



Company Number : 3357285

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF HOODCO 549 LIMITED

1. Preliminary

- 1.1 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) Regulations 1985 ("Table A") shall apply to the Company save as excluded or varied and such regulations (save as so excluded or varied) and the Articles below shall be the regulations of the Company.
- 1.2 In these Articles "the Act" means the Companies Act 1985, and 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.
- 1.3 The requirement to have the stock transfer forms filed by a transferree when the shares are unpaid as set out in Regulation 23 of Table A shall not apply to the Company.

2. Allotment of shares

- 2.1 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of any offer or agreement so to do made by the Company within that period. The authority hereby given may at any time be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

- 2.2 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.

3. Shares

- 3.1 The lien conferred to Regulation 8 of Table A shall attach also 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 of Table A shall be modified accordingly.
- 3.2 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 of Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

4. General Meetings and Resolutions

- 4.1 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. The words "or a resolution appointing a person a director" and paragraphs (a) and (b) in Regulation 38 of Table A shall be deleted and the words "in accordance with Section 369(3) of the Act" shall be inserted after the words "if it is so agreed" in that Regulation.
- 4.2 The words "save that, if and for so long as the Company has only one person as a member, one member present in person or by proxy shall be a quorum " shall be added at the end of the second sentence of Regulation 40 of Table A.
- 4.3 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 of the time appointed therefor such adjourned General Meeting shall be dissolved.
- 4.4 Regulation 41 of Table A shall not apply to the Company.
- 4.5 The words "be entitled to" shall be inserted between the words "shall" and "vote" in Regulation 57 of Table A.

5. Appointment of Directors

- 5.1 Regulation 64 of Table A shall not apply to the Company.
- 5.2 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.
- 5.3 The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.
- 5.4 No person shall be appointed a Director at any General meeting unless either:-
- 5.4.1 he is recommended by the Directors; or
- 5.4.2 not less than fourteen nor 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.
- 5.5 Subject to Article 5.4 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.
- 5.6 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 5.2 as the maximum number of Directors and for the time being in force.

6. Borrowing powers

- 6.1 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.

7. Alternate directors

- 7.1 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 of Table A shall be modified accordingly.

- 7.2 A Director, or any such other person as is mentioned in Clause 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 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.
- 7.3 Regulation 67 of Table A shall not apply to the Company. An alternate director shall cease to be an alternate director if his appointor ceases to be a director for whatever reason.

8. Directors' Gratuities and Pensions

- 8.1 The words "without prejudice to the generality of Regulation 70" shall be inserted before the words "The Directors may provide benefits" in Regulation 87 of Table A.

9. Proceedings of Directors

- 9.1 Whenever there is only one director that 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 Regulations 89 and 90 of Table A shall be modified accordingly.
- 9.2 A Director who to his knowledge is in any way, directly or indirectly, interested in a contract or proposed contract (within the meaning of Section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with that section and subject to such disclosure may vote, at any meeting of the 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 (which interest he has disclosed), 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.
- 9.3 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.
- 9.4 Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communications 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 and, subject to these Articles and the Act, he shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

- 9.5 Regulation 88 of Table A shall be amended by substituting for the sentence:-
"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom" the following sentence:-
"Notice of every meeting of the directors shall be given to each directors and his alternate, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company an address within the United Kingdom for service." The last sentence of Regulation 66 of Table A shall not apply to the Company.

10. The Seal

- 10.1 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 two Directors or by the Secretary and one 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.
- 10.2 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.

11. Indemnity and Insurance

- 11.1 Subject to Section 310 of the Act every Director (including an alternate 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 lawful 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, 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 (including an alternate 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 lawful execution of the duties of his office or in relation thereto.
- 11.2 The Directors shall have power to purchase and maintain at the expense of the Company for the benefit of any Director (including an alternate director), officer or Auditor of the Company, insurance against any such liability as is referred to in Section 310(1) of the Act and subject to the provisions of the Act against any other liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director (including an alternate director), officer or Auditor.
- 11.3 Clause 118 of Table A shall not apply to the Company.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
------------------------------------	--

Name: Eileen Theresa Rogan one

Address: 54 York Street
Pelaw
Gateshead
Tyne & Wear
NE10 0QL

Signature: E T Rogan

Name: Elizabeth Hannah MacRobert one

Address: 22 Ashbrooke
Monkseaton
Whitley Bay
Tyne & Wear
NE25 8EG

Signature: E H MacRobert

Dated 15 April 1997

Witness to the above Signatures:-

Signature: E Milbourne

Name: Elizabeth Milbourne

Address: Sandgate House
102 Quayside
Newcastle upon Tyne
NE1 3DX

Occupation: Legal Secretary