

COMPANIES ACTS, 1963 to 2003

**A COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

ARLINGTON NOVAS IRELAND LIMITED

(Incorporated 11th July, 2000)

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Solicitors,
International Financial Services Centre,
North Wall Quay,
Dublin 1.
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COMPANIES ACTS, 1963 to 1999

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

ARLINGTON NOVAS IRELAND LIMITED

1. The name of the Company is Arlington Novas Ireland Limited
2. The main objects for which the Company is established are:
 - (1) To provide, or arrange for or co-ordinate the provision of, housing, hostels, support services, care services and any associated amenities for aged, disabled, handicapped (whether mentally or physically) and chronically sick persons, for the homeless or poorly housed, for travellers and their families and for any other persons who may be in necessitous circumstances, upon terms appropriate to their means;
 - (2) to provide training, educational, employment and vocational courses for the unemployed and any of the persons described in clause 2(1) above;
 - (3) to provide rehabilitative and supportive holidays for any other persons described in clauses 2(1) and 2(2) above.
3. In furtherance of its main objects the Company shall have the following powers:-
 - (1) To invest any monies of the Company in such investments and in such manner as may from time to time be determined, and to hold, sell or deal with such investments and generally to purchase, take on lease or in exchange or otherwise acquire any real and personal property and rights or privileges.
 - (2) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in, or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as, directly or indirectly, to benefit this Company.
 - (3) To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating,

maintaining, fitting up and improving buildings and conveniences, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

- (4) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, both present and future, and to purchase, redeem or pay off any such securities.
- (5) To adopt such means of making known the Company as may seem expedient.
- (6) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property, undertaking, rights or assets of the Company and for such consideration as the Company might think fit.
- (7) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or otherwise with any person or company or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (8) To grant pensions (to include death benefits) to any employees or ex-employees of the Company, or its predecessors, or to the relations, families or dependants of any such persons, and to establish or support any non-contributory or contributory pension or superannuation funds, which may be considered calculated to benefit any such persons, in return for any services actually rendered to the Company.
- (9) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, letters of credit and other negotiable or transferable instruments.
- (10) To undertake and execute any trusts the undertaking whereof may seem desirable, whether gratuitously or otherwise.
- (11) To promote freedom of contract and to counteract and discourage interference therewith, to join any trade or business federation, union or association, with a view to promoting the Company's business and safeguarding the same.
- (12) To do all or any of the above things in any part of the world as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (13) To acquire additional funding for pursuance of the main objects from individuals, private business, trade unions and others who are not members of the Company and to use same to further and advance the main objects.

- (14) To do all such other things as the Company may think incidental or conducive to the attainment of the main objects.

Provided that the Company shall not support with its funds any main object nor endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a trade union.

4. The income and property of the Company, whence so ever derived shall be applied solely towards the promotion of the main objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise however by way of profit, to the members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the granting of any pension or other benefit as described in clause 3(8) above to any employees or ex-employees of the Company, in accordance with the provisions of such clause 3(8), nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the Board of Directors or a committee of the Board of Directors shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit or moneys worth shall be given by the Company to any member of such Board of Directors or committee of the Board of Directors, except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Directors or committee of the Board of Directors may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum and Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Revenue Commissioners and by the Minister for Enterprise, Trade and Employment, provided that, in respect of clauses 4 and 7 of the Memorandum of Association, such approval shall be given only after consultation with the Minister of Finance.
6. The clauses 4 and 5 of the Memorandum of Association contain conditions to which a licence granted by the Minister for Enterprise, Trade and Employment in pursuance of Section 24 of the Companies Act, 1963 is subject.
7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or charitable institutions having objects

similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their member to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such charitable institution or charitable institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

8. The liability of the members is limited.
9. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liability of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding IR£1.
10. Proper books of account will be maintained by the Company which shall be available for inspection by the Revenue Commissioners upon request in writing to the Company.

WE, the several persons whose names and addresses are subscribed, wish to be formed into a Company, in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

Goodbody Subscriber One Limited,
International Financial Services Centre,
North Wall Quay,
Dublin 1.

