

COMPANIES ACTS 1985 TO 1989

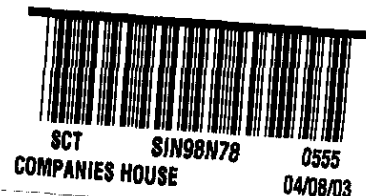
BEATTIE BAILLIE
AGENTS
DALMORE HOUSE
310 ST. VINCENT STREET
GLASGOW G2 5QR

PRIVATE COMPANY LIMITED BY SHARES

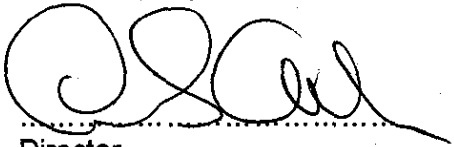
WRITTEN RESOLUTIONS OF BEATTIE COMMUNICATIONS GROUP LIMITED

We the undersigned, being all the members of Beattie Communications Group Limited ("the Company") who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, in accordance with the provisions of section 381A of the Companies Act 1985 (as amended) and pursuant to the powers and authorities contained in the Articles of Association of the Company HEREBY RESOLVE as follows:-

1. "THAT each of the existing issued, and unissued ordinary shares of £1 each in the capital of the Company be and is hereby sub-divided into 100 ordinary shares of £0.01 each carrying the rights privileges and restrictions set out in the Articles of Association adopted pursuant to resolution 6 below.
2. "THAT the authorised share capital of the Company be and is hereby increased from £100 to £200,000 divided into 20,000,000 ordinary shares of £0.01 each by the creation of 19,990,000 additional ordinary shares of £0.01 each in the share capital of the Company ranking in all respects *pari passu* with the existing ordinary shares in the capital of the Company."
3. "THAT 2,000,000 of the unissued shares of £0.01 each in the capital of the Company be and are hereby converted into and reclassified as "A" ordinary shares of £0.01 each carrying the rights privileges and restrictions set out in the Articles of Association of the Company adopted pursuant to resolution 6 below."
4. "THAT the directors of the Company be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot *relevant securities* (within the meaning of section 80 of the Companies Act 1985) up to a maximum nominal amount of £200,000 provided that the authority hereby given shall expire five years after the passing of this resolution unless previously revoked or varied save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."
5. "THAT pursuant to section 95(1) of the Companies Act 1985, section 89(1) of the Companies Act 1985 shall not apply to any allotment of shares in the capital of the Company pursuant to the authority conferred on the directors by resolution 5 above."

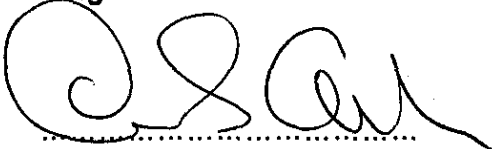


6. "THAT the Regulations contained in the attached typewritten document be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company."



Director
For and on behalf of
Dalglen Directors Limited

Date: 30 JULY 2003



Director
For and on behalf of
Dalglen Secretaries Limited

Date: 30 JULY 2003

Company Number SC248915

THE COMPANIES ACTS 1985 TO 1989

ARTICLES OF ASSOCIATION
(As adopted by written resolution passed on 30 July 2003)

of

BEATTIE COMMUNICATIONS GROUP LIMITED

BIGGART BAILLIE
Solicitors
Glasgow & Edinburgh

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BEATTIE COMMUNICATIONS GROUP LIMITED

APPLICATION OF TABLE A

1. The Company is a private company within the meaning of Section 1(3) of the Companies Act 1985 (hereinafter referred to as "the Act") in accordance with and subject to the provisions of the Act and the regulations contained in Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F (Amendment) Regulations 1985 (hereinafter together referred to as "Table A") shall be the Articles of Association of the Company except in so far as the same are varied or excluded by or are inconsistent with these regulations.
2. Regulations 5, 24, 25, 73 to 80 inclusive, 85, 86 and 93 to 97 inclusive shall not apply to the Company. The following regulations of Table A shall be modified as follows:-

Regulation 41, so that 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 members present in person, or by proxy or in the case of a member being a corporation by its duly authorised representatives shall be a quorum" shall be inserted at the end thereof.

Regulation 43, so that the words "the members present and entitled to vote" shall be held to be delete and the words "the persons present being members or proxies for members" shall be inserted in lieu thereof.

Regulation 46, so that the words "two members" in paragraph (b) of that regulation shall be held to be delete and the words "one member" shall be inserted in lieu thereof and so that the word "or" at the end of the said paragraph (b) and the whole of paragraph (c) and (d) of regulation 46 shall be held to be delete.

