



FILE COPY

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

Company No. 6811574

The Registrar of Companies for England and Wales hereby certifies that

CUADRILLA WELL SERVICES LIMITED

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

Given at Companies House on **5th February 2009**



N06811574J



Companies House
— the official —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Declaration on application for registration

Company Name in full

CUADRILLA WELL SERVICES LIMITED

I, CLARE MARIE BRENNAN

of 95 ALDWYCH LONDON WC2B 4JF

† Please delete as appropriate.

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

CLARE MARIE BRENNAN

Declared at JOHN VENN, 95 ALDWYCH, LONDON WC2B 4JF

Day Month Year

on 05 02 2009

Ⓢ Please print name.

before me[†]

WILLIAM B KENNAIR
A COMMISSIONER FOR OATHS

Signed

W B Kennair

Date

5/2/09

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

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.

Companies House receipt date barcode

10/03

Peachey & Co LLP

95 Aldwych, London,

WC2B 4JF

Tel 0207 316 5200

DX number LDE

DX exchange 108

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

or LP - 4 Edinburgh 2

Please complete in typescript,
or in bold black capitals.

CHFP041

**First directors and secretary and intended situation
of registered office**

Notes on completion appear on final page

Company Name in full

CUADRILLA WELL SERVICES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

c/o PEACHEY & CO LLP

95 ALDWYCH

Post town

County / Region

LONDON

Postcode

WC2B 4JF

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.

Agent's Name

Address

Post town

County / Region

Postcode

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
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for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Form revised December 2003

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.

Company name

NAME *Style / Title

*Honours etc.

Forename(s)

Surname

ALDLEX LIMITED

Previous forename(s)

Previous surname(s)

Address ††

95 ALDWYCH

Post town

County / Region

LONDON

Postcode

WC2B 4JF

Country

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

Consent signature

Date

5/2/2009

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc.

Forename(s)

HUBERT WILLIAM

Surname

ASHTON

Previous forename(s)

Previous surname(s)

Address ††

THE OLD FARMHOUSE

APPLEDORE ROAD

Post town

TENTERDEN

County / Region

KENT

Postcode

TN30 7DF

Country

ENGLAND

Day Month Year

Date of birth

1 9

0 7

1 9

5 7

Nationality

BRITISH

Business occupation

SOLICITOR

Other directorships

SEE ATTACHED

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

Consent signature

Date

5/2/2009

Directors

(see notes 1-5)

Please list Directors in alphabetical order

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

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality. **The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years, when the person was a director, was:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

PERSONAL APPOINTMENTS

[Go Back](#)

Name: HUBERT WILLIAM ASHTON
Nationality: BRITISH
Latest Address: THE OLD FARMHOUSE
APPLEDORE ROAD
TENTERDEN
KENT
Postcode: TN30 7DF

Date of Birth: 19/07/1957

Appointments: Current: 4 / Resigned: 11 / Dissolved : 16

To view company details, click on the appropriate company number.
Click [HERE](#) to exclude Resigned and Dissolved appointments

DIRECTOR **Appointed: PRE 12/03/1991**
Occupation: SOLICITOR
Company Number: [02301345](#)
Company Name: LINWOS LIMITED
Active

DIRECTOR **Appointed: PRE 12/03/1991**
Occupation: SOLICITOR
Company Number: [02301347](#)
Company Name: TANSO LIMITED
Active

DIRECTOR **Appointed: PRE 27/06/1991**
Occupation: SOLICITOR
Company Number: [02516128](#)
Company Name: ARUNLEX LIMITED
Active

DIRECTOR **Appointed: 19/11/2008**
Occupation: SOLICITOR
Company Number: [04472400](#)
Company Name: ALDLEX LIMITED
Active

DIRECTOR **Appointed: PRE 09/11/1990**
Resigned: 27/11/1990
Occupation: SOLICITOR
Company Number: [02236114](#)
Company Name: SPECTRUM RESOURCES LIMITED
Active

DIRECTOR **Appointed: 22/12/1995**
Resigned: 06/03/2003
Occupation: SOLICITOR
Company Number: [03108736](#)
Company Name: THE NPD GROUP LIMITED
Active

