

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5491571

The Registrar of Companies for England and Wales hereby certifies that
LIGHTSOFT SYSTEMS LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 27th June 2005



N05491571J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Please complete in typescript, or in bold black capitals.

CHWP007

Declaration on application for registration

Company Name in full

LIGHTSOFT SYSTEMS LIMITED

I, **Emma Lewis**

of **The Cottages, Regent Road, Altrincham, Cheshire, WA14 1RX**

do solemnly and sincerely declare that I am a[†] [Solicitor engaged in the formation of the company] [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

Emma Lewis

Declared at

21 Market Street Altrincham Cheshire WA14 1RT

Day Month Year

On

21 06 2005

1 Please print name.

before me

MICHAEL HENRY SANDLER

Signed

M. H. Sandler

Date

22/06/2005

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Neil Myerson Solicitors

The Cottages, Regent Road, Altrincham

Cheshire WA14 1RX Tel 0161 941 4000

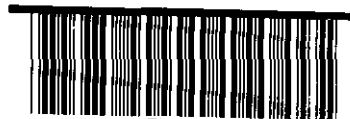
DX number 19865 DX exchange Altrincham

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



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COMPANIES HOUSE 24/06/05

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Please complete in typescript,
or in bold black capitals.

CHFP021

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

LIGHTSOFT SYSTEMS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

The Cottages, Regent Road

Post town

Altrincham

County / Region

Cheshire

Postcode

WA14 1RX

If the memorandum is delivered by an
agent for the subscriber(s) of the
memorandum mark the box opposite and
give the agent's name and address.

X

Agent's name

Neil Myerson Solicitors

Address

The Cottages, Regent Road

Post town

Altrincham

County / Region

Cheshire

Postcode

WA14 1RX

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to contact
you if there is a query on the form. The
contact information that you give will be
visible to searchers of the public record.

Neil Myerson Solicitors

The Cottages, Regent Road, Altrincham, Cheshire WA14 1RX

Tel 0161 941 4000

DX number 19865 DX exchange Altrincham



A19
COMPANIES HOUSE

0508
24/06/05

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for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME

Company name

*Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Country

The Cottages, Regent Road

Altrincham

Cheshire

Postcode

WA14 1RX

England

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Country

The Cottages, Regent Road

Altrincham

Cheshire

Postcode

WA14 1RX

England

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Date of birth

Day Month Year

2 1 1 1 1 9 9 5

Nationality

British

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

For and on behalf of Regent Road Nominees Limited

Directors (see notes 1-5)*

Please list directors in alphabetical order

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME	*Style / Title		*Honours etc		
	Forename(s)				
	Surname				
	Previous forename(s)				
	Previous surname(s)				
<input type="checkbox"/>	Address ††				
	Post town				
	County / Region		Postcode		
	Country				
Date of birth	Day	Month	Year	Nationality	
Business occupation					
Other directorships					
I consent to act as director of the company named on page 1					
Consent signature				Date	

This section must be signed by

Either
an agent on behalf
of all subscribers

Signed

Neil Myerson Solicitors
As Agents

Date

22/6/05

Or the subscribers

(i.e. those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

1002

549/571

002206/2005



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY

LIMITED BY SHARES

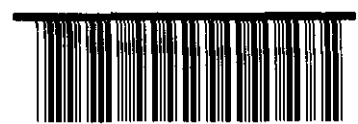
MEMORANDUM OF ASSOCIATION

OF

LIGHTSOFT SYSTEMS LIMITED

90899

1. The name of the Company is "LIGHTSOFT SYSTEMS LIMITED".
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:
 - a. To carry on all or any of the businesses of general merchants and traders, importers, exporters, designers, manufacturers, manufacturers' agents and representatives, brewers, distillers, hoteliers, publicans, buyers, sellers, brokers, distributors, researchers and developers, factors, wholesalers, retailers, letters on hire and shippers of and dealers in products, produce, goods, wares and merchandise and electronic, engineering, electric, military, communication, computer, desalination, glass, domestic, mining, industrial and agricultural equipment and items and accessories and spare parts of every description, cash and credit traders, franchise operators; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations of whatever nature and enterprises, consultants, market research specialists, experts and advisers in aircraft, robotics, computers, electronic and engineering equipment of every kind, business office energy and other systems and costs analysis, efficiency techniques, marketing and sales promotion, management, commercial, social and other undertakings and pension, insurance, assurance, finance, technical, economic and financial matters; to carry on the businesses of builders and estate agents and to acquire by purchase, lease, exchange, or otherwise for development, investment, letting, or resale and to traffic in land and buildings and other property of any tenure or any interest therein; to carry on the business of farming and of traders and dealers in and breeders of animals and crops and to create establish and maintain an organisation for the purchase, sale, vending, distribution, advertising or introduction of products, carry on all or any of the businesses of brokers and dealers in aircraft of every description and land and waterborne vehicles of every description and haulage and transport contractors, removers, general storekeepers and warehousemen, discount, cash and carry and credit traders, mail order specialists, railway, shipping, forwarding agents and printers and publishers; to act as director and/or secretary of any other companies or organisations with or without remuneration; to carry on the business of travel agents, and to organise, arrange and facilitate travelling, whether by air, rail, sea, road or otherwise, and to provide passengers, travellers and tourists with hotel and other services and conveniences of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings as and when may



be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings in any part of the world as may be thought desirable: and to act as merchants generally.

