



FILE COPY

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

Company No. 6776928

The Registrar of Companies for England and Wales hereby certifies that

AGE CYMRU ENTERPRISES 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 **18th December 2008**



N06776928W



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

AGE CYMRU ENTERPRISES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

66 LINCOLN'S INN FIELDS

Post town

County / Region

LONDON

Postcode

WC2A 3LH

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

FARRER & CO LLP

Address

66 LINCOLN'S INN FIELDS

Post town

County / Region

LONDON

Postcode

WC2A 3LH

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.

Farrer & Co LLP

(Ref: CAB)

66 Lincolns Inn Fields
London
WC2A 3LH

DX number 32

Tel +44 (0) 20 7242 2022

DX exchange Chancery Lane

Companies House receipt date barcode

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**

Company Secretary (see notes 1-5)

Company name AGE CYMRU ENTERPRISES LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

TYROLESE (SECRETARIAL) LIMITED

Previous forename(s)

Previous surname(s)

Address ††

66 LINCOLN'S INN FIELDS

Post town

County / Region

LONDON

Postcode

WC2A 3LH

Country

†† 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.

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

Consent signature

Date

18/12/08

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

JAMES

Surname

THORNE

Previous forename(s)

Previous surname(s)

Address ††

WICKHURST OAST

Post town

LEIGH

County / Region

KENT

Postcode

TN11 8PS

Country

†† 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

1 5

1 0

1 9 5 3

Nationality

BRITISH

Business occupation

SOLICITOR

Other directorships

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

Consent signature

Date

18/12/08

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc	
* Voluntary details				
Forename(s)				
Surname		TYROLESE (DIRECTORS) LIMITED		
Previous forename(s)				
Previous surname(s)				
Address ††		66 LINCOLN'S INN FIELDS		
<input type="checkbox"/>				
Post town				
County / Region		LONDON	Postcode	WC2A 3LH
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		Jonathan Bayliss		Date 18/12/08
		DIRECTOR		
		Tyrolese (Directors) Limited		

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	Farver & Co	Date	18/12/08.
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	
Signed		Date	

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.

Company No.

THE COMPANIES ACTS 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

- of -

AGE CYMRU ENTERPRISES LIMITED

(A Private Company adopting Table A with modifications)

Incorporated the	day of	20
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FARRER & CO LLP
66 Lincoln's Inn Fields
London
WC2A 3LH

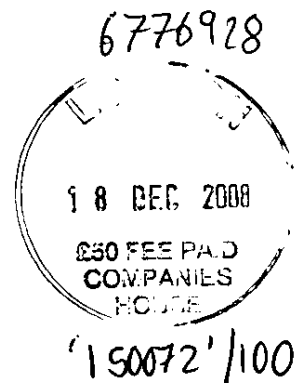
THE COMPANIES ACTS 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

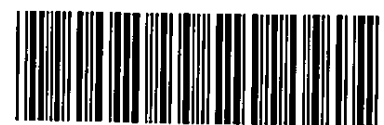
MEMORANDUM OF ASSOCIATION

- of -

AGE CYMRU ENTERPRISES LIMITED



1. The name of the Company is "AGE CYMRU ENTERPRISES LIMITED".
2. The registered office of the Company is to be situated in England and Wales.
- 3.1 Until the date upon which section 31 CA 2006 comes into force, the object for which the Company is established is to carry on business as a general commercial company in any trade or business whatsoever including, without prejudice to the generality of the foregoing, to carry on the business of a holding company and to sell or otherwise dispose of the whole or any part of its trade, business or undertaking. From that date, the objects of the Company are unrestricted.
- 3.2 Without prejudice to the generality of the foregoing, the Company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it including the power:
 - (a) to enter into or accept any guarantee or indemnity and to support or secure, whether 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 contracts or other obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or company including (but without prejudice to the generality of the foregoing) any company having objects or engaged or intending to engage in businesses similar to those of the Company and any company which is for the time being the Company's holding company as defined by section 736 of the CA 1985 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in its business;



- (b) to grant pensions, allowances, gratuities and bonuses to directors and other officers, ex-officers, employees or ex-employees of the Company or of any subsidiary or allied company or of the predecessors in business thereof or the widows, dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their widows, dependants or connections; and
- (c) to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the directors of the Company, be calculated directly or indirectly to benefit the Company or any subsidiary or allied company, or the directors and other officers or employees thereof, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or any subsidiary or allied company or the directors and other officers or employees thereof.