DIRECTOR **Appointed: 11/07/1996**
Resigned: 10/01/2006
Occupation: SOLICITOR

THE COMPANIES ACT 1985-2006

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

AND

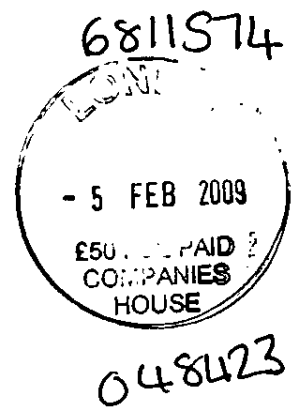
ARTICLES OF ASSOCIATION

OF

CUADRILLA WELL SERVICES LIMITED

THE COMPANIES ACT 1985-2006

A PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

OF

CUADRILLA WELL SERVICES LIMITED

THURSDAY



1. The name of the Company is Cuadrilla Well Services Limited.
2. The Registered Office of the Company is to be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company. Without prejudice to the generality of the object, and the powers of the Company derived from Section 3A of the Act, the Company has the power to do all or any of the following things:-
 - (A) To carry on all or any of the businesses of general merchants and traders, importers and exporters, commission agents, cash and credit traders, manufacturers' agents and representatives, purchase and general financiers, brokers and agents, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of and dealers in all products, goods, wares, merchandise and produce of every description; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises and to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, insurance brokers and consultants, mortgage brokers, warehousing, railway, shipping and forwarding agents, shippers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds.
 - (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on or in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions,

patents, patent rights, 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 or department thereof.

- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (G) To receive money on deposit or loan upon such terms as the Company may approve.
- (H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company or otherwise associated with the Company in business.
- (I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary 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 dependants 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 of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (L) 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 or capital, 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.
- (M) 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, 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, stock or securities so acquired.
- (N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts of 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.
- (O) 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 and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this 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 any other obligations of any such company.
- (P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

- (Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of 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.
- (U) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding company as may be lawful.
- (V) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (W) To do all such things as are incidental or conducive to the above objects or any of them.

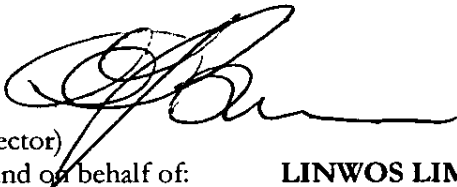
And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in any way limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the Members is limited.
5. The Company's share capital is £100 divided into 100 shares of £1 each.

We the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES, ADDRESSES AND
DESCRIPTIONS OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH SUBSCRIBER


(Director)
for and on behalf of:

LINWOS LIMITED,
95 Aldwych,
London, WC2B 4JF.

1

Dated this 5 day of February 2009

Witness to the above signatures:-

(Solicitor)
of: 95 Aldwych,
London, WC2B 4JF.


KATE ENGLAND

THE COMPANIES ACT 1985-2006

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CUADRILLA WELL SERVICES LIMITED

1. PRELIMINARY

- 1.1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) as amended by:

1.1.1 the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985/1052);

1.1.2 the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000/3373);

1.1.3 the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541);
and

1.1.4 the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (SI 2007/2826);

(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 regulations of the Company.

- 1.2 In these Articles the following expressions shall have the following meanings:

1.2.1 "1985 Act" the Companies Act 1985 (as amended and in force from time to time);

1.2.2 "2006 Act" the Companies Act 2006 (as amended and in force from time to time);

1.2.3 "Act" the 1985 Act and the 2006 Act;

but so that any reference in these Articles to any provision of the 1985 Act or the 2006 Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

1.3 Regulations 41, 50, 64, 76-79 (inclusive) 94-97 (inclusive) and 118 of Table A do not apply to the Company.

1.4 The Company is a private company and no shares or debentures of the Company may be offered to the public.

2. **NUMBER OF SHAREHOLDERS**

2.1 Regulation 40 of Table A shall be read so that the words "one person" take the place of the words "two persons"; and that the second sentence of Regulation 40 be read as if the word "each" was deleted.

3. **SHARES**

3.1 Subject to the provisions of the Act the Company may:-

- (A) issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
- (B) purchase its own shares (including any redeemable shares);
- (C) make a payment in respect of the redemption or purchase of any of its shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares.

3.2 (A) Subject to Sub-Article (B) hereof all shares shall be under the control of the directors and the directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

(B) The directors are generally and unconditionally authorised for the purposes of Section 80 of the 1985 Act to allot relevant securities provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated; and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in general meeting.