Limited Liability Company

Goodbody Subscriber Two Limited,
International Financial Services Centre,
North Wall Quay,
Dublin 1.

Limited Liability Company

Sarah Cleary,
10 Glencairn Court,
The Gallops,
Leopardstown,
Dublin 18.

Corporate Manager

Kathy Brown,
31 Beech Park Lawn,
Castleknock,
Dublin 15.

Company Secretarial Assistant

Anne Kenny,

M-618891-1

23 Huntstown Wood,
Mulhuddart,
Dublin 15.

Company Secretarial Assistant.

Pat Connolly,
1 Glenside Villas,
Palmerstown,
Dublin 20.

Company Secretarial Assistant

David Levingstone,
21 Upper Leeson Street,
Dublin 4.

Company Secretarial Assistant

Dated the 13th day of June, 2000

Witness to the above signatures:

Gillian Brennan,
International Financial Services Centre,
North Wall Quay,
Dublin 1.

COMPANIES ACTS, 1963 TO 2003

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ARLINGTON NOVAS IRELAND LIMITED

INTERPRETATION

1. The regulations in Table C in the First Schedule to the Act shall not apply to the Company. The number of members with which the Company proposes to be registered is seven but the Directors may from time to time, increase the number of members.

Definitions

2. (1) In these Articles, unless the context otherwise requires:

"the Act" means the Companies Act, 1963,

"these Articles" means these Articles of Association, as originally framed, or as from time to time altered by special resolution, and reference to an "Article" shall be construed accordingly;

"the Auditors" means the auditors or auditor for the time being of the Company;

"the Chairman" means the person (if any) for the time being holding such office having been appointed thereto under the terms of these Articles;

"Committee" means a committee to which the Directors shall have delegated powers pursuant to the provisions of these Articles;

"the Company" means the Company whose name appears in the heading to these Articles;

the "Directors" means the directors for the time being of the Company or directors present at a meeting of directors, and reference to a "Director" shall be construed accordingly;

"the Memorandum of Association" means the memorandum of association for the time being of the Company;

"Month" means calendar month;

"the Office" means the registered office for the time being of the Company;

"the Register" means the register of members to be kept as required by section 116 of the Act;

"the Seal" means the common seal of the Company;

"the Secretary" means any person appointed to perform any of the duties of secretary of the Company and includes a deputy or assistant secretary;

"the State" means Ireland;

"the Statutes" means the Companies Acts, 1963 to 1990 and every statutory modification or re-enactment thereof for the time being in force concerning companies and affecting the Company and every other act or statutory instrument concerning companies and affecting the Company; and

"Year" means calendar year.

- (2) The masculine includes the feminine, the singular includes the plural and vice versa.
- (3) Words importing persons include corporations.
- (4) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in visible form.
- (5) Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date on which these Articles became binding on the Company.
- (6) References to any provision of the Act shall be construed as a reference to any statutory modification or re-enactment thereof from time to time in force.
- (7) The headings and captions included in these Articles are inserted for convenience of reference only and shall not be considered a part of or affect the construction or interpretation of these Articles.

MEMBERS

3. Membership of the Company shall consist of the subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership.
4. Membership of the Company shall terminate:
 - (1) by death;
 - (2) by resignation delivered in writing to the Secretary;
 - (3) if a member becomes bankrupt or insolvent or compounds with his creditors or, being a company or corporation, enters into liquidation either voluntary or compulsory or if a receiver is appointed over its assets;
 - (4) if a member becomes of unsound mind or becomes a lunatic; or
 - (5) if a member is convicted of an indictable offence (other than an offence under the Road Traffic Acts).
5. Membership of the Company shall not be transferable.

GENERAL MEETINGS

Annual General Meetings

6.
 - (1) Subject to paragraph (2) of this Article, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.
 - (2) So long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the year following. Subject to the last preceding paragraph of this Article, the annual general meeting shall be held at such time and place as the Directors shall appoint.
7. Annual general meetings of the Company shall be held in the State unless all the members entitled to attend and vote at such meeting consent in writing to its being held elsewhere or a resolution providing that it be held elsewhere has been passed at the preceding annual general meeting.