And so that

- (A) 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
- (B) 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 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
- (C) In this clause
 - 1) the word "company", 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
 - 2) references to CA 1985 and CA 2006 are to the Companies Act 1985 and the Companies Act 2006 respectively
 - 3) references to any particular provision of CA 1985 include any statutory modification or re-enactment of that provision for the time being in force and any provision(s) of CA 2006 (and its related commencement orders) which replaces the same (with or without modification)

- 4) unless expressly stated otherwise, references to the Companies Acts are to CA 1985 and CA 2006 in each case to the extent to which the provisions of the same are for the time being in force
 - 5) the expressions “holding company”, “subsidiary” and “subsidiary undertaking” shall have the same meanings as given to those terms in the Companies Acts.
4. The liability of the members is limited.
 5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

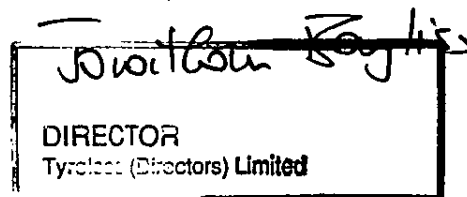
WE the subscriber to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our name.

NAME AND ADDRESS OF SUBSCRIBER

Number of Shares
taken by the Subscriber

TYROLESE (DIRECTORS) LIMITED
66 Lincoln's Inn Fields
LONDON WC2A 3LH

ONE



DATED this 18th day of December 2008.

WITNESS to the above signature:

A handwritten signature in black ink that appears to read "C. Boyce".

CHERYL BOYCE
66 Lincoln's Inn Fields,
LONDON, WC2A 3LH

Legal Executive

Company No.

THE COMPANIES ACTS 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

AGE CYMRU ENTERPRISES LIMITED

PRELIMINARY

1. In these Articles -

- (a) Table A means Table A of The Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies Act 1985 (Electronic Communications) Order 2000, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007.
- (b) Unless expressly stated to the contrary, words and phrases used shall have the meanings ascribed to them in or by virtue of Table A.
- (c) A reference to a Regulation is to a regulation in Table A.
- (d) A reference to an Article is to a provision of these Articles.
- (e) References to CA 1985 and CA 2006 are to the Companies Act 1985 and the Companies Act 2006 respectively.
- (f) References to the Companies Acts are to CA 1985 and CA 2006 in each case to the extent to which the provisions of the same are for the time being in force.
- (g) A reference to any particular provision CA 1985 includes any statutory modification or re-enactment of that provision for the time being in force and any provision(s) of CA 2006 (and its related commencement orders) which replace(s) the same (with or without modification).

2. The Regulations contained in Table A shall apply to the Company with the exceptions, modifications and additions mentioned in these Articles. The Regulations of Table A numbered 3, 8, 23, 24, 35, 41, 64-70 inclusive, 73-77 inclusive, 81, 89, 94-97 inclusive, 111, 112, 113, 115 and 118 shall not apply to the Company.
3. The Company is a private company and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered to the public.

SHARES

4. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.
5. The directors are generally and unconditionally authorised for the purposes of Section 80 of CA 1985 to allot and dispose of or grant options over the Company's shares to such persons (including the directors), on such terms and in such manner as they think fit, up to the amount of the share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation.
6. Any shares which the directors are not authorised to deal with by virtue of Article 5 above may, with the consent of the Company in general meeting, be dealt with by the directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit for a period not exceeding five years from the date of such consent.
7. Sub-section (1) of Section 89 and Section 90 of CA 1985 shall be excluded from applying to the Company.

REDEEMABLE SHARES

8. Subject to the provisions of the Companies Acts:
 - (a) the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof on such terms and in such manner as the Company before the issue of the shares may by special resolution determine;
 - (b) any redeemable shares issued by the Company may be redeemed out of distributable profits of the Company, out of the proceeds of a fresh issue of shares made for the purposes of the redemption, or out of the capital of the Company; and

- (c) any premium payable on redemption may be paid out of distributable profits of the Company or otherwise in accordance with the provisions of CA 1985.

PURCHASE OF COMPANY'S SHARES

- 9. Subject to the provisions of the Companies Acts, the Company may:
 - (a) purchase its own shares (including any redeemable shares) and enter into a contingent purchase contract for the purchase of its own shares; and
 - (b) make any payment in respect of such purchase out of distributable profits of the Company, out of the proceeds of a fresh issue of shares made for the purpose, or out of the capital of the Company.

LIEN

- 10. The Company shall have a first and paramount lien upon every share (whether a fully paid up share or not) registered in the name of any member, either alone or jointly with any other person, for his or his estate's debts, liabilities and engagements, whether solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not. Such lien shall extend to all dividends from time to time declared or other moneys payable in respect of every such share, but the directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article 10.