- b. To carry on any other business whatever which can in the opinion of the Board of Directors be conveniently or advantageously carried on in connection with or ancillary to any of the businesses of the Company or which is in the opinion of the Directors calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, assets or undertakings.
- c. To apply for, purchase, register, take on lease or in exchange, hire or by any other means acquire and hold for any estate or interest whether in the United Kingdom or elsewhere any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, trade marks, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch division or department thereof or which may enhance the value of any other real or personal property.
- d. To build, improve, construct, develop or re-develop, maintain, alter, enlarge, exchange, let on lease, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, bridges, railways, tramways, waterways, machinery, engines, walls, fences, banks, canals, dams, sluices or watercourses, gas works, electric works, drainage and sewage works, and buildings of all descriptions, and to clear and make ready sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- e. To apply for, purchase, register, or by other means acquire and protect, renew and prolong whether in the United Kingdom or elsewhere any patents, patent rights, licences, secret processes, brevets d'intention, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, developing, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- f. To acquire or undertake the whole or any part of the business, goodwill, assets, property, obligations, operations, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or the carrying on of which is calculated to benefit or assist the Company or to advance its interests and to place or guarantee to placing of and underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid, and 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 so received.

- g. To improve, manage, construct, repair, develop, re-develop, exchange, let on lease, rent, royalty, share of profits or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, easements, options, profits a prendre, rights and privileges in, over or in respect of, or otherwise deal with all or any part of the undertaking property and assets of the Company for such consideration as the Directors may think fit.
- h. To invest and deal with the moneys of the Company not immediately required in or upon such investments or securities and in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- i. To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised, or owing, and the performance or discharge of any contract or obligations of the Company by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's undertaking property or assets (whether present or future), including its uncalled capital and also by similar mortgage, charge, standard security, lien or other 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.
- j. To give guarantees, indemnities and suretyships of all kinds.
- k. To guarantee or provide security for, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company or by both such methods, the performance of any contract or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares debentures or other securities or borrowings including borrowings from bankers on overdraft or otherwise of any person firm or company including in particular (without limiting the generality of the foregoing) any company which is for the time being or may become (within the meaning of Section 736 of the Act) a subsidiary or holding company of the Company or other subsidiary of any such holding company or in which the Company otherwise holds any shares or other investment or is otherwise associated with the Company in business (whether such association arises through common shareholdings or through a commercial or trading relationship) and whether or not the Company receives directly or indirectly any consideration or advantage therefrom.
- l. To lend and advance money or give credit on any terms and with or without security to any person firm or company including in particular (without limiting the generality of the foregoing) any company which is for the time being or may become (within the meaning of Section 736 of the Act) a subsidiary or holding company of the Company or another subsidiary of any such holding company or in which the Company otherwise holds any shares or other investment or is otherwise associated with the Company in business (as previously defined).

- 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 any governmental department or local or statutory or judicial 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 interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- o. To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable 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 in which the Company has a direct or indirect financial interest, 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 establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets, liabilities and operations of the Company or the promotion of which shall be in any manner calculated to advance or assist directly or indirectly with objects or interests of the Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- s. To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, conversion, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the company may determine.
- t. To sell or otherwise dispose of or deal with the whole or any part or parts of the business undertaking and property of the Company for such consideration as the Company may think fit and to accept payment for

any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, conversion, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stocks, or securities so acquired.

- u. To amalgamate or enter into any partnership or arrangement for sharing profits, union of interest, reciprocal concessions or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company, or which is capable of being carried on so as directly or indirectly to benefit or assist the Company and to acquire and hold, sell, seal with or dispose of shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- v. To act as agents or brokers and as trustees for any person, firm company, charity or pension scheme and to undertake and perform sub-contracts.
- w. To remunerate any person, firm or company rendering services to the 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.
- x. 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.
- y. To establish, maintain and administer or procure the establishment, maintenance and administration of profit sharing schemes, share option schemes and employee share schemes of all kinds and of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of gratuities, pensions, donations, grants, allowances annuities and superannuation or other allowances or benefits or generally to provide advantages, facilities for services and other emoluments to, any persons who are or were at any time Directors of the Company or in the employment or services of the Company, or of any company which is for the time being (within the meaning of Section 736 of the Act) a subsidiary or holding company of the Company or another subsidiary of any such holding company or otherwise associated with the Company in business or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance and assurance of any such persons as aforesaid and to subscribe or guarantee money

for charitable or benevolent or public objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- z. Subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive) of the 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 Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- aa. To distribute among the members of the Company in specie any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- bb. To procure the Company to be registered or recognised in any Dominion or Dependency and in any foreign country or place and to establish branch businesses and local agencies in any part of the world.
- cc. To carry on business as a general commercial company.
- dd. To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others.
- ee. to do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of the powers given to it by the Act or by this Clause.

