

Company number: 2663868

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTION

of

FARM PLACE LIMITED

Pursuant to Section 381A of the Companies Act 1985 the following resolution was duly passed by the above company as a written resolution on 21st April 1993:-

SPECIAL RESOLUTION

THAT the articles of association of the company be and they are hereby amended by substituting for the existing article 9 the article set out below:-

- "9. No business shall be transacted at any general meeting unless a quorum is present. One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative or a corporation, shall be a quorum. Regulation 40 of Table A shall be modified accordingly."

Signed by or on behalf of all of the members of the company who at the date hereof are entitled to attend and vote at any general meeting of the company.

James R. Ditzler *Joyce M. Ditzler* on behalf of
James Ryan Ditzler and Joyce Mary Ditzler jointly

Dated

April 21

1993



O:62231/SR

James Ryan Ditzler
.....
James Ryan Ditzler

Dated *April 21,* 1993

Joyce Mary Ditzler
.....
Joyce Mary Ditzler

Dated *April 21,* 1993

COMPANY NUMBER: 2663868
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM

-and-

ARTICLES OF ASSOCIATION

-of-

FARM PLACE LIMITED

Incorporated the day of 199

Veale Wasbrough
Orchard Court
Orchard Lane
Bristol BS1 5DS

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20 MAY 1995
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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF

FARM PLACE LIMITED

PRELIMINARY

1. The regulations contained in Table A referred to in the Companies Act, 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 thereby: that is to say, regulations 24, 64, 65, 66, 67, 68, 69, 89, and 118 in Table A shall not apply to the Company; and in addition to the remaining regulations of Table A, as varied hereby, the provisions of these Articles shall be the regulations of the Company to the exclusion of all other regulations which might otherwise apply to the Company.
2. The Company is a private company limited by shares.

SHARES

3. The original share capital of the Company at the date of adoption of these Articles is £100 divided into 100 ordinary shares of £1 each.
4. (a) After the initial allotment any shares proposed to be issued 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 shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and specifying 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 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 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 thereof than the terms on which they were offered to the members. Subject to this Article the directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act, 1985, to exercise all or any of the powers of the Company to allot relevant securities within the meaning of Section 80 (2) of the Companies Act 1985 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, unless such authority is previously revoked or renewed. The directors may pursuant to the aforesaid authority allot relevant securities after the expiry of such authority pursuant to an offer or agreement made by the Company before such expiry.

In accordance with Section 91 (1) of the Companies Act 1985, Section 89 (1) and 90 (1) to (6) inclusive shall be excluded from applying to the Company.

- (b) Subject to the preceding paragraph (a) of this Article the directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act, 1985, 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 share capital created on incorporation of the Company 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 an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time be renewed or varied by ordinary resolution.

5. Subject to the provisions of the Act, the Company may:-

- (a) issue shares which are or are liable to be redeemed at the option of the Company or the shareholder;
- (b) purchase its own shares (including any redeemable shares);
- (c) make a payment in respect of the redemption or purchase under the Act and the relevant power contained in (a) or (b) above of any of its own shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by the Act.

6. The Company shall also have a first and paramount lien and charge on all shares (whether or not fully paid) standing

registered in the name of any person, whether he shall be the sole registered holder thereof or shall be one or two or more joint holders, for all moneys (whether presently payable or not) payable by him or his estate to the Company either alone or jointly with any other person whether as a member or not; and regulation 8 of Table A shall be modified accordingly.

7. 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 Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

8. 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.

GENERAL MEETINGS

- 9.* No business shall be transacted at any general meeting unless a quorum is present. One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative or a corporation, shall be a quorum. Regulation 40 of Table A shall be modified accordingly.
10. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effectual as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolutions in writing may consist of two or more documents in like form each signed by one or more of such members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative. Regulation 53 of Table A shall be modified accordingly.
11. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a casting vote in addition to any other vote he may have.

* As amended by special resolution passed on 21st April 1993

DIRECTORS

12. The number of the directors shall be determined by ordinary resolution of the Company but unless and until so fixed there shall be no maximum number of directors and the minimum number of directors shall be one. 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 so long as there is such a sole director regulations 88-93 inclusive of Table A shall not apply. A sole director shall not also be the secretary.
13. The quorum necessary for the transaction of the business of directors may be fixed by the directors except in the case of a sole director, (who shall be a quorum on his own) and unless so fixed shall be two.
14. A director shall not be required to hold any share qualification but he shall be entitled to receive notice of and to attend and speak at any general meeting of the Company.
15. The directors may exercise all the powers of the Company to borrow money, 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 security for any debt, liability or obligation of the Company or of any third party.
16. Subject to the disclosure of his interest to the board in accordance with Section 317 of the Companies Act 1985 and notwithstanding regulation 94 of Table A a director may vote as a director in regard to any contract or arrangement in which he is interested either directly or indirectly or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in determining whether a quorum is present when any such contract or arrangement is under consideration.
17. Any person may be appointed or elected as a director, whatever his age, and no director shall be required to vacate his office of director by reason of his attaining or having attained the age of seventy years or any other age.
18. It shall not be necessary for directors to sign their names in the Minute Book.
19. The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

20. It shall be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom provided he has left a forwarding address for such purpose with the Company and regulation 88 of Table A shall be modified accordingly.
21. Regulation 81 of Table A shall be extended as if the words "he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs" were included as sub paragraph (f) thereof.

ALTERNATE DIRECTORS

22. A director may at any time appoint any other person (whether a director or member of the Company or not) to act as alternate director at any meeting of the board at which the director is not present, and may at any time revoke any such appointment. An alternate director so appointed shall not be entitled as such to receive any remuneration from the Company, but shall otherwise be subject to the provisions of Table A and of these presents with regard to directors. An alternate director shall be entitled to receive notices of all meetings of the board and to attend and vote as a director at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the director by whom he was appointed. An alternate director shall ipso facto cease to be an alternate director if his appointer ceases for any reason to be a director: Provided that if a director retires by rotation and is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. Where a director who has been appointed to be an alternate director is present at a meeting of the board in the absence of his appointer such alternate director shall have one vote in addition to his vote as director. Every appointment and revocation of appointment of an alternate director shall be made by instrument in writing under the hand of the director making or revoking such appointment and such instrument shall only take effect on the service thereof at the registered office of the Company. The remuneration of any such alternate director shall be payable out of the remuneration payable to the director appointing him and shall consist of such portion of the last mentioned remuneration as shall be agreed between the alternate director and the director appointing him.

INDEMNITY

23. Every director or other officer 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, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Companies Act 1985, 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 Companies Act 1985.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

VELOCITY COMPANY (HOLDINGS) LIMITED
R/O ORCHARD COURT
ORCHARD LANE
BRISTOL BS1 5DS

For and on behalf of Velocity
Company (Holdings) Limited

VELOCITY COMPANY (NOMINEES) LIMITED
R/O ORCHARD COURT
ORCHARD LANE
BRISTOL BS1 5DS

For and on behalf of Velocity
Company (Nominees) Limited

Dated the day of 1992

Witness to the above signatures:-

Imogen Vicary
Orchard Court,
Orchard Lane,
Bristol, BS1 5DS
(Para Legal)