SHARE CAPITAL

3. The share capital of the Company at the date of adoption of these Articles of Association is £200,000 divided into 18,000,000 Ordinary Shares of £0.01 each and 2,000,000 A Ordinary Shares of £0.01 each. The Ordinary Shares and the A Ordinary Shares shall constitute two separate classes of shares but, except as specified in these articles of Association, shall rank *pari passu* in all respects.

4.
 - 4.1 The directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the directors think proper.

 - 4.2 The general authority conferred by paragraph 4.1 of this regulation shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority will expire on the fifth anniversary of the date of adoption of these Articles of Association unless renewed, varied or revoked by the Company in General Meeting.

 - 4.3 The directors shall be entitled under the general authority conferred by paragraph (4.1) of this regulation to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

 - 4.4 Section 89(1) of the Act shall not apply to any allotment of shares in the Company pursuant to the authority conferred by paragraph 4.1 of this regulation.

DIRECTORS

5. A director shall not require a share qualification.

6. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the capital of the Company shall have power at any time and from time to time to appoint any person who is willing to act to be a director either to fill a vacancy or as an additional director, and to remove from office any director howsoever appointed, provided that any such removal shall be without prejudice to any claim such director may have for breach of any contract of service between him and the Company. 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 by one of its directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.

7. The directors shall have power at any time and from time to time to appoint any person who is willing to act to be a director either to fill a vacancy or as an additional director.

8. The Company shall have power at any time and from time to time by Ordinary Resolution to appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, by Ordinary Resolution to remove a director from office, provided that any such removal shall be without prejudice to any claim such director may have for breach of any contract of service between him and the Company.
9. The directors may exercise all the powers of the Company to borrow or raise money without limit as to amount, and that either from themselves or from others and with or without security and generally in such manner and on such terms as the Directors may deem expedient and in particular, if so arranged, to mortgage or charge the whole or any part of the undertaking, property and rights of the Company, present and future, including uncalled capital, and to issue debentures or debenture stock, perpetual or redeemable, bonds and obligations of the Company at any time and in any form or manner and for any amount the directors may think fit and similarly to secure or guarantee the performance by the Company of any obligation it may undertake and to cause or permit any such mortgages, charges, debentures, debenture stock, bonds or obligations to be redeemed or transferred as they may think fit.
10.
 - 10.1 The directors may procure the establishment and maintenance of, participation in, or contribution to any insurance pension or superannuation fund (whether contributory or otherwise) or profit sharing, share investment or other scheme for the benefit of, and procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons (including directors or former directors of the Company) who are or were at any time in the employment or service of the Company or its holding company (if any) or any company which is a subsidiary of or associated with the Company or of any of the predecessors of the Company or its holding, subsidiary or associated company and to the wives, widows, relatives and dependants (including such persons as the directors shall deem to be dependants) of any such persons.
 - 10.2 The directors may also procure the establishment and subsidy of or subscription to and support of any institution, associations, societies, clubs, funds or trusts calculated to be for the benefit of or otherwise to advance the interests and well-being of the Company or any such other company as aforesaid or of any such persons as aforesaid and the payment for or towards the insurance of any such person as aforesaid, and the subscription or guarantee of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
 - 10.3 The directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any such other company as aforesaid.
11. No director or intending director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser, or otherwise, nor

shall any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding that office, or of the fiduciary relationship thereby established, or be disqualified from voting on such contract or arrangement, but the nature of his interest shall be disclosed by him at the meeting of the directors at which the question of entering into the contract or arrangements is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the directors after the acquisition of his interest. A general notice that a director is a member or a director of any specified firm or company and is to be regarded as interested in any contract which may, after the date of the notice, be made with such firm or company shall be sufficient disclosure under this regulation as regards any contract so made, and after such general notice it shall not be necessary for such director to give a special notice relating to any particular transaction with that firm or company, provided that no such notice shall be of effect unless either it is given at a meeting of the directors or the director takes reasonable steps to secure that it is brought up and read at the next meeting of the directors after it is given. An interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

12. A director may hold any other office or place of profit under the Company except that of auditor upon such terms as to remuneration, tenure of office or otherwise as may be determined by the directors.