AND so that:

- (1) None of the objects set forth in any sub-clause of this Clause 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-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
- (3) The word "company" in this Clause, 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.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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 £1,000 divided into 1,000 ordinary shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name

Name and Address
of the Subscriber

Number of shares
Taken by the Subscriber

I. REGENT ROAD NOMINEES LIMITED
31 Regent Road
Altrincham
Cheshire
WA14 1RX

One

For and on behalf of
REGENT ROAD NOMINEES LIMITED



AUTHORISED SIGNATORY

Total shares taken

One

Dated the 22nd day of June 2005

Witness to the above Signature:



Garth Brewerton
Trainee Solicitor
The Cottages
Regent Road
Altrincham
Cheshire WA14 1RX

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
LIGHTSOFT SYSTEMS LIMITED

PRELIMINARY

1. (a) 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) (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 regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles 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.

ALLOTMENT OF SHARES

2. (a) Unless the Authority hereby given is previously revoked or varied by the Company in General Meeting, the Directors may at any time and from time to time within five years of the date of incorporation of the Company, in accordance with Section 80 of the Act exercise generally and unconditionally the power of the Company to allot relevant securities (as defined in the said Section) and to offer or agree to allot such securities (notwithstanding that such offer or agreement would or might require such securities to be allotted by the Company after the said date) provided that the aggregate nominal value of the securities so allotted or offered or agreed to be allotted shall not when aggregated with the nominal value of the shares in the capital of the Company agreed to be taken by the subscribers to the Memorandum of Association of the Company exceed the sum of £1,000.
- (b) All shares which are not comprised in the authorised share capital at the date of incorporation of the Company with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them: such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special

Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

- (c) 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.

SHARES

3. The lien conferred by regulation 8 in Table A shall also attach 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. 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".

PURCHASE OF SHARES

5. Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and, whilst remaining a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or proceeds of a fresh issue of shares.

GENERAL MEETINGS AND RESOLUTIONS

6. (a) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the 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.
- (b) No business shall be transacted at any General Meeting unless a quorum is present. Subject to paragraph (c) 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.
- (c) 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.
- (d) 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.

- (e) Regulations 40 and 41 in Table A shall not apply to the Company.
7. (a) 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 save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
- (b) Any decision taken by a sole Member pursuant to paragraph (a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

APPOINTMENT OF DIRECTORS

8. (a) Regulation 64 in Table A shall not apply to the Company
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. 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 one. Whosoever the minimum number of Directors shall be 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.
- (c) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 in Table A shall not apply to the Company.
- (d) No person shall be appointed a Director at any General Meeting unless either:-
- (i) he is recommended by the Directors; or
 - (ii) not less than fourteen or more than thirty-five 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.
- (e) A Member or Members holding the whole or a majority in nominal value of the issued ordinary share capital for the time being in the Company shall have power from time to time and at any time to appoint any person 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 body corporate signed by one of its directors or other officers on its behalf, and shall take effect upon lodgement at the registered office of the Company or such later date as may be specified in the instrument.

- (f) 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 paragraph (b) above as the maximum number of Directors for the time being in force.
- (g) In any case where as the result of the death of a sole Member of the Company the Company has no Members and no Directors the personal representatives of such deceased Member 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 paragraph (c) of this Article.
- (h) No person shall be disqualified from becoming a Director by reason of his attaining the age of 70 or any other age.

BORROWING POWERS

- 9. 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.

ALTERNATE DIRECTORS

- 10. (a) 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.
- (b) 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. Regulation 88 shall be modified accordingly.

GRATUITIES AND PENSIONS

- 11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(y) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (b) Regulation 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 12. (a) A Director may vote, at any meeting of the Board of 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 as aforesaid 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.

- (b) Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.
- (c) A meeting of the Board of Directors may, subject to notice thereof having been given to all Directors, be for all purposes deemed to be held when a Director is or Directors are in communication by telephone or audio visual communications media with another Director or other Directors and all of the said Directors agree to treat the meeting as so held, provided always that the number of the said Directors participating in such communication constitutes a quorum of the Board. A Resolution made by a majority of the said Directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.

THE SEAL

- 13. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of 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 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.
- (b) 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.

TRANSFER OF SHARES

- 14. The Directors may in their absolute discretion decline to register the transfer of a share (whether or not it is a fully paid share) and no reason for the refusal to register such transfer need be given by the Directors. The first sentence of regulation 24 of Table A shall not apply to the Company.

INDEMNITY

- 15. (a) Every Director or other officer or Auditor of the Company shall be indemnified 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 avoided by Section 310 of the Act.
- (b) 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.

(c) Regulation 118 in Table A shall not apply to the Company.

NAME AND ADDRESS OF SUBSCRIBER

REGENT ROAD NOMINEES LIMITED
31 Regent Road
Altrincham
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WA14 1RX



Authorised Signatory

DATED this 22nd day of June 2005

WITNESS to the above signature:



Gareth Brewerton
Trainee Solicitor
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