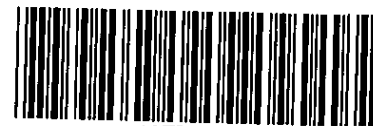


Company No: 5035508

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SATURDAY



A01 *ATZ22SLJ* 276
01/09/2007
COMPANIES HOUSE

MEMORANDUM OF ASSOCIATION

of

ACCESS INDUSTRIES (UK) LIMITED

-
- 1 The Company's name is "ACCESS INDUSTRIES (UK) LIMITED"¹
 - 2 The Company's registered office is to be situated in England and Wales
 - 3 1 The object of the Company is to carry on business as a general commercial company
 - 3 2 Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things
 - 3 2 1 To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property
 - 3 2 2 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, copyrights, trade secrets, or other intellectual property rights, licences, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or

¹ The Company was incorporated on 5 February 2004 under the Companies Act 1985 as a company limited by shares with the name Tonoco Consultants Limited. On 5 May 2004, the Company changed its name to Access Industries (UK) Limited

grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire

- 3 2 3 To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received
- 3 2 4 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
- 3 2 5 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made
- 3 2 6 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)
- 3 2 7 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it
- 3 2 8 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments
- 3 2 9 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to

carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests

- 3 2 10 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions
- 3 2 11 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world
- 3 2 12 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies
- 3 2 13 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- 3 2 14 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same
- 3 2 15 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts
- 3 2 16 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient
- 3 2 17 To distribute among the members of the Company in kind any property of the Company of whatever nature

- 3 2 18 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company
- 3 2 19 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance including insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law), and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained
- 3 2 20 Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition
- 3 2 21 To procure the Company to be registered or recognised in any part of the world
- 3 2 22 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others
- 3 2 23 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them
- 3 2 24 AND so that
- 3 2 24 1 None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision and none of such provisions

shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company

3 2 24 2 The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere

3 2 24 3 In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or reenactment of that provision for the time being in force

4 The liability of the members is limited

5 The Company's share capital is £1,000 divided into 1,000 shares of £1 each

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and I agree to take the number of shares shown opposite my name

Name and address of subscriber	Number of shares taken by the subscriber
Instant Companies Limited 1 Mitchell Lane Bristol BS1 6BU	One
Total shares taken	One

Dated 5th February 2004

Company No: 5035508

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ACCESS INDUSTRIES (UK) LIMITED²

Preliminary

- 1 The regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) ("Table A") apply to the Company except to the extent that they are excluded or modified by these articles
 - 2 The regulations of Table A numbered 24, 38, 60, 61, 64, 73, 74, 75, 76, 77, 78, 80, 81, 90, 94, 95, 96, 97, 98, 115 and 118 do not apply. The regulations of Table A numbered 37, 46, 53, 57, 59, 62, 65, 66, 67, 68, 72, 79, 84, 88, 110, 112 and 116 are modified. The regulations of Table A number 88, 89, 91 and 93 are excluded if and for so long as there is a sole director of the Company. The regulations of Table A numbered 40 and 54 are modified if and for so long as the Company has only one member. Subject to these exclusions and modifications, and in addition to the remaining regulations of Table A, the following are the articles of association of the Company
 - 3 Where an ordinary resolution of the Company is expressed to be required for any purpose, a special or extraordinary resolution is also effective for that purpose, and
-

² The Company was incorporated on 5 February 2004 under the Companies Act 1985 as a company limited by shares with the name Tonoco Consultants Limited. On 5 May 2004, the Company changed its name to Access Industries (UK) Limited

where an extraordinary resolution is expressed to be required for any purpose, a special resolution is also effective for that purpose

Private company

- 4 The Company is a private company limited by shares and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited

