

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

41a

G

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

*Insert full name of Company

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[] [] [] [] [] []

1641655

Name of Company

SOLARFLOW Limited

I, JOHN O'DONNELLof NEW COMPANIES HOUSE,17, WIDEGATE STREET,LONDON. E1 7HP

do solemnly and sincerely declare that I am a person named as Secretary of the Company in
the statement delivered under Section 21 of the Companies Act 1976

of SOLARFLOW Limited

and that all the requirements of the Companies Acts 1948 to 1980
 in respect of the registration of the said company
 and of matters precedent and incidental thereto have been complied with.
 And I make this solemn Declaration conscientiously believing
 the same to be true and by virtue of the provisions of the
 Statutory Declarations Act 1835

Declared at SCATHESWOOD HOUSEIVY HATCH, SEVENOAKS,KENT. TN15 ONSthe 1st day of OctoberOne thousand nine hundred and eighty one

before me

[Signature]
 A ~~KNOWLEDGE~~ ~~OF THE~~ ~~FACTS~~ ~~OF THE~~ ~~COMPANY~~ ~~AND~~ ~~OF~~ ~~THE~~ ~~STATUTES~~ ~~AND~~ ~~OF~~ ~~THE~~ ~~COMPANIES~~ ~~ACTS~~ ~~1948~~ ~~TO~~ ~~1980~~
~~KNOWLEDGE~~ ~~OF THE~~ ~~FACTS~~ ~~OF THE~~ ~~COMPANY~~ ~~AND~~ ~~OF~~ ~~THE~~ ~~STATUTES~~ ~~AND~~ ~~OF~~ ~~THE~~ ~~COMPANIES~~ ~~ACTS~~ ~~1948~~ ~~TO~~ ~~1980~~
 Solicitor having the powers conferred on a
 Commissioner for Oaths

Signature of Declarant

Presentor's name, address and
 reference (if any):

For official use

New companies section

Post room

COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

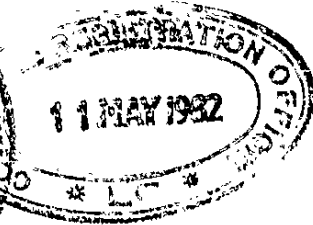
MEMORANDUM OF ASSOCIATION

OF

SOLARFLOW

LIMITED

1641635



1. The name of the company is " SOLARFLOW Limited".
2. The registered office of the company will be situate in England or Wales.
3. The objects for which the company is established are:-

(a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers, and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, and shippers of and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hireis and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools, and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

J. P. COMPANY REGISTRATIONS & Co. LTD.
NEW COMPANIES HOUSE
17 WINDGATE STREET
LONDON E11 7LP
01-217 0555

(b) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any company, society, partnership or person carrying on any business which this company is authorised to carry on or possessed of property suitable for any of the purposes of the company, and to conduct and carry on, or liquidate and wind up, any such business;

(c) To purchase, take on lease, or in exchange hire, or otherwise acquire for the purposes of the Company, and manage any lands, buildings, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable real or personal property of any kind, and to sell, let on lease, or otherwise dispose of or grant rights over any real property belonging to the Company;

(d) To purchase or otherwise acquire, construct, erect, maintain, reconstruct, adapt, alter, replace or remove any buildings, offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the Company;

(e) To apply for and take out purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, copyright or secret processes, the acquisition of which may seem to the company to be beneficial or useful to the company, and to grant licences to use the same;

(f) To manufacture, buy, sell, and generally deal in, any plant machinery, tools, goods or things of any description, which in the opinion of the Company may be conveniently dealt with by the Company in connection with any of its objects;

(g) To develop, work, improve, manage, charge, pledge, let on lease or on hire, or otherwise deal with the whole or any part of the real and personal property of the Company on such terms as the Company shall determine;

(h) To carry on any other business of a similar nature, or any business which may in the opinion of the Directors be conveniently carried on by this Company in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

(i) To draw, accept and make, and to endorse, discount and negotiate, bills of exchange and promissory notes, and other negotiable instruments;

(j) To borrow, raise money or secure obligations (whether of the Company or any other person) in such manner as the company shall think fit and in particular by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities, founded or based upon all or any of the property and rights of the Company, including its uncalled capital, or without any such security, and upon such terms as to priority or otherwise, as the Company shall think fit;

