

CRN 2800150

COMPANIES ACT 1985
SPECIAL RESOLUTIONS

COMPANY NAME:

GATRING LIMITED

At an Extraordinary General Meeting of the abovenamed company, duly convened and held at:

the Registered Office

on 26 March 2007

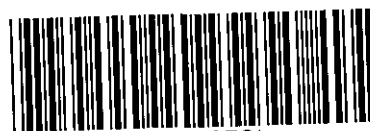
the following Special Resolutions were duly passed:

- 1 That the capital of the Company be and is hereby converted from £20,000 divided into 10,000 "A" Ordinary Shares of £1 each and 10,000 "B" Non-Voting Ordinary Shares of £1 each into 20,000 Ordinary Shares of £1 each; and that the shares shall all rank equally with each other.
- 2 That, in substitution for the existing Articles of Association, new Articles of Association be adopted to the exclusion of all others in accordance with the draft attached to the minutes of this meeting and initialled by the chairman of the meeting for identification purposes.
- 3 That the directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (such Act being hereinafter referred to as "the Act") to allot relevant securities (as defined in section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the date of the passing of this resolution, and that this authority shall expire on the fifth anniversary of the adoption of these articles unless varied or revoked or renewed by the Company in general meeting.

Certified a true copy:

EP McElligott
Director

TUESDAY



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COMPANIES HOUSE

THE COMPANIES ACTS 1985 TO 1989
A PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

OF

GATRING LIMITED
(adopted on 26 March 2007)

PRELIMINARY

- 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, clauses 8, 64, 73, 74, 75 and 118 of Table A shall not apply to the Company; and in addition to the remaining clauses of Table A, as varied hereby, the following shall be the articles of association of the Company.

SHARES

- 2.1 The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and to attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.
- 2.2 Subject to sub-article 2.3 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.
- 2.3 The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (such Act being hereinafter referred to as "the Act") to allot relevant securities (as defined in section 80 of the Act) 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 adoption of these articles unless varied or revoked or renewed by the Company in general meeting.
- 2.4 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.
- 2.5 In accordance with section 91 of the Act, section 89(1) and section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in section 94 of the Act) by the Company.

[Handwritten signature]

- 3 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 monies 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.
- 4 The liability of any member in default in respect of a call shall be increased by adding to the end of the first sentence of clause 18 of Table A the words "and all expenses which may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

- 5 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, and clause 24 of Table A shall be modified accordingly.

GENERAL MEETINGS AND RESOLUTIONS

- 6 Clause 41 of Table A shall be read and construed as if the last sentence ended with the words: "and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved".

DIRECTORS

- 7.1 Unless and until the Company in general meeting shall otherwise determine, there shall not be any limitation as to the number of directors. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these articles or Table A; and clause 89 of Table A shall be modified accordingly.
- 7.2 The directors shall not be required to retire by rotation and clauses 76 to 80 shall be modified accordingly.
- 7.3 No person shall be appointed a director of the Company in any general meeting unless he has been recommended by the directors; or not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- 7.4 Subject to article 7.3 above, the Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 7.5 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 of directors for the time being in force.
- 8 The directors may exercise all the powers of the Company to borrow money without limit, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as a security for any debt, liability or obligation of the company or of any third party.



- 9 A director may vote as a director on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

INDEMNITY

- 10.1 Every director, officer or auditor of the Company shall be indemnified out of the Company's assets against all losses or liabilities incurred or sustained by him in or about the execution and discharge of his duties, 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 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 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. This Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.
- 10.2 The directors shall have powers 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 from and after the bringing in to force of section 137 of the Companies Act 1989.

THE SEAL

- 11.1 The Company need not have a seal; and if it does not, clause 6 of Table A shall be modified accordingly.
- 11.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

SECRETARY

- 12 The Company shall have a company secretary, whose details shall be registered as required by law.