

Company Number: 04276051

COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION OF

RUBICON CARD SERVICES LIMITED

("the Company")

In accordance with the Company's Articles of Association and section 381A of the Companies Act 1985, we the undersigned being the sole the member of the Company for the time being entitled to receive notice of and to attend and vote at a general meeting of the Company, and so that such resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held, **HEREBY RESOLVE** as follows:

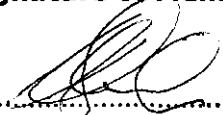
- 1 That the Company adopt in substitution for, and to the exclusion of, all existing Articles of Association, new Articles of Association in the form initialled by the Chairman of the Board of directors of the Company for the purposes of identification only (and attached to this resolution) and that such new Articles of Association be the regulations of the Company.

Name of Member

Signature of Member

Date of Signature

**Rubicon Retail
Finance Limited**


.....
Duly authorised signatory for and
on behalf of Rubicon Retail
Finance Limited

..12 October 2006



Company Number: 04276051

**ARTICLES OF ASSOCIATION
RUBICON CARD SERVICES LIMITED**

("the Company")

(ADOPTED BY SPECIAL RESOLUTION DATED 12 October 2006)

1 PRELIMINARY

The Company is a private company limited by shares and accordingly any offer to the public of shares in or debentures of the Company or any allotment of or agreement to allot shares in or debentures of the Company with a view to their being offered for sale to the public is prohibited. Subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (as amended prior to the adoption of these Articles) (hereinafter referred to as "**Table A**") shall apply to the Company.

2 SHARES

The authorised share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each.

3 TRANSFER OF SHARES

3.1 For as long as the Company is the wholly owned subsidiary (as defined in section 736 of the Companies Act 1985 ("**the Act**")) of another company, a transfer in respect of any shares in the Company may be executed by a director of that other company, and the Directors of the Company shall be bound to accept such a transfer as validly executed by a duly authorised agent of the transferee.

3.2 Regulation 24 of Table A shall not apply. Save for any transfer made pursuant to the provisions of Article 3 and Article 14 the Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any share, whether or not it is a fully paid share.

4 PROCEEDINGS AT GENERAL MEETINGS

Regulation 46 of Table A shall be read and construed as if the words "any member" were substituted for the words "at least two members" in paragraph (b) thereof and paragraphs (c) and (d) thereof were omitted.

5 SHARE CERTIFICATES

The Company may execute share certificates in accordance with the enabling provisions of Section 36A of the Act and the provisions of Regulation 6 of Table A shall be deemed to have been varied accordingly.

6 VOTES OF MEMBERS

- 6.1 A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
- 6.2 Regulation 59 of Table A shall not apply to the Company. On a poll votes may be given either personally or by proxy or, in the case of a member being a corporation, by its duly authorised representative.

7 DIRECTORS

- 7.1 Regulations 64 and 73 to 80 (inclusive) of Table A shall not apply to the Company. The last sentence of Regulation 84 of Table A shall be omitted.
- 7.2 Unless and until otherwise determined by ordinary resolution there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever the minimum number of directors is one, a sole Director shall have authority to exercise all the powers and discretions of the Company expressed to be vested in the Directors generally, and regulation 89 of Table A shall be modified so that a quorum for the transaction of the business of directors shall be one.

8 APPOINTMENT AND REMOVAL OF DIRECTORS

A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an 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 by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.

9 DIRECTORS' INTERESTS

Subject to a Director complying with the provisions of Section 317 of the Act, he shall be entitled to vote at a meeting of Directors in respect of any contract or arrangement in which he is interested and if he does so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Regulation 94 of Table A shall be construed accordingly.

10 PROCEEDINGS OF DIRECTORS

- 10.1 Notices of meetings of Directors shall be given to all Directors and to any alternate Directors appointed by them. Notice of the meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request that notices of meetings of the Directors shall during his absence, be sent in writing to him at an address or to a facsimile or telex number given by him to the company for this purpose. Regulation 88 of Table A shall be modified accordingly.

10.2 Regulation 90 of Table A shall not apply to the Company.

10.3 All or any of the Directors or of the members of any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of these participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

11 **BORROWING POWERS**

The Directors may exercise all the powers of the Company (whether express or implied) to borrow and/or secure the payment of money, to guarantee the payment of money, the fulfilment of obligations and the performance of contracts and to mortgage or charge the property, assets and uncalled capital of the Company, and (subject to section 80 of the Companies Act) to issue debentures, debenture stock and all other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

12 **WINDING UP**

In Regulation 117 of Table A there shall be inserted before the words "determine how such division" the words "with the like sanction".

13 **INDEMNITY**

Regulation 118 of Table A shall not apply to the Company. Subject to the provisions of the Act, the Company may purchase and maintain for any Director, Managing Director, Secretary or other officer or employees or agent of the Company or its auditors insurance against any liability. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled every person who is or has been a Director, Managing Director, Secretary and other officer or employee of the Company shall (to the extent the proceeds of any insurance policy against such liability are insufficient to meet such liability in full) be indemnified out of the assets of the Company against any liability relating to his conduct as, or incurred by him as, such Director, Managing Director, Secretary or other officer or employee of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144(3) or section 144(4) or section 727 of the Act in which relief is granted to him by the Court; and, if the Board thinks fit every agent and the auditors of the Company may be so indemnified against any liability incurred by him/them in defending any such proceedings.

14 **SPECIAL ARTICLE**

14.1 Notwithstanding anything contained in these Articles, this Special Article shall take precedence over all other provisions of these Articles whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these Articles).

14.2 The Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:-

14.2.1 is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**"); or

14.2.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

14.2.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the Directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

14.3 The Directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article 14.2.1 above).

14.4 The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution and the provisions of Regulation 11 of Table A relating to liens over shares shall not apply in respect of any such shares.