Extraordinary General Meetings

8. All general meetings other than annual general meetings shall be called extraordinary general meetings.
9. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as is provided by section 132 of the Act. If at any time there are not sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

Notice of General Meetings

10. Subject to sections 133 and 141 of the Act, an annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by fourteen days' notice in writing at the least. The notice shall specify the day, the place and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given in manner authorised by these Articles to such persons as are under these Articles entitled to receive such notices from the Company.
11. A general meeting, notwithstanding that it has been called by a shorter notice than that specified in the last preceding Article, shall be deemed to have been duly called if it is so agreed:-
 - (1) in the case of a general meeting for the purpose only of passing one or more special resolutions, by a majority of the members having a right to attend and vote thereat, being a majority together representing not less than 90% of the total voting rights at that general meeting; and
 - (2) in the case of any other general meeting, by the Auditors and by all the members entitled to attend and vote thereat.
12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

Chairman

13. The Chairman, if any, shall preside as chairman at every general meeting of the Company, but, where there is no Chairman or the Chairman is not present and willing to act, the Directors present shall elect one of their number to be chairman of the meeting; but if no Director is willing to act as chairman or if no Director is present, the members present shall choose one of their number to be chairman of the meeting.

Special Business

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and also that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring Auditors and the fixing of the remuneration of the Auditors.

Quorum

15. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; three members present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.
16. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the member or members present shall be a quorum.

Adjournment

17. The chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Poll

18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (1) by the chairman of the meeting; or
- (2) by any member or members present in person or by proxy at the meeting.

The demand for a poll may be withdrawn.

19. Unless a poll is demanded as aforesaid, a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

20. A poll demanded on the election of a chairman of a meeting or on any question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the chairman of the meeting may direct. No notice need be given of a poll not taken immediately. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

21. Except as provided in the last preceding Article, if a poll is duly demanded it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. Where there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

RESOLUTIONS IN WRITING

23. Subject to provisions of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and, if described as a special resolution, shall be deemed to be a special resolution within the meaning of the Act, and such resolution may consist of one document or two or more documents to the same effect each signed by one or more members.

VOTES OF MEMBERS

Right to Vote

24. Every member who is entitled to attend and vote at general meetings shall have one vote.

Qualification of Voters

25. No member shall be entitled to vote at any general meeting unless all sums immediately payable by him to the Company have been paid.
26. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Proxies

27. Votes may be given either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the Office or at such other place as is specified for that purpose in the notice convening the meeting, before the commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, before the commencement of the taking of the poll, and, in default, the instrument of proxy shall not be treated as valid.
30. An instrument appointing a proxy shall be in any usual or common form.
31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed if no intimation in writing of such death, insanity, or revocation as aforesaid is received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used or before the time appointed for the taking of a poll.

DIRECTORS

Directors' Right to Attend General Meetings

33. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings.

Directors' Expenses

34. The Directors may be paid all out of pocket travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of Directors or any committee of the Directors or general meetings or in connection with the business of the Company.

Directors' Other Interests

35. A Director who is in any way, whether directly or indirectly, interested in 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 194 of the Act.
36. A Director may vote in respect of any contract, appointment or arrangement in which he is interested, and he shall be counted in the quorum present at the meeting.

POWERS AND DUTIES OF DIRECTORS

General Powers

37. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Statutes or by these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Statutes and to such directions, being not inconsistent with the aforesaid Articles or provisions, as may be given by the Company in general meeting; but no direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.

Powers to Borrow and Grant Security

38. The Directors may exercise all powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and, subject to the Statutes, 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.

Power to Appoint Attorneys

39. The Directors may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

Cheques etc.

40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.

Shares in Other Companies

41. The Directors may exercise the voting powers conferred by the shares of any other company held or owned by the Company in such manner in all respects as they think fit and in particular they may exercise the voting powers in favour of any resolution appointing the Directors or any of them as directors or officers of such other company or providing for the payment of remuneration or pensions to the directors or officers of such other company. Any Director of the Company may vote in favour of the exercise of such voting rights, notwithstanding that he may be or may be about to become a director or officer of such other company, and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

Minutes

42. The Directors shall cause minutes to be made in books provided for the purpose:-
- (1) of all appointments of officers made by the Directors;
 - (2) of the names of the Directors present at each meeting of the Directors and of any Committee; and
 - (3) of all resolutions and proceedings at all meetings of the Company and of the Directors and of Committees.

