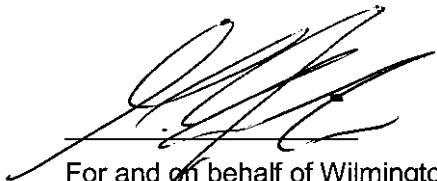


THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
BOREALIS INFRASTRUCTURE EUROPE (UK) LIMITED
(Registered Number 04958128)
(the "Company")

By written resolution of the sole member of the Company in accordance with Section 381A of the Companies Act 1985, the following resolutions were passed on 28/12/2006:

- (a) That the authorised share capital of the Company be increased to £117,500,001 by the creation of an additional 10,575,000 ordinary shares of £1.00 each having the rights and obligations attributed to them in the Articles to be adopted pursuant to paragraph (d) of this resolution below.
- (b) That, conditional upon the adoption of the Articles pursuant to paragraph (d) of this resolution, pursuant to Section 80 of the Act the directors of the Company be and are hereby authorised generally and unconditionally during the period of five years from the date of this resolution to allot relevant securities (as defined in sub-section (2) of the said Section 80) up to a maximum nominal amount of £10,575,000.
- (c) That the directors of the Company be and are hereby authorised pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by paragraph (b) above as if Section 89(1) of the Act did not apply to the allotment.
- (d) That the Company adopt the Articles in the form attached to this written resolution and for the purpose of identification signed by the Chairman thereof in substitution for and to the exclusion of the existing articles of association.



For and on behalf of Wilmington Trust SP Services (London) Limited
Secretary

Date: 28 DECEMBER 2006



4958128

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BOREALIS INFRASTRUCTURE EUROPE (UK) LIMITED

Adopted on the 28 day of DECEMBER 2006.

CONSTITUTION

1. The Company is established as a private company within the meaning of Section 1(3) of the Companies Act 1985 in accordance with and subject to the provisions of the Companies Act 1985 (as amended by the Companies Act 1989) (hereinafter called "the Act") and of the Memorandum of Association of the Company and of the Regulations contained in Table A, in The Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and by The Companies Act 1985 (Electronic Communications) Order 2000 (hereinafter called "Table A") with the exception of Regulations 24, 40, 64, 73 to 80 (inclusive) and 118 of Table A, and of any other Regulations which are inconsistent with the additions and modifications hereinafter set forth.

SHARE CAPITAL

2. The share capital of the Company is £117,500,001 divided into 117,500,001 shares of £1 each.
3. (A) For the purposes of Section 80 of the Act, the Directors are authorised generally and unconditionally to allot up to a maximum of £106,925,001 in