TRANSFER OF SHARES

- 11. The instrument of transfer of any share shall be in a form approved by the directors and shall be executed by or on behalf of the transferor, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. In the case of a partly-paid share only, the instrument of transfer must also be executed by or on behalf of the transferee.
- 12. The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.
- 13. No instrument of transfer may be registered unless it is duly stamped.

GENERAL MEETINGS

- 14. Every notice convening a general meeting shall comply with the provisions of Section 325 of CA 2006 as to giving information to members in regard to their right to appoint proxies and all notices of a general meeting shall also be sent to the directors and the auditor of the Company for the time being.

15. If at a general meeting of the Company a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
16. One member having the right to vote at the meeting may demand a poll and Regulation 46 shall be modified accordingly.
17. A member shall be deemed to be present at a meeting of the members and to form part of the quorum of that meeting if he participates by telephone or video conferencing facilities and can hear and be heard by the other members present (or deemed to be present) at the meeting provided that no decision shall be implemented unless and until confirmation of that decision shall have been exchanged between the members present or deemed to be present at that meeting.
18. If a resolution in writing is described as an ordinary resolution, special resolution or any other type of resolution it shall have effect accordingly.

DIRECTORS

19. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than one.
20. Unless otherwise determined by ordinary resolution, the quorum for the transaction of the business of the directors (other than alternate directors) shall not be subject to any maximum but shall be not less than one. If and so long as there is a sole director, he may exercise all the powers of the Company and all powers and authorities vested in the directors by these Articles or Table A. Regulation 89 shall not apply to the Company.
21. If and so long as the number of directors is reduced below the minimum fixed by or pursuant to these Articles or Table A, the continuing director or directors may act for the purpose of filling vacancies or calling a general meeting of the Company but for no other purpose, and Regulation 90 shall be modified accordingly.
22. A director shall not require any shareholding qualification.

POWERS AND PROCEEDINGS OF DIRECTORS

23. Subject to the provisions of the Companies Acts, the Memorandum and the Articles and to any directions given by ordinary resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by these Articles or by Table A and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

24. Subject to such disclosure as is required by Section 317 of CA 1985 a director may vote as a director in regard to any contract, matter, proposal or arrangement in which he is directly or indirectly interested, whether or not the director or the Company is a party to the same and if he shall so vote his vote shall be counted and he shall be counted in a quorum when any such contract, matter, proposal or arrangement is under consideration.
25. A person may participate in a meeting of the directors or of a committee of directors by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting [notwithstanding accidental disconnection of the means of electronic communication during the meeting]. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.

ALTERNATE DIRECTORS

26. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
27. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which his appointor is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.
28. An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but if a director ceases to hold office but is reappointed or deemed to have been reappointed at the meeting at which he ceases to hold office, any appointment of an alternate director made by him which was in force immediately prior to his ceasing to hold office shall continue after his reappointment.
29. Any appointment or removal of an alternate director shall be by notice in writing to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors and subject as aforesaid shall take effect when the notice effecting the same is delivered to the Secretary or is produced at a meeting of the directors.
30. An alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor.

31. An alternate director shall have one vote for every director he represents. This shall be in addition to his own vote if he himself is a director. If his appointor is not present, an alternate director shall be counted in the quorum.

APPOINTMENT AND REMOVAL OF DIRECTORS

32. A member or members holding a majority in nominal value of the issued shares for the time being in the capital of the Company shall have power from time to time to appoint any person or persons willing to act to be a director or directors either as additional directors or to fill any vacancy (provided that any appointment does not cause the total number of directors to exceed any number from time to time fixed by or in accordance with these Articles as the maximum number of directors) and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the Company signed by the member or members making the same or in the case of a member being a company signed by any director thereof or by any person so authorised by resolution of the directors or of any other governing body thereof. Any such appointment or removal shall take effect when the notice effecting the same is delivered to the registered office of the Company or to the Secretary or is produced at a meeting of the directors, and any such removal shall be without prejudice to any claim which a director so removed may have under any contract between him and the Company.
33. The office of a director shall be vacated:
- (a) if he resigns his office by notice in writing to the Company; or
 - (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) if he becomes prohibited from being a director by law or by reason of any order made under the Company Directors Disqualification Act 1986; or
 - (d) if he ceases to be a director by virtue of any provision of the Companies Acts; or
 - (e) if he is, or may be, suffering from mental disorder and either (i) he is admitted to hospital in pursuance of an application for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health Act (Scotland) 1960, or (ii) an order is made by a court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, *curator bonis* or other person to exercise powers with respect to his property or affairs; or
 - (f) if he is otherwise duly removed from office.

