Company No. 3777809

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ASTRAL DEVELOPMENTS LIMITED

WRITTEN RESOLUTION
OF
MEMBER

We, being the holder of all the issued ordinary shares having the right to vote at any general meeting of the Company, hereby resolve pursuant to section 381A of the Companies Act 1985 (as amended) (to the intent that the following resolutions shall be as effectual as if passed as special resolutions at a general meeting duly convened and held) as follows:

1 That the authorised share capital of the Company be and hereby is reduced from £10,000 to £1,000 by the cancellation of 9000 unissued ordinary shares of £1 each.

2 That the regulations contained in the printed document attached hereto and marked "A" for the purpose of identification, be and they are hereby 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.

Dated: 16th March 2000

.....

Alan John Stainforth

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A35 0535
COMPANIES HOUSE 19/04/00

"A"

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ASTRAL DEVELOPMENTS LIMITED

(as adopted by written resolution

dated [16 March 2000 **])**

PRELIMINARY

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 ("Table A") shall, except as hereinafter provided and so far as not inconsistent with the provisions of the articles hereinafter contained apply to the Company. These articles and the regulations of Table A (subject as aforesaid) shall constitute the articles of association of the Company.

2 2.1 In regulation 1 of Table A the words "and in the articles adopting the same" shall be inserted after the words "In these regulations" and the words "or in the articles adopting the same" shall be inserted after the words "contained in these regulations".

2.2 In these articles:

2.2.1 where the context so permits, words importing the singular number only shall include the plural number, and vice versa, words importing the masculine gender only shall include the feminine gender, words

importing persons shall include corporations and the expression "paid up" shall include credited as paid up;

2.2.2 any reference to any provisions of the Companies Act 1985 ("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.

SHARES

3 At the date of adoption of these articles, the authorised share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each, such shares ranking pari passu in all respects.

4 4.1 The directors are generally and unconditionally authorised (subject always to the provisions of this article 4 and provided that no shares shall be issued at a discount) for the purposes of section 80 of the Act, to exercise any power of the Company to allot grant options or create, deal with or otherwise dispose of relevant securities (within the meaning of s80 (2) of the Act) up to a maximum amount in nominal value of £999 at any time or times during the period of five years from the date of adoption of these articles and the directors may after that period allot grant options over create, deal with or otherwise dispose of relevant securities as aforesaid under this authority in pursuance of any offer or agreement so to do made by the Company within that period.

4.2 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.

5 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share.

TRANSFER OF SHARES

6 6.1 Regulation 24 of Table A shall not apply to the Company. The Directors may refuse to register the transfer of a share where the Company has a lien on such share. They may also refuse to register a transfer unless:

(a) it is lodged at the registered office of the Company or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;

(b) it is in respect of only one class of shares; and

(c) it is in favour of not more than four transferees.

6.2 No shares may be transferred to any infant, bankrupt or person of unsound mind.

GENERAL MEETINGS

7 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.

8 No business shall be transacted at any general meeting unless a quorum is present. At any time when there is only one member then the quorum shall be one person

being a member present in person or a proxy for a member or a duly authorised representative of a corporation. At any time when there are two or more members two persons each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum.

9 In the case of a corporation the signature of any director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purpose of:-

9.1 passing resolutions in writing pursuant to regulation 53 of Table A or S. 113 Companies Act 1989 or otherwise howsoever; and

9.2 signing a consent to short notice of general meeting.

10 In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A.

11 11.1 An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by any director or the secretary thereof or by its duly appointed attorney or duly authorised representative.

11.2 The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to vote on a poll on the election of a chairman and on a motion to adjourn the meeting.

12 Any member may participate in any general meeting of the Company by means of conference telephone or similar communicating 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.

DIRECTORS

13 A director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting.

14 Regulations 65 to 69 of Table A shall not apply to the Company, and the following provisions of this article 14 shall apply in relation to alternate directors:

14.1 Any director (other than an alternate director) may appoint any other director, or any other person willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Every appointment and removal of an alternate director shall be in writing signed by the appointor (or in the case of a corporation signed by any director or the secretary thereof) and (subject to any approval required) shall (unless the directors agree otherwise) take effect only upon receipt of such written appointment or removal at the registered office of the Company.

14.2 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.

14.3 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence and to receive notice of all general meetings, but it shall not be necessary to give notice of any such meeting to an alternate director who is at the relevant time absent

from the United Kingdom and has not given his address outside the United Kingdom.

14.4 An alternate director shall cease to be an alternate director if his appointor ceases to be a director. The appointment of an alternate director shall automatically determine on the happening of any event which, if he were a director, would cause him to vacate such office.

14.5 A director, or any such other person as is mentioned in article 16.1, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote, if he is a director, as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

14.6 Save as otherwise provided in these articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults, and he shall not be deemed to be the agent of the director appointing him.

15 Regulation 73 to 78 inclusive and regulation 80 of Table A shall not apply to the Company, and the directors shall not be required to retire by rotation. Accordingly the final two sentences of regulation 79 of Table A and the final sentence of regulation 84 of Table A shall not apply to the Company.

REMUNERATION OF DIRECTORS

16 In addition and without prejudice to regulation 82 of Table A, any director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director may be paid such extra