(k) To receive money on deposit, or loan with or without allowance of interest thereon;

(l) To lend and advance money or give credit or make donations on such terms and in such cases as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, either with or without the company receiving any consideration or advantage, to receive money on deposit or on loan upon such terms that the Company may approve and to become security for any persons, firms, or companies;

(m) To invest, whether at home or abroad, the monies of the Company not immediately required in such manner, as may from time to time be determined;

(n) To acquire by subscription, purchase or otherwise, and to accept and take, hold and sell, shares or stock, bonds, debentures or debenture stock or other securities or obligations of any company, society or undertaking.

(o) To establish agencies (and local boards) in Great Britain and elsewhere, and to regulate and discontinue the same;

(p) To provide for the welfare of persons in the employment of the Company, or formerly in the employment of the Company or its predecessors in business, and the wives, widows and families of such persons, by grants of money, pensions or other payments, and to form, subscribe to, or otherwise aid benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claims to support or aid by the Company by reason of the nature or the locality of its operations or otherwise;

(q) To insure the life of any person who may, in the opinion of the company be of value to the company as having or holding for the company interests, goodwill or influence or other assets and to pay the premiums on such insurance;

(r) To remunerate any person, firm or company rendering services to the company whether by cash payment or by the allotment to him, it or them of securities of the company credited as paid in full or in part or otherwise.

(s) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the company and to act as agents, managers, secretaries, contractors or in any similar capacity.

(t) To enter into partnerships or any arrangements for union of interests, or for sharing of profits, or for amalgamation, with any other company, or any partnership or person, for the purpose of carrying on business within the objects of this Company;

(u) To form, promote, subsidise and otherwise assist, any company or companies, syndicates or other bodies of all kinds.

(v) To sell, dispose of, or transfer the business, property and undertakings of the Company, or part thereof, for any consideration which and on such terms as the Company may see fit to accept;

(w) To distribute in specie or otherwise as may be resolved any assets of the Company among its members and, particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company;

(x) To do all or any of the matters hereby authorised (in any part of the world) either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with, or as factors, trustees or agents for, any other companies or persons, or by or through any factors, trustees or agents;

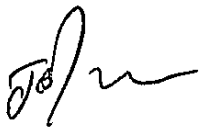
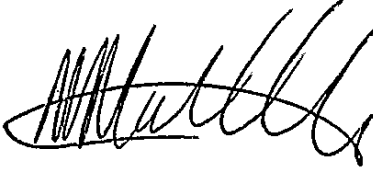
(y) To do all such other things as may appear to the Company to be incidental or conducive to the attainment of the above objects or any of them;

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.


4. The liability of the members is limited.

5. The Share Capital of the Company is £10,000 divided into 10,000 Shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
JOHN O'DONNELL New Companies House, 17 Widegate Street, London, E1 7HP Chartered Accountant.	 ONE
MICHAEL MALLEY New Companies House, 17 Widegate Street, London, E1 7HP Company Formation Assistant	ONE 

DATED THIS First DAY OF October, 1981

WITNESS TO THE ABOVE SIGNATURES:- 

DANUTA O'DONNELL,
New Companies House,
17 Widegate Street,
London,
E1 7HP

Company Formation Assistant.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

1641655/4

ARTICLES OF ASSOCIATION

OF

SOLARFLOW

LIMITED

PRELIMINARY

1. In these Articles and in Table A:-

"the Act" means the Companies Act 1948 as amended by the other Acts, which, together therewith, may by reason of section 119(2) of the Companies Act 1981 be cited together as the Companies Acts 1948 to 1981.

"Table A" means Table A in the First Schedule to the Act as amended by paragraph 36 of Schedule 3 to the Companies Act 1980.

"the 1981 Act" means the Companies Act 1981.

2. (A) Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.

(B) Regulations 3, 10, 24, 75, 77, 79, 87 to 94 inclusive, and 136 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. (A) Subject to the provisions of paragraph (B) of this Article and to any directions which may be given by the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities [within the meaning of section 14(10) of the Companies Act 1980] and without prejudice to the generality of the foregoing any shares unissued at the date of these Articles and any shares hereafter created shall be under the control of the Directors, who may allot, grant

options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.