34. No director shall vacate his office or be ineligible for re-election, nor shall any person be ineligible for appointment as a director, by reason only of his attaining or having attained any particular age.
35. The directors shall not be subject to retirement from office by rotation.

NOTICES AND COMMUNICATIONS

36. Notices to be given pursuant to these Articles (other than a notice calling a meeting of directors) shall be given in writing unless these Articles expressly provide otherwise.
37. The Company may validly send or supply any document (including any notice or share certificate) or information to a member:
- (a) By delivering it by hand to the address recorded for the member in the register of members;
 - (b) By sending it by post or courier in an envelope (with postage or delivery paid) to the address recorded for the member in the register of members;
 - (c) By fax (except for share certificates) to a fax number notified by the member in writing;
 - (d) By electronic mail (except a share certificate) to an email address notified by the member in writing; or
 - (e) By means of a website (except a share certificate) the address of which shall be notified to the member in writing;

in accordance with and subject to the "company communications provisions" of CA 2006, but this Article 37 does not affect any other provision in any relevant legislation or these Articles requiring notices or documents to be delivered in a particular way.

38. In the case of joint holders of a share, notices shall be given to the joint holder whose name stands first in the in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.
39. A member whose registered address for the purposes of Articles 37 (a) or (b) above is not within the United Kingdom and who gives to the Company an address within the United Kingdom (a UK Address) at which notices may be given to him or notifies the Company of a fax number or email address to which notices may be sent in electronic form or who agrees or is deemed to agree to notice being given to him by means of a website, shall be entitled to have notices given to him at that UK

Address, fax number, email address or by means of such website, but otherwise no such member shall be entitled to receive any notice from the Company.

40. A member present, either in person or by proxy or, being a corporation, by its representative, at any meeting of the Company or of holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
41. If a document or information (whether in hard copy form or electronic form) is delivered by hand, it is deemed to have been received by the intended recipient at the time it is handed to or left for the member.
42. If a document or information (whether in hard copy form or electronic form) is sent by post or courier, to an address in the United Kingdom, it is deemed to have been received by the intended recipient:
 - (a) 48 hours after it was posted, if first class post was used; or
 - (b) 72 hours after it was posted or given to the courier, if first class post was not used;

provided that it was properly addressed and either put into the post system or given to the courier with postage or delivery paid.

43. If a document (other than a share certificate) or information is sent by fax or electronic mail, it is deemed to have been received by the intended recipient at the time it was sent provided that it was sent to the correct fax number or email address.
44. If a document (other than a share certificate) or information is sent by means of a website, it is deemed to have been received by the intended recipient when it was first made available on the website, or if later, when the recipient received (or is deemed to have received) information that it was available on the website.

SINGLE MEMBER COMPANY PROVISIONS

45. If, and so long as, the Company has only one member, the following provisions shall apply:
 - (a) one person entitled to vote upon the business to be transacted, being the sole member of the Company or a proxy for that member or (if such member is a corporation) a proxy or duly authorised representative of such member, shall be a quorum for the purposes of Regulation 40; and
 - (b) the sole member of the Company (or the proxy or authorised representative validly representing that member at a general meeting) shall be the chairman

of a general meeting of the Company and Regulation 42 shall be modified accordingly;

- (c) if at any time the sole member is also the sole director of the Company and the sole member dies, leaving the Company with no members and no directors, the personal representatives of the deceased sole member shall have the right by notice in writing to the Company to appoint a person to be a director of the Company and such appointment shall be as effective as if made by ordinary resolution of the Company and Regulation 78 shall be modified accordingly; and
- (d) the provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

INDEMNITY AND INSURANCE

- 46. Subject to the provisions of, and so far as may be permitted by and consistent with Sections 234–238 CA 2006 to the extent relevant, each director and officer of the Company shall be indemnified out of the Company's assets against all liabilities incurred by him to a person other than the Company or an associated company in connection with the execution of his duties, or in relation thereto including any liability incurred by him 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, but, for the avoidance of doubt such indemnity shall not cover any liability of a director which is mentioned in Section 243(3) CA 2006.
- 47. To the extent permitted by the Companies Acts (and in accordance with Section 233 CA 2006 in the case of directors), the Company may buy and maintain insurance against any liability falling upon its directors and other officers and auditors.

NAME AND ADDRESS OF SUBSCRIBER

TYROLESE (DIRECTORS) LIMITED
66 Lincoln's Inn Fields
LONDON WC2A 3LH

Jonathan Baylis
DIRECTOR
Tyrolose (Directors) Limited

DATED this *18th* day of December 2008.

WITNESS to the above signature:

C. Boyce

CHERYL BOYCE
66 Lincoln's Inn Fields,
LONDON, WC2A 3LH

Legal Executive