(C) The directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

(D) In accordance with Section 91(1) of the 1985 Act, Section 89(1) and Section 90(1) to (6) of the 1985 Act shall not apply to the Company.

4. **LIEN**

- 4.1 The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share 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 whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any dividend or other amount payable in respect thereof. Regulation 8 in Table A shall be modified accordingly.

5. **PROCEEDINGS AT GENERAL MEETINGS**

- 5.1 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.
- 5.2 If a quorum is not present within half an hour of the time appointed for a general 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 the same time and place or such day, time and place as the directors otherwise determine and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.
- 5.3 A poll may be demanded at any general meeting by any member entitled to vote thereat. Regulation 46 of Table A shall be modified accordingly.

6. **NUMBER OF DIRECTORS**

- 6.1 Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one. Whenever the minimum number of the 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.
- 6.2 The Company may by ordinary resolution of the members appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 6.3 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 6.1 above as the maximum number of directors and for the time being in force.
- 6.4 Without prejudice to the powers of the Company under Section 168 of the 2006 Act to remove a director by ordinary resolution of the members, the holder or holders for the time being of more than one half of the issued shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors 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 corporation)

signed on its behalf by one of its directors or its secretary and shall take effect upon lodgement at the registered office of the Company. The office of a director shall be vacated if he is removed from office under this Article. Regulation 81 in Table A shall be modified accordingly.

7. **ALTERNATE DIRECTORS**

- 7.1 The appointment of a person other than another director as an alternate director shall not require approval by resolution of the directors and Regulation 65 of Table A shall be modified accordingly.

8. **PROCEEDINGS OF DIRECTORS**

- 8.1 All directors and alternate directors, whether present in the United Kingdom or not, shall be entitled to receive notices of meetings.
- 8.2 Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. Meetings of directors may be held in any part of the world.
- 8.3 Subject to such disclosure as is required by Section 177 of the 2006 Act a director shall be entitled to 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.

9. **NOTICES**

- 9.1 Nothing in this Article 9 affects any requirement imposed, or contrary provision made by or under any enactment.
- 9.2 Any documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company must be sent or supplied in accordance with the provisions of the 2006 Act.
- 9.3 Subject to the provisions of the 2006 Act, the Company may make any documents or information authorised or required by any provision of the Act to be sent or supplied by the Company to any member available on a website.
- 9.4 Any documents or information which are authorised or required by any provision of these Articles to be sent or supplied by or to the Company (and which are not authorised or required to be sent or supplied in accordance with the Act) may (unless these Articles require them to be sent or supplied in another way) nevertheless, be sent or supplied in accordance with the company communications provisions (as defined in the 2006 Act) (including, for the avoidance of doubt and in relation to documents or information to be sent or supplied by the Company to the members only, by making such documents and information available on a website).
- 9.5 The provisions of Section 1147 of the 2006 Act (with the exception of Section 1147(5) of the 2006 Act, which shall not apply) shall apply to any documents or information sent or supplied by the Company. Regulation 115 in Table A shall be modified accordingly.

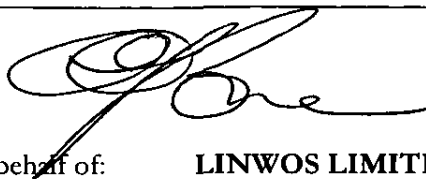
10. **INDEMNITY**

- 10.1 Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a director or other officer of the Company in the actual or purported execution and/or discharge of his duties, or in relation thereto including any liability incurred by him in connection with the Company's activities (if any) as trustees of any occupational pension scheme (as defined in Section 235(6) of the 2006 Act) or in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs.
- 10.2 Subject to the provisions of the Act, the Company may buy and maintain insurance against any liability falling upon its directors or other officers which arises out of their respective duties to the Company, or in relation to its affairs.
- 10.3 Regulation 118 in Table A shall not apply to the Company.

NAMES, ADDRESSES AND
DESCRIPTIONS OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH SUBSCRIBER

(Director)
for and on behalf of:



LINWOS LIMITED,
95 Aldwych,
London, WC2B 4JF.

1

Dated this 5 day of February 2009

Witness to the above signatures:-

K. England
KATE ENGLAND

(Solicitor)
of: 95 Aldwych,
London, WC2B 4JF.