DISQUALIFICATION OF DIRECTORS

43. The office of Director shall be vacated if the Director:-
- (1) is adjudged bankrupt or makes any arrangement or composition with his creditors generally;
 - (2) becomes prohibited from being a Director by reason of any order made under Part VII of the Companies Act, 1990;
 - (3) resigns his office by notice in writing to the Company;
 - (4) is convicted of an indictable offence unless the Directors otherwise determine;
 - (5) is for more than six months absent without permission of the Directors from meetings of the Directors held during that period and his alternate Director (if any) shall not during such period have attended in his place, and the Directors pass a resolution that by reason of such absence he has vacated office;
 - (6) is removed from office of Director pursuant to section 182 of the Act;
 - (7) is removed from office pursuant to Article 45 below;
 - (8) is required in writing by all his co-Directors to resign;
 - (9) holds any other office or place of profit under the Company beyond the extent permitted by Clause 4 of the Memorandum of Association; or
 - (10) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 194 of the Companies Act, 1963 as amended by section 47 of the Companies Act, 1990.

APPOINTMENT OF DIRECTORS

44. The number of the Directors shall be not less than three and not more than eleven and the names of the first Directors shall be determined in writing by the subscribers to the Memorandum of Association or a majority of them.
45. At the first annual general meeting of the Company, all the Directors shall retire from office and at the annual general meeting in every subsequent year one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
46. The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

47. A retiring Director shall be eligible for re-election.
48. The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at the meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.
49. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting, unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there has been left at the Office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
50. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
51. The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed should hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Statutory Removal and Replacement

52. The Company may, by Ordinary Resolution of which extended notice has been given in accordance with section 142 of the Act if required by that section, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.
53. The Company may, by ordinary resolution, appoint another person in place of a Director removed from office under the last preceding Article and, without prejudice to the powers of the Directors to appoint any person to be a Director, may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

ALTERNATE DIRECTORS

54. Any Director may from time to time appoint any person to be an alternate or substitute Director. The appointee, while he holds office as an alternate Director, shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director, but shall not be entitled to be remunerated. Any appointment under this Article shall be effected by notice in writing given by the appointor to the Secretary.

Any appointment so made may be revoked at any time by the appointor by notice in writing given by the appointor to the Secretary, and an alternate Director's appointment shall ipso facto come to an end if for any reason the Director appointing him shall cease to be a Director.

PROCEEDINGS OF DIRECTORS

Notice of Meetings

55. The Chairman may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Any Director may waive notice of any meeting, and any such waiver may be retrospective. If the Directors so resolve, it shall not be necessary to give notice of a meeting of Directors to a Director or alternate Director who, being a resident of the State, is for the time being absent from the State.

Regulation of Meetings

56. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
57. The Chairman, if any, shall preside as Chairman at every meeting of Directors, but if there is no Chairman or the chairman is not present and willing to act, the Directors present may choose one of their number to be chairman of that meeting.
58. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

Voting

59. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairman of the meeting shall have a second or casting vote.

Telephone Meetings

60. Any Director (including an alternate) or any member of a Committee may participate in a meeting of the Directors or a Committee of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other simultaneously, and participation in a meeting in this manner will be deemed to constitute presence in person (or, as the case may be, by alternate) at such meeting but, for the purposes of determining whether the quorum for the transaction of business exists, any Director or Committee member in telephonic communication with a meeting of Directors or of a Committee as the case may be will not be counted in the quorum.

Vacancies

61. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or summoning a general meeting of the Company but for no other purpose.