Issue of shares

- 5 Subject to the provisions of the Act, the directors have general and unconditional authority to allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of any unissued shares of the Company (whether forming part of the original or any increased share capital) to such persons, at such times and on such terms and conditions as the directors may decide, but no share may be issued at a discount. If, at any time, any person shall hold more than one half in nominal value of the shares giving the right to attend and vote at general meetings of the Company the directors shall not allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of any unissued shares of the Company (whether forming part of the original or any increased share capital) to any other person without the prior written consent of that first named person
- 6 The directors have general and unconditional authority, pursuant to section 80 of the Act, to exercise all powers of the Company to allot relevant securities for a period expiring on the fifth anniversary of the adoption of these articles
- 7 The maximum amount of relevant securities which may be allotted pursuant to the authority conferred by article 5 is the amount of the authorised but unissued share capital of the Company at the date of incorporation of the Company
- 8 By the authority conferred by article 5, the directors may before the authority expires make an offer or agreement which would or might require relevant securities of the Company to be allotted after it expires and may allot relevant securities in pursuance of that offer or agreement
- 9 The pre-emption provisions of section 89(1) of the Act and the provisions of sections 90 (1) to (6) inclusive of the Act do not apply to any allotment of the Company's equity securities

Transfers

- 10 The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share to any person, whether or not it is a fully-paid share or a share on which the Company has a lien

General meetings

- 11 Regulation 37 of Table A is modified by deleting "eight weeks" and substituting "28 days"

Notice of general meetings

- 12 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution must be called by at least 21 clear days' notice
- 13 All other extraordinary general meetings must be called by at least 14 days' notice but a general meeting may be called by shorter notice if it is so agreed
- 13 1 in the case of an annual general meeting or a meeting called for the passing of an elective resolution, by all the members entitled to attend and vote at that meeting, and
- 13 2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being (i) a majority together holding not less than such percentage in nominal value of the shares giving that right as has been determined by elective resolution of the members in accordance with the Act, or (ii) if no such elective resolution is in force, a majority together holding not less than 95 per cent in nominal value of the shares giving that right
- 14 The notice must specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, must specify that the meeting is an annual general meeting
- 15 Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice must be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors

Proceedings at General Meetings

- 16 A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote and regulation 46 of Table A is modified accordingly
- 17 Regulation 53 of Table A is modified by the addition at the end of the following sentence
- “If a resolution in writing is described as a special resolution or as an extraordinary resolution, it has effect accordingly”

Votes of members

- 18 Regulation 57 of Table A is modified by the inclusion after the word “shall” of the words “, unless the directors otherwise determine,”
- 19 Regulation 59 of Table A is modified by the addition at the end of the following sentence
- “Deposit of an instrument of proxy does not preclude a member from attending and voting at the meeting or at any adjournment of it”

20 An instrument appointing a proxy must be in writing in any usual form or in any other form which the directors may approve and must be executed by or on behalf of the appointor

21 Regulation 62 of Table A is modified by the deletion in paragraph (a) of the words "deposited at" and by the substitution for them of the words "left at or sent by post or by facsimile transmission to", by the substitution in paragraph (a) of the words "at any time" in place of "not less than 48 hours" and by the substitution in paragraph (b) of the words "at any time" in place of "not less than 24 hours"

22 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) is not subject to any maximum and the minimum number is one

Alternate directors

23 A director may appoint any person willing to act, whether or not he is a director of the Company, to be an alternate director. That person need not be approved by resolution of the directors, and regulation 65 is modified accordingly

24 An alternate director who is absent from the United Kingdom is entitled to receive notice of all meetings of directors and meetings of committees of directors and regulation 66 of Table A is modified accordingly

25 Regulation 68 of Table A is modified by the addition at the end of the following sentence

"Any such notice may be left at or sent by post or facsimile transmission to the office or another place designated for the purpose by the directors"

Delegation of directors' powers

26 Regulation 72 is modified by the addition at the end of the regulation of the following sentence

"Where a provision of the articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee, the provision must be construed as permitting the exercise of the power, authority or discretion by the committee"

Appointment and removal of directors

27 The directors are not subject to retirement by rotation. Regulations 73, 74 and 75 of Table A do not apply, and reference in regulations 67 and 84 to retirement by rotation shall be disregarded

