

Company No: 3479178

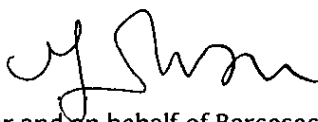
WRITTEN RESOLUTIONS OF
MENLO INVESTMENTS LIMITED
(the "Company")

Passed on the 12th day of May 2008

On 12 May 2008, the following Written Resolution (such resolution to have effect as a Special Resolution) was duly passed by the Company in accordance the Companies Act 2006

Special Resolutions

IT IS RESOLVED THAT the new Articles of Association attached to, and forming part of, this resolution be adopted as the new Articles of Association of the Company with immediate effect



For and on behalf of Barcosec Limited
Company Secretary

SATURDAY



A38 *ABHFZZS7* 423
17/05/2008
COMPANIES HOUSE

THE COMPANIES ACTS 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

MENLO INVESTMENTS LIMITED

1. PRELIMINARY

1 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) and by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373), and as further amended by The Companies (Tables A-F) (Amendment) Regulations 2007 (SI 2007 No 2541) and the Companies (Table A to F) (Amendment (No 2) Regulations 2007 (SI 2007 No 2826) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company

1 2 In these Articles the expression "the Act" means the Companies Act 1985 and "the 2006 Act" means the Companies Act 2006, in so far that any reference thereto shall be deemed to include any statutory modification or re-enactment thereof for the time being in force

1 3 In these Articles, the expression *Ordinary Shares* means the 28,000,000 ordinary shares in the capital of the Company with a nominal value of £1 each and having the rights provided for in these Articles, the expression *Preference Shares* means the 400,100,000 redeemable preference shares in the capital of the Company with a nominal value of £1 each and having the rights provided for in these Articles, and the word *Share* or *Shares* shall mean an Ordinary Share and/or Preference Share or the Ordinary Shares and/or the Preference Shares as the case may be

2. SHARE CAPITAL

2 1 The share capital of the Company is £428,100,000 divided into the 28,000,000 Ordinary Shares and the 400,100,000 Preference Shares

3. ALLOTMENT OF SHARES

3 1 Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the directors who may (subject to section 80 of the Act and to article 3 3 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

3 2 In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company

3 3 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 the authorised share capital at the date of adoption of these articles of association, at any time or times during the period of five years from the date of adoption of these articles of association 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 hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

4 SHARES

4 1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, 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 in Table A shall be modified accordingly.

4 2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

5. SHARE RIGHTS

5 1 The Ordinary Shares and the Preference Shares shall have the following rights, privileges and restrictions:

Income

5 2 Subject to the Act and these Articles, the holders of the Ordinary Shares and the holders of the Preference Shares shall be entitled to receive such dividends as the directors may declare from time to time out of the realised profits of the Company lawfully available for distribution and resolved to be distributed.

Redemption – Preference Shares

5 3 Subject to the provisions of the Act, the Company may redeem the Preference Shares at any time at the discretion of the directors by giving the holder(s) of the Preference Shares to be redeemed at least one business day's notice and shall redeem the Preference Shares at the request of the holder(s) of any Preference Shares at any time if given at least one business day's notice of such request and shall pay the nominal amount thereof (together with any accrued but unpaid dividends on those shares) provided always that if the Company shall at any time be unable, by reason of any provision of the Act, to redeem the Preference Shares on the date specified by the directors or requested by the holders of the Preference Shares to be redeemed, then the Company shall redeem such shares as soon as it is able to comply with such provisions of the Act.

Voting

5 4 The holder of each Ordinary Share shall be entitled to receive notice of general meetings of the Company and to attend and vote thereat. The Preference Shares do not confer the right to receive notice of or attend or vote at general meetings of the Company.

Capital

5 5 On a return of capital on a winding-up or otherwise (other than a redemption of shares) the assets of the Company available for distribution to its members shall be applied

- (i) first, in paying out of profits the amount of any declared but unpaid dividend or distribution,
- (ii) second, in repaying the nominal amount paid up on the Preference Shares together with any premium paid at the time of issue,
- (iii) third, in repaying the nominal amount paid up on the Ordinary Shares together with any premium paid at the time of issue, and
- (iv) fourth, in distributing any balance of surplus assets then remaining rateably amongst the holders of the Ordinary Shares according to the amounts paid up thereon

6. TRANSFER OF SHARES

6 1 The directors in their absolute discretion, may decline to register the transfer of a share, whether or not it is a fully paid share and in doing so shall comply with the provisions of section 771 of the 2006 Act, and the first sentence of regulation 24 in Table A shall not apply to the Company

7. GENERAL MEETINGS AND RESOLUTIONS

7 1 Every notice convening a general meeting shall comply with the provisions of section 325(1) of the 2006 Act as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company

7 2 Regulation 37 in Table A shall be read and construed as if the last sentence were omitted therefrom

7 3 1 No business shall be transacted at any general meeting unless a quorum is present. Subject to article 7 3 2 below, two 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, shall be a quorum