TRANSFERS

- 13.1 If an Employee Member ceases to be an employee of the Company or any of its subsidiaries and does not continue in that capacity in relation to any of them, Transfer Notices (as hereinafter defined) shall be deemed to have been served on the relevant Termination Date in respect of all A Ordinary Shares then held by the Employee Member whether legally, nominally or beneficially (including for the avoidance of doubt, any shares held on trust for the Employee Member).
- 13.2 Save as otherwise provided in these Articles, every member who wishes to transfer any A Ordinary Shares (hereinafter called "the Vendor") may do so only on the Permitted Dates (as hereinafter defined) and shall give to the Company notice in writing of such desire a minimum of 30 days in advance of the Permitted Date on which it is desired that the shares be transferred (in these Articles called a "Transfer Notice"). Where the Transfer Notice is deemed to have been given in accordance with Article 13.1 it is referred to as a Deemed Transfer Notice. Transfer Notices and Deemed Transfer Notices shall constitute the Company the Vendor's agent for the sale of the shares specified therein (hereinafter called "the Sale Shares") in one or more lots, at the discretion of the Directors, at the Sale Price.
- 13.3 Where it is sought to transfer shares in terms of a Transfer Notice or a Deemed Transfer Notice the Sale Price shall be as agreed between the Directors and the Vendor failing which as determined by the auditor of the Company. Where the auditor of the Company is to determine the

Sale Price, that price shall be such as is, in his opinion (acting as an expert and not as an arbiter) the fair value of the Sale Shares having regard to the fair value of the business of the Company as a going concern (where relevant, as at the Permitted Date next following receipt of the Transfer Notice) and as between a willing seller and a willing purchaser. He or they shall calculate the fair value of the Sale Shares on the following basis namely:-

- i. By determining the sum which a willing purchaser would offer to a willing vendor for the whole of the issued equity share capital of the Company;
- ii By apportioning such sum between or among the different classes of shares (if more than one) which comprise the equity shares in issue, without applying any premium or discount in respect of the number of votes conferred by each class of shares; and
- iii By dividing the resultant figure for the relevant class of shares by the number of shares of that class in issue, and multiplying the result by the number of the Sale Shares.

For the purposes of this Article 13.3 the A Ordinary Shares and the Ordinary Shares shall be deemed to form two separate classes of shares.

- 13.4 A Transfer Notice (but not a Deemed Transfer Notice) may contain a condition ("a Total Transfer Condition") that unless all the shares comprised therein are sold pursuant to this Article, none shall be sold. Any such provision shall be binding on the Company, unless the member who served the Transfer Notice is prepared to waive the Total Transfer Condition.
- 13.5 If the auditor of the Company is asked to determine the Sale Price his certificate shall be delivered to the Company. As soon as the Company receives the certificate it shall deliver a copy of it to the Vendor. The Vendor shall be entitled by notice in writing given to the Company within ten days of the service upon him of the copy certificate to withdraw the Transfer Notice unless it constitutes a Deemed Transfer Notice. The cost of obtaining the certificate shall be paid by the Vendor and/or the Company in the proportion as determined by the auditor of the Company unless the Vendor withdraws the Transfer Notice in which case the Vendor shall bear the cost.
- 13.6 Once the Sale Price has been determined then unless the Vendor validly withdraws the Transfer Notice the Sale Shares shall be offered for sale to such persons as the Directors in their discretion may think fit. All offers made by the Company shall give details of the number and Sale Price of the Sale Shares.
- 13.7 Notwithstanding any other provisions of these Articles, a transfer of any A Ordinary Shares approved by the holders of 75% of the Ordinary Shares and 75% of the A Ordinary Shares may be made without

restriction as to price or otherwise and any such transfer shall be registered by the Directors.

13.8 A transfer of any Ordinary Shares may be made without restriction as to price or otherwise and any such transfer shall be registered by the Directors.

13.9 In this Article 13 the following words and expressions shall have the following meanings:-

“Business Day” a day on which clearing banks are open for business in Scotland;

“Employee Member” a holder of A Ordinary Shares who is or has been an employee who is or has been an employee of the Company or any of its subsidiaries;

“Permitted Dates” either of 31 May or 30 November in any year, or, in the event that that date is not a Business Day, the next following Business Day thereafter;

“Termination Date” (a) where employment ceases by virtue of notice given by the employer to the employee, the date on which such notice expires;

(b) where a contract of employment is terminated by the employer and a payment is made in lieu of notice, the date on which notice of termination was served; and

(c) in any other case, the date on which the contract of employment is terminated.

VOTING

14. The Ordinary Shares shall confer on the holders thereof the right to receive notice of, attend and vote at all general meetings of the Company. Each such holder shall, on a show of hands, have one vote and on a poll one vote for each Ordinary Share of which he is the holder. The A Ordinary Shares shall not confer on the holders thereof any right to receive notice of, attend or vote at any general meetings of the Company.

INDEMNITY

15. Subject to the provisions of the Act, every director, auditor, secretary or other officer of the company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties in relation thereto. Regulation 118 of Table A shall be extended accordingly.