(B) The maximum nominal amount of share capital which the Directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with this Article shall be the total amount stated in Clause 5 of the foregoing Memorandum of Association or such other amount as shall be authorised by the Company in General Meeting.

(C) The authority conferred on the Directors by this Article shall expire on the fifth anniversary of the date of incorporation of the Company.

4. The provisions of section 17(1) of the Companies Act 1980 shall not apply to the Company.

5. Subject to the provisions of section 45 of the 1981 Act the Company may, with the sanction of an ordinary resolution, issue any shares on the terms that they are, or at the option of the Company or the shareholder are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special resolution determine.

6. The Company shall not give any financial assistance for the acquisition of any shares in the Company or in its holding company, but nothing in this Article shall prohibit those transactions mentioned in sections 42(3) to 42(6) inclusive and section 43 of the 1981 Act. For the purposes of this Article the giving of financial assistance shall only be construed as being the giving of the financial assistance referred to in section 42(8) of the 1981 Act.

7. Subject to the provisions of Part III of the 1981 Act the Company may, with the sanction of an ordinary resolution, purchase any of its own shares.

8. Subject to the provisions of Part III of the 1981 Act the Company may, with the sanction of a special resolution effective for the purposes of section 55(7) of the 1981 Act, make a payment out of capital in respect of the redemption or purchase of any of its own shares.

LIEN

9. The lien conferred by regulation 11 of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said regulation 11 shall be modified accordingly.

TRANSFER OF SHARES

10. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share whether or not it is a fully paid share.

11. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

12. The Company shall not charge transfer or registration fees and the reference to a fee in regulation 25 of Table A shall be disregarded.

PROCEEDINGS AT GENERAL MEETINGS

13. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 58 of Table A shall be modified accordingly.

14. A proxy shall be entitled to vote on a show of hands and regulation 62 of Table A shall be modified accordingly.

15. Any such resolution in writing as is referred to in regulation 73A of Table A may consist of several documents in a like form each signed by one or more of the members (or their duly authorised representatives) in that regulation referred to. In the case of a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for this purpose.

DIRECTORS

16. (A) The number of Directors need not exceed one.

(B) The first Director or Directors shall be appointed in writing by completion of the statement required to be delivered for registration by section 21 of the Companies Act 1976.

17. A Director shall not be required to hold any qualification shares in the Company, but nevertheless shall be entitled to attend and speak at any General Meeting and at any separate General Meeting of the holders of any class of shares in the capital of the Company.

18. The words "unless the Company otherwise direct" at the end of regulation 78 of Table A shall be deleted.

BORROWING POWERS

19. The Directors may exercise all the powers of the Company to borrow or raise money or to guarantee and to mortgage or charge its undertaking, property, assets and rights and uncalled capital or any part thereof and, subject to the provisions of the Act, to create and issue debentures, debenture stock, mortgages, charges and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

20. Subject to the provisions of Part IV of the Companies Act 1980 a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 84 of Table A shall be modified accordingly.

21. It shall not be necessary for the Directors to sign a book recording their attendances at meetings of Directors and regulation 86 of Table A shall be modified accordingly.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

22. (A) Without prejudice to the powers of the Company under section 184 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon lodgement at the registered office of the Company.

(B) The office of a Director shall be vacated:-

- (i) if by notice in writing to the Company he resigns the office of Director;
- (ii) if he shall for more than 6 months have been absent without permission of the Directors from meetings of the Directors held during that period, unless he shall have appointed an alternate Director who has not been similarly absent during such period;
- (iii) if he becomes bankrupt or enters into any arrangement with his creditors;
- (iv) if he is prohibited from being a Director by an order made under any provision of the Act;
- (v) if he becomes of unsound mind;
- (vi) if he is removed from office under regulation 96 of Table A; or
- (vii) if he is removed from office under paragraph (A) of this Article.

ROTATION OF DIRECTORS

23. The Directors shall not be liable to retire by rotation, and accordingly in each of regulations 95 and 97 of Table A the second sentence thereof shall be deleted.

ALTERNATE DIRECTORS

24. (A) Each Director shall have the power to nominate any other Director or any person approved for that purpose by Resolution of the Directors to act as alternate Director at Meetings of the Directors in his place during his absence and, at his discretion, to revoke such nomination.

