly authorised
representative of a corporation shall be valid notwithstanding the previous
determination of the authority of the person voting or demanding a poll
unless notice of the determination was received by the Council at the office
or at such other place at which the instrument of proxy or due authorisation
was duly deposited before the commencement of the meeting or adjourned
meeting at which the vote is given or the poll demanded or (in the case of a
poll taken otherwise than on the same day as the meeting or adjourned
meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

29. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.

ALTERNATE DIRECTORS

30. A director may appoint a person willing to act, whether or not he is a director of the company, to be an alternate director and such person need not be approved by resolution of the directors. A director shall be entitled to remove from office an alternate director so appointed by him.
31. An alternate director who is absent from the United Kingdom is entitled to receive notice of all meetings of directors and meetings of committees of directors and regulation 66 of Table A is modified accordingly.
32. 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. Any such notice may be left at or sent by post or facsimile transmission to the office or such other place as may be designated for the purpose by the directors.

DELEGATION OF DIRECTORS' POWERS

33. The directors may delegate any of their powers or discretions to any committees consisting of such person or persons as they think fit and whether or not directors. Insofar as any such power or discretion is delegated to a committee, any reference in these articles to the exercise by the directors of the power or discretion shall be read and construed as if it were a reference to the exercise thereof by such committee. Any such committee shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the directors or members and any such delegation may confer a power to sub-delegate, be either collateral with or to the exclusion of their own powers and may be revoked or altered.

APPOINTMENT OF DIRECTORS

34. Subject as aforesaid, 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.
35. 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 directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.

36. Each member shall be entitled to nominate one person as a director and shall be entitled to remove and replace its nominee on the board by notice in writing to the company. Any such confirmation of appointment or nomination of a director shall be in writing addressed to the secretary at the office.

PROCEEDINGS OF DIRECTORS

37. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
38. The quorum for the transaction of the business of the directors shall be eight or such number equal to the number of members of the Company if less than eight. A director is present at a meeting if that director is participating in it in accordance with Article 60.
39. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
40. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within thirty minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.
41. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
42. A resolution in writing signed by all the directors 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 (as the case may be) a committee of directors 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, it need not be signed by the alternate director in that capacity.

43. Save as otherwise provided by the articles, a director shall not vote 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 unless his interest or duty arises only because the case falls within one or more of the following paragraphs:-
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company or any of its subsidiaries;
 - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the company or any of its subsidiaries for subscription, purchase or exchange;
 - (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

44. Each director shall be entitled to invite any person to attend meetings of the board where attendance would be appropriate to the meeting agenda. Such other persons may participate in the meeting of the board by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other but shall not be entitled to vote.
45. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
46. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the

articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

47. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
48. The directors will not be reimbursed by the company in respect of any expenses incurred by them in connection with their attendance at the board meetings.
49. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.
50. Subject to the provisions of these articles, the directors may from time to time, with the consent of three-fourths of members attending and entitled to vote at general meetings, borrow or secure the payment of any sum or sums of money for the purposes of the company.

SECRETARY

51. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

52. The board shall cause minutes to be duly entered in books provided for the purpose:
 - (a) of all appointments of officers;
 - (b) of all names of the directors present at each meeting of the board, and of any committee of the board;
 - (c) of all orders made by the board and committees of the board;
 - (d) of all resolutions and proceedings of general meetings and of meetings of the board and committees.

Any such minutes of any meeting of the board or of any committee, or of the company, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

NOTICES

53. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
54. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.
55. A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
56. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted.

WINDING UP

57. Upon the winding up of the Company the surplus assets (if any) of the Company or funds arising from the realisation thereof which shall remain after payment of all the debts and liabilities of the Company shall be paid to or for the benefit of or distributed among the members of the Company.

INDEMNITY

58. Subject to the provisions of the Act, but without prejudice to an indemnity to which he may otherwise be entitled, every officer of the company shall be indemnified out of the assets of the company against all cost, charges, losses and liabilities incurred by him in the execution of his duties or the exercise of his powers, authorities and discretions including (without prejudice to the generality of the foregoing) a liability incurred:
 - (a) defending proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without a finding or admission of material breach of duty on his part, or
 - (b) in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

59. The directors may exercise all the powers of the company to purchase and maintain insurance for the benefit of a person who is an officer or employee, or former officer or employee, of the company or of a company which is a subsidiary of the company or in which the company has an interest (whether direct or indirect), or who is or was trustee of a retirement benefits scheme or another trust in which an officer or employee or former officer or employee is or has been interested, indemnifying him against liability for negligence, default, breach of duty or breach of trust or another liability which may lawfully be insured against by the company.

PARTICIPATION IN MEETINGS

60 A. Notwithstanding any other provision of these Articles, directors are participating in a directors' meeting when:

(a) the meeting has been called in accordance with the articles, and (b) they can each communicate to the others (including but without limitation online or through a computer or device or other medium) any information or opinions they have on any particular item of the business of the meeting.

In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

B. Notwithstanding any other provision of these Articles a person is able to exercise the right to speak at a general meeting when that person is in a position to communicate (including but without limitation online or through a computer or device or other medium) to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

A person is able to exercise the right to vote at a general meeting when:-

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

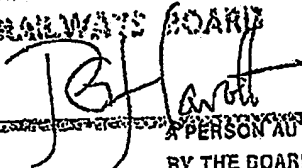
Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

NAMES AND ADDRESSES OF SUBSCRIBERS

BRITISH RAILWAYS BOARD, EUSTON HOUSE
24 EVERS HOLT STREET, LONDON NW1 1DZ

FOR AND ON BEHALF OF

BRITISH RAILWAYS BOARD



A PERSON AUTHORISED
BY THE BOARD TO ACT

INSTEAD OF THE SECRETARY

Dated this 12th day of March, 1997

Witness to the signature of the BRITISH RAILWAYS BOARD

HJ
HJ BONNEY

H.J. Bonney, 35 Blenheim Court, Wootton Bassett, Swindon, Wiltshire SN4 7HQ