28 The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director

- 29 A person appointed by the directors to fill a vacancy or as an additional director is not required to retire from office at the annual general meeting next following his appointment and the last two sentences of regulation 79 of Table A are deleted
- 30 No person is incapable of being appointed a director by reason of his having reached the age of 70 or another age. No special notice is required in connection with the appointment or the approval of the appointment of such person. No director is required to vacate his office at any time because he has reached the age of 70 or another age and section 293 of the Act does not apply to the Company
- 31 The holder or holders of more than half in nominal value of the shares giving the right to attend and vote at general meetings of the Company may remove a director from office and appoint a person to be a director, but only if the appointment does not cause the number of directors to exceed a number fixed by or in accordance with the articles as the maximum number of directors. The removal or appointment is effected by notice to the Company signed by or on behalf of the holder or holders. The notice may consist of several documents in similar form each signed by or on behalf of one or more holders and shall be left at or sent by post or facsimile transmission to the office or such other place designated by the directors for the purpose. The removal or appointment takes effect immediately on deposit of the notice in accordance with the articles or on such later date (if any) specified in the notice

Disqualification and removal of directors

- 32 The office of a director is vacated if
- 32 1 he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director,
- 32 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally,
- 32 3 he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as director,
- 32 4 he resigns his office by notice to the Company,
- 32 5 he is for more than six consecutive months absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) has not during that period attended any such meetings instead of him, and the directors resolve that his office be vacated,
- 32 6 he is removed from office by notice addressed to him at his last-known address and signed by all his co-directors, or
- 32 7 he is removed from office by notice given by a member or members under article 31

Remuneration of directors

- 33 A director who, at the request of the directors, goes or resides abroad, makes a special journey or performs a special service on behalf of the Company may be paid such reasonable additional remuneration (whether by way of salary, percentage of profits or otherwise) and expenses as the directors may decide

Proceedings of directors

- 34 Regulation 88 of Table A is modified by the exclusion of the third sentence and the substitution for it of the following sentences

“Every director must receive notice of a meeting, whether or not he is absent from the United Kingdom. A director may waive the requirement that notice be given to him of a board meeting, either prospectively or retrospectively.”

- 35 A director or his alternate may validly participate in a meeting of the directors or a committee of directors through the medium of conference telephone or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the directors of a committee of directors is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors although fewer than two directors or alternate directors are physically present at the same place. The meeting is 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

- 36 If and for so long as there is a sole director of the Company

36 1 he may exercise all the powers conferred on the directors by the articles by any means permitted by the articles or the Act,

36 2 for the purpose of regulation 89 of Table A the quorum for the transaction of business is one, and

36 3 all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise)

- 37 Without prejudice to the obligation of any director to disclose his interest in accordance with section 317 of the Act, a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in respect of which he has, directly or indirectly, an interest or duty. The director must be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote must be counted

Dividends

- 38 The directors may deduct from a dividend or other amounts payable to a person in respect of a share any amounts due from him to the Company on account of a call or otherwise in relation to a share

- 39 The directors may resolve that the payment of any interim dividend may be satisfied wholly or in part by the distribution of specific assets and in particular of paid-up shares or debentures in any other company. Where any difficulty arises in regard to the distribution, the directors may settle the same and, in particular, may issue fractional certificates (or ignore fractions), fix the value for distribution of the specific assets or any part of them, determine that cash payments be made to any member on the basis of the value so fixed in order to secure equality of distribution and vest any of the specific assets in trustees on such trusts for the persons entitled to the dividend as the board may think fit.

Capitalisation of profits

- 40 The directors may, with the authority of an ordinary resolution of the Company, resolve that any shares allotted under regulation 110 of Table A to any member in respect of a holding by him of any partly-paid shares rank for dividend, so long as those shares remain partly paid, only to the extent that those partly-paid shares rank for dividend and regulation 110 of Table A is modified accordingly.

Notices

- 41 Regulation 112 of Table A is modified by the deletion of the last sentence and the substitution for it of the following

“A member whose registered address is not within the United Kingdom is entitled to have notices given to him at that address.”

