

THE COMPANIES ACT 1985  
AND  
THE COMPANIES ACT 1989

PRIVATE COMPANY LIMITED BY SHARES



A52 \*AMUNSF87\* 609  
COMPANIES HOUSE 11/05/2006

ARTICLES OF ASSOCIATION  
OF  
ALTAVIA HTT LIMITED  
(COMPANY NUMBER: 4859829)

Adopted by special resolution on 3 May 2006

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) (Amendment) Regulations 1985 (S.I. 1985 No. 1052) and the Companies Act 1985 (Electronic Communications) Order 2000 (S.I. 2000 No. 3373) ("**Table A**") shall apply to the Company save insofar as they are excluded or varied by these Articles, and such Regulations save as so excluded or varied together with the following Articles shall be the Articles of Association of the Company.
- 1.2 The following Regulations of Table A shall not apply to the Company, namely Regulations 3, 24, 40, 46, 48, 64, 67, 73 to 80 (inclusive), 94, 95, 96, 97.

2 INTERPRETATION

The provisions as to the interpretation of Table A contained in Regulation 1 of Table A shall apply to the interpretation of these Articles as they apply to the interpretation of Table A.

3 SEAL

Regulation 6 of Table A shall be modified so as to remove the reference to the Company seal.

Regulation 101 of Table A shall be modified by the insertion of the words ", if the Company has one," after the words "The seal" at the beginning of the Article.

4 SHARE CAPITAL

- 4.1 The Company is a private company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or

debentures being offered for sale to the public, and section s58(3), 59 and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.

- 4.2 All unissued shares of the Company, whether forming part of the original or any increased capital, shall be under the control of the Directors who (subject to the provisions of Section 89 of the Act) may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, including any Directors of the Company, at such times and on such terms and generally in such manner as they think fit but no shares shall be issued at a discount;
- 4.3 The Directors are generally and unconditionally authorised by these Articles to exercise the powers of the Company to allot relevant securities as defined in section 80 of the Act and are empowered to make offers or agreements which would or might require relevant securities as so defined to be allotted after the expiry of such authority;
- 4.4 Unless and until the authority conferred by Article 4.3 is revoked, renewed or varied:
- 4.4.1 the maximum amount of relevant securities as so defined that may be allotted under such authority shall be the amount of unissued relevant securities in the capital of the Company at the date of the incorporation of the Company;
- 4.4.2 such authority shall expire on the fifth anniversary of the date of the incorporation of the Company

## 5 LIEN

- 5.1 The lien conferred by Regulation 8 of Table A shall also attach to:
- 5.2 *fully-paid shares; and*
- 5.3 all shares whether fully-paid or not standing registered in the name of any person indebted or under liability (whether solely or jointly with others) to the Company (whether he shall be the sole registered holder of them or shall be one of two or more joint holders) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such monies are presently payable or not.

## 6 TRANSFER OF SHARES

- 6.1 The transferor shall be deemed to remain as holder of any shares which have been or are to be transferred until the name of the transferee is entered in the Register of Members in respect of them.
- 6.2 The Directors may, in their absolute discretion and without assigning any reason for it, decline to register the transfer of any share, whether or not it is fully-paid.

## 7 PROCEEDINGS AT GENERAL MEETINGS

- 7.1 No business shall be transacted at any General Meeting unless a quorum is present. The quorum for all meetings of the members shall represent at least 50% of the share capital of the Company.
- 7.2 If at an adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting then the meeting shall be dissolved.
- 7.3 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
- 7.4 A poll may be demanded:
- 7.4.1 by the Chairman; or
  - 7.4.2 by a member (present in person or by proxy) having the right to attend and vote at the meeting; or
  - 7.4.3 by a duly authorised representative of a corporation.
- 7.5 The demand for a poll may, before the poll is taken, be withdrawn.
- 7.6 A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.
- 7.7 On a show of hands or on a poll votes may be given either personally or by proxy.
- 7.8 A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a special resolution or an extraordinary resolution shall have effect accordingly.
- 7.9 Any member who is entitled to participate in a general meeting or at any separate meeting of the holders of any class of shares in the Company may participate in such meeting by means of a conference telephone or other means of telephonic, radio or televisual communication whereby all the persons participating in the meeting can hear each other and any member participating in such a meeting by such means shall be deemed to be present in person at such meeting.

## 8 VOTES OF MEMBERS

- 8.1 There shall be inserted the words "Unless the Directors otherwise determine" before the words "No member shall" in Regulation 57 of Table A which shall be modified accordingly in its application to the Company.
- 8.2 The notice appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:
- 8.2.1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the

meeting; or

8.2.2 (notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting):

8.2.2.1 in the case of an instrument in writing be deposited with the Chairman 30 minutes before the commencement of the meeting or adjourned meeting; or

8.2.2.2 in the case of an electronic communication be received not less than 24 hours before the commencement of the meeting or adjourned meeting

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

8.3 Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it.

8.4 For the avoidance of doubt, any reference to "writing" in this Article excludes the writing on a visual display unit, faxes, telexes or e-mail.

## 9 **NUMBER OF DIRECTORS**

The number of Directors shall not exceed nine.

## 10 **ALTERNATE DIRECTORS**

An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

## 11 **POWERS OF DIRECTORS**

In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Company shall be financed by facilities to be arranged with the Company's bankers and by such other means as the Directors may determine.

## 12 **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

Regulation 81 of Table A shall be amended by substituting the following for paragraph (c): "(c) he becomes, in the opinion of his co-directors, incapable by reason of mental disorder of discharging his duties as a director;"

## 13 **PROCEEDINGS OF DIRECTORS**

13.1 The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 89 of Table A in its application to the Company and the quorum for all meetings of the Directors shall be four.

13.2 Meetings of the Directors shall be convened at least once every three months and a written agenda for each meeting of the Directors, specifying the matters to be raised at the meeting together with the notice convening

the meeting shall be sent not less than seven days (save in the case of an emergency) before the date of the meeting to all Directors or their alternates entitled to receive notice of a meeting.

- 13.3 For the purposes of Regulation 93 of Table A, the consent of a Director or an alternate Director to a resolution may also be given by giving notice of his approval to the Company by letter or fax.
- 13.4 The chairman of a meeting of the Directors shall not have a casting vote.
- 13.5 A Director who is in any way, whether directly or indirectly, interested in a contract (which in this Article shall be construed as including any transaction or arrangement, whether or not constituting a contract) or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director may vote at a meeting of Directors or of a committee of Directors on any resolution concerning any contract or arrangement in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company and if he does so vote his vote shall be counted and he shall be counted in ascertaining whether a quorum is present at any meeting at which any such contract or proposed contract shall come before the Directors or a committee of Directors for consideration.
- 13.6 Any Director who is entitled to participate in a meeting of the Board of Directors or a committee of the Board of Directors may participate in such meeting by means of a conference telephone or other means of telephonic, radio or televisual communication whereby all the persons participating in the meeting can hear each other and any Director participating in such a meeting by such means shall be deemed to be present in person at such meeting.

#### 14 **INDEMNITY**

In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

NAME AND ADDRESS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY SUBSCRIBER
Willoughby Corporate Registrars Limited Willoughby House 20 Low Pavement Nottingham NG1 7EA  ..... Duly authorised for and on behalf of Willoughby Corporate Registrars Limited	1

DATED

2003

WITNESS TO THE ABOVE SIGNATURE:

Witness' signature:

Name: Claire Harlow  
Secretary

Address: Willoughby House  
20 Low Pavement  
Nottingham  
NG1 7EA