(B) Any appointment or removal of an alternate Director shall be effected by an instrument in writing delivered at the registered office of the Company and signed by the appointor.

(C) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notice of meetings of the Directors and to

attend and vote at any such meeting and to perform thereat all the functions of his appointor. An alternate Director shall have one vote for each Director he represents, in addition to his own vote if he is a Director, but he shall not be counted more than once in the quorum. If his appointor is for the time being absent from the United Kingdom or otherwise not available the appointee's signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. Save as aforesaid, an alternate Director shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only 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.

(E) An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director.

PROCEEDINGS OF DIRECTORS

25. Any Director or member of a committee of the Director may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications 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.

26. The written resolution referred to in regulation 106 of Table A may consist of several documents in a like form each signed by one or more of the Directors.

NOTICES

27. Every Director of the Company and every alternate Director (other than a Director or alternate Director for the time being absent from the United Kingdom) shall be entitled to receive notices of general meetings in addition to the persons specified in regulation 134 of Table A.

INDEMNITY

28. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by section 205 of the Act.

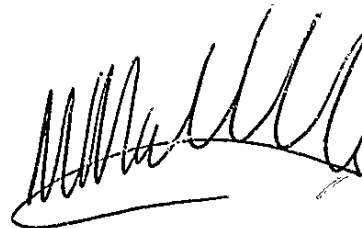
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS:

JOHN O'DONNELL
New Companies House,
17 Widegate Street,
London,
E1 7HP



Chartered Accountant.

MICHAEL MALLEY
New Companies House,
17 Widegate Street,
London,
E1 7HP



Company Formation Assistant

DATED THIS 1st DAY OF October ,1981

WITNESS TO THE ABOVE SIGNATURES:- D O'Donnell

DANUTA O'DONNELL,
New Companies House,
17 Widegate Street,
London,
E1 7HP

Company Formation Assistant.

THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold black lettering* delete if
inappropriate

Company number

1641655

Name of Company

SOLARFLOW

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below17, WIDEGATE STREET,
LONDON.

E1 7HP

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

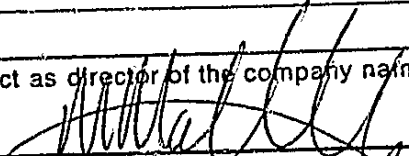
J.P. COMPANY REGISTRATIONS & CO. LTD.,
NEW COMPANIES HOUSE, 17, WIDEGATE STREET,
LONDON. E1 7HPIf the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresenter's name, address and
reference (if any):J.P. Company Registrations
& Co. Ltd.
New Companies House,
17, Widegate Street,
London. E1 7HP

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:


Name (note 2)	MICHAEL MALLEY	Business occupation COMPANY FORMATION ASSISTANT.
Former name(s) (note 3)	NONE	Nationality BRITISH
Address (note 4)	NEW COMPANIES HOUSE, 17, WIDEGATE STREET, LONDON. E1 7HP	Date of birth (where applicable) (note 6) N/A
Particulars of other directorships (note 5)	NONE	
I hereby consent to act as director of the company named on page 1		
Signature		Date 1ST OCTOBER 1981

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

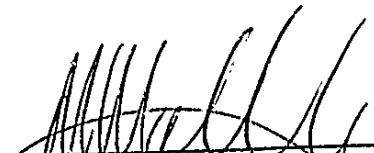
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The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	JOHN O'DONNELL
Former name(s) (note 3)	NONE
Address (notes 4 & 7)	NEW COMPANIES HOUSE, 17, WIDEGATE STREET, LONDON. E1 7HP
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 1ST OCTOBER 1981

Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Signed by or on behalf of the subscribers of the memorandum*

Signature  {Subscriber} [Agent]† Date 1ST OCTOBER 1981

Signature  {Subscriber} [Agent]† Date 1ST OCTOBER 1981

* as required by section 21(3) of the Companies Act 1976

† delete as appropriate

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No.

1641655

I hereby certify that

SOLARFLOW LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the

7TH JUNE 1982

A handwritten signature in black ink, appearing to read 'A. Wilson', written over a horizontal line.

Assistant Registrar of Companies