- 42 A notice sent to a member (or another person entitled to receive notices under the articles) by post to an address within the United Kingdom is deemed to be given

42.1 24 hours after posting, if pre-paid as first class, or

42.2 48 hours after posting, if pre-paid as second class

- 43 A notice sent to a member (or other person entitled to receive notices under the articles) by post to an address outside the United Kingdom is deemed to be given 72 hours after posting, if pre-paid as airmail. Proof that an envelope containing the notice was properly addressed, pre-paid and posted is conclusive evidence that the notice was given. A notice not sent by post but left at a member's registered address is deemed to have been given on the day it was left.

- 44 Regulation 116 of Table A is modified by the deletion of the words “within the United Kingdom”

Indemnity

- 45 Subject to the provisions of the Act, but without prejudice to any indemnity to which he may otherwise be entitled, each person who is a director, alternate director or secretary of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in the proper execution of his duties or the proper exercise of his powers, authorities and discretions including, without limitation, a liability incurred
- 45 1 defending proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without a finding or admission of material breach of duty on his part, or
- 45 2 in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company
- 46 The directors may exercise all the powers of the Company to purchase and maintain insurance for the benefit of a person who is or was
- 46 1 a director, alternate director, secretary or auditor of the Company or of a company which is or was a subsidiary undertaking of the Company or in which the Company has or had an interest (whether direct or indirect), or
- 46 2 trustee of a retirement benefits scheme or other trust in which a person referred to in the preceding paragraph is or has been interested, indemnifying him against liability for negligence, default, breach of duty or breach of trust or other liability which may lawfully be insured against by the Company

Sole member

- 47 If and for so long as the Company has only one member
- 47 1 in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and regulation 40 of Table A is modified accordingly,
- 47 2 a proxy for the sole member may vote on a show of hands and regulation 54 of Table A is modified accordingly,
- 47 3 the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided for by the articles, and
- 47 4 all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise)

No. of Company: 5035508

[CONFORMED COPY]

THE COMPANIES ACTS 1985
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

Pursuant to S.378 of the Companies Acts 1985

OF

TONOCO CONSULTANTS LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at Suite 2B, Mansion House, 143 Main Street, Gibraltar on the 26th day of April, 2004, the Sub-Joined Special Resolution was duly passed, viz -

SPECIAL RESOLUTION

that the Company, with the permission of the Secretary of State, changes it's name to ACCESS INDUSTRIES (UK) LIMITED

[Signature]

CHAIRMAN

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

of

ACCESS INDUSTRIES (UK) LIMITED

(the "Company")

WE, the undersigned, being the sole member of the Company who at the date of this decision has the right to attend and vote at an Extraordinary General Meeting of the Company, decide, in accordance with section 382B of the Companies Act 1985 (as amended) as follows and agree that the following decision shall for all purposes be as valid and effective as if it had been passed as a special resolution at an Extraordinary General Meeting of the Company duly convened and held

SPECIAL RESOLUTION

THAT the regulations contained in the document attached hereto be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association

[Alejandro Moreno]
for and on behalf of Access Industries, Inc

Dated June 21, 2007

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION

of

ACCESS INDUSTRIES (UK) LIMITED

(the "Company")

WE, the undersigned, being the sole member of the Company who at the date of this decision has the right to attend and vote at an Extraordinary General Meeting of the Company, decide, in accordance with section 382B of the Companies Act 1985 (as amended) as follows and agree that the following decision shall for all purposes be as valid and effective as if it had been passed as a special resolution at an Extraordinary General Meeting of the Company duly convened and held

SPECIAL RESOLUTION

THAT the Company elects in accordance with Section 379A of the Companies Act 1985 to dispense with

- 1 the laying of accounts and reports before the Company in general meeting in respect of the year ending 28 February 2007 and subsequent financial years,
- 2 the requirement to hold an annual general meeting of the company for 2007 and subsequent years, and
- 3 the obligation to appoint auditors on an annual basis and the directors be and are hereby authorised to fix the remuneration of the auditors during the term that such dispensation is in place

[Peter L. Thoren]
for and on behalf of Access Industries, Inc

Dated August 13, 2007