7 3 2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum

7 3 3 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved

7 3 4 Regulations 40 and 41 in Table A shall not apply to the Company

7 4 1 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 7 4 3 below

7 4 2 Any decision taken by a sole member pursuant to article 7 4 1 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book

7 4 3 Resolutions under section 168 of the 2006 Act for the removal of a director before the expiration of his period of office and under section 511 of the 2006 Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting

7 5 Subject to any rights or restrictions attached to the shares, a member present at a meeting by proxy shall be entitled to attend and speak at the meeting and shall be entitled to one vote on a show of hands Regulation 54 in Table A shall be modified accordingly

7 6 1 Regulation 62 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom

7 6 2 The appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place or address specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting, unless resolved by ordinary resolution that regulation 62 in Table A shall apply without the modification,

8. APPOINTMENT OF DIRECTORS

8 1 1 Regulation 64 in Table A shall not apply to the Company

8 1 2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be two Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly

8 2 Regulations 76 to 79 (inclusive) in Table A shall not apply to the Company

8 3 No person shall be appointed a director at any general meeting unless either -

(a) he is recommended by the directors, or

(b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

8 4 1 Subject to article 8 3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director

8 4 2 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 determined in accordance with article 8 1 2 above as the maximum number of directors and for the time being in force

8 5 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in general meeting pursuant to article 8 4 1 above For the purpose of this article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder

8 6 Notwithstanding any other provisions of this article 8, members of the Company together holding not less than 95% in nominal value of the shares giving a right to attend and vote at general meetings may appoint any person to be a director or remove any director from office, howsoever appointed Subject as follows, every appointment or removal of a director under the powers conferred by this article 8 6 shall be made by instrument in writing signed by or on behalf of the requisite majority of members and such instrument shall only take effect on the service thereof at the registered office of the Company Every such instrument shall be annexed to the directors' minute book as soon as practicable after such service If the Company has specified an address for the purpose of receiving an appointment or removal of a director under the powers conferred by this article 8 6 by electronic communication, such appointment or removal may be contained in an electronic communication sent to such address and shall take effect on receipt at that address and a copy shall be annexed to the directors' minute book as soon as practicable after service In this article "address", in relation to electronic communications, includes any number or address used for the purposes of such communications

9 BORROWING POWERS

9 1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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

10. ALTERNATE DIRECTORS

10 1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly

10 2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present

10 3 Regulation 66 in Table A shall be read and construed as if the last sentence were omitted therefrom

11 DELEGATION OF DIRECTORS' POWERS

11 1 Regulation 72 of Table A shall be read and construed as if the last word of the first sentence was "persons" rather than "directors"

12 GRATUITIES AND PENSIONS

12 1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

12 2 Regulation 87 in Table A shall not apply to the Company

13. MEETINGS

13 1 In this article "communication" and "electronic communication" shall bear the meanings set forth in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof

13 2 A person in electronic communication with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication

13 3 A meeting at which one or more of the directors attends by way of electronic communication is deemed to be held at such place as the directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

14 PROCEEDINGS OF DIRECTORS

14 1 Regulation 88 in Table A shall be read and construed as if the third sentence were omitted therefrom

14 2 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

14 3 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act

14 4 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company

15. THE SEAL

15 1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors or any person or persons authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company

15 2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors

16. AUTHENTICATION OF DOCUMENTS

16 1 For the purposes of these Articles a document or proceeding requiring authentication by a Company is deemed sufficiently authenticated by the signature of a director, secretary or other authorised officer of the Company

17. NOTICES

17.1 Regulation 112 in Table A shall be read and construed as if the third sentence was omitted therefrom

17.2 Regulation 116 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom

18. ELECTRONIC COMMUNICATIONS

18.1 If the Company has specified an address for the purpose of receiving by electronic communication any of,

- (i) a written resolution which is to be effective for the purposes of regulation 53 in Table A,
- (ii) a written resolution which is to be effective for the purposes of regulation 93 in Table A,
- (iii) an authorisation by a corporation which is a member of the Company of a person to act as its representative at any meeting of the Company in accordance with article 7.6.2 above,
- (iv) any consent under the powers conferred on a holding company by these Articles,
- (v) any appointment of a director under the powers conferred on a holding company by these Articles, or
- (vi) any removal of a director under the powers conferred on a holding company by these Articles,

then the item specified, or anything required to give effect to it, may be contained in an electronic communication sent to such address and shall take effect on receipt at that address and a copy shall be annexed to the directors' minute book as soon as practicable after service. In this article "address", in relation to electronic communications, includes any number or address used for the purpose of such communications

19. INDEMNITY

19.1 Every director or other officer and former director or other former officer of the Company shall be indemnified to the extent permitted by law, out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 144 or 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 in so far as its provisions are not prohibited by section 234 of the 2006 Act

19.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

19.3 Regulation 118 in Table A shall not apply to the Company