COMMITTEES

62. The Directors may delegate any of their powers to Committees as they think fit; any Committee may consist of one or more Directors, and the Directors shall be entitled to appoint such other person or persons as they consider expedient to a Committee, membership of the Company not being a necessary prerequisite for such appointment, and to fix the remuneration of any such person; and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors. Subject to any such regulations, the proceedings of a Committee with two or more members shall be governed by the provisions of these Articles regulating the proceedings of Directors so far as they are capable of applying.
63. A Committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present, the members may choose one of their number to be chairman of the meeting.
64. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, where there is an equality of votes, the chairman of the meeting shall have a second or casting vote.
65. All acts done by any meeting of the Directors or of a Committee or by any person acting as a Director or a member of a Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director or a member of such Committee.

DIRECTORS' AND COMMITTEES' RESOLUTIONS IN WRITING

- 66.
- (1) A resolution in writing signed by each Director (or his alternate Director) shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.
 - (2) A resolution in writing signed by each member of a Committee or, in the case of a Director, his alternate Director, shall be as valid as if it had been passed at a meeting of that Committee duly convened and held.

- (3) Such a resolution may consist of one document or two or more documents to the same effect each signed by one or more of the signatories.
- (4) Such documents when duly signed may (unless the Directors shall otherwise determine either generally or in any specific case) be delivered or transmitted by facsimile transmission.

CHAIRMAN

- 67. The Directors may from time to time elect a Chairman from amongst their own number on such terms and for such period as the Directors think fit but any Chairman may be removed from office by the Directors before the expiry of such period.

EXECUTIVE DIRECTORS

- 68. The Directors may from time to time appoint one or more of themselves to be managing director or any other category of executive director for such period and on such terms and otherwise as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
- 69. The Directors may entrust to and confer upon an executive director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

SECRETARY

- 70. The Secretary shall be appointed by the Directors for such term, and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
- 71. A provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

SEAL

- 72. The Seal shall be used only by the authority of the Directors or a committee of directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

73. The Directors shall cause proper books of accounts to be kept relating to:-
- (1) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (2) all sales and purchases of goods by the Company; and
 - (3) the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

74. The books of account shall, subject to section 202 of the Companies Act, 1990, be kept at such place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
75. Subject to Clause 10 of the Memorandum of Association the Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members who are not Directors, and no member who is not a Director shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Directors or by the Company in general meeting.
76. The Directors shall from time to time cause to be prepared and to be laid before the annual general meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by the Statutes to be prepared and laid before the annual general meeting of the Company.
77. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the annual general meeting of the Company together with a copy of the Directors' report and Auditors' report shall, not less than 21 days before the date of the annual general meeting, be sent to every person entitled under the provisions of the Statutes to receive them.

AUDIT

78. Auditors shall be appointed and their rights and duties regulated in accordance with sections 160 to 163 of the Act as amended and extended by sections 182 to 197 of the Companies Act, 1990.

NOTICES

79. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have effect in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
80. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (1) every member entitled to attend and vote thereat;
 - (2) every Director; and
 - (3) the Auditors.

INDEMNITY

81. Subject to section 200 of the Act, every Director, managing director, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to his acts while acting in such office, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under section 391 of the Act in which relief is granted to him by the court.

Names, Addresses and Descriptions of Subscribers

Goodbody Subscriber One Limited,
International Financial Services Centre,
North Wall Quay,
Dublin 1.

Limited Liability Company

Goodbody Subscriber Two Limited,
International Financial Services Centre,
North Wall Quay,
Dublin 1.

Limited Liability Company

Sarah Cleary,
10 Glencairn Court,
The Gallops,
Leopardstown,
Dublin 18.

Corporate Manager

Kathy Brown,
31 Beech Park Lawn,
Castleknock,
Dublin 15.

Company Secretarial Assistant

Anne Kenny,
23 Huntstown Wood,
Mulhuddart,
Dublin 15.

Company Secretarial Assistant.

Pat Connolly,
1 Glenside Villas,
Palmerstown,
Dublin 20.

Company Secretarial Assistant

David Levingstone,
21 Upper Leeson Street,
Dublin 4.

Company Secretarial Assistant

Dated the 13th day of June, 2000

Witness to the above signatures:

Gillian Brennan,
International Financial Services Centre,
North Wall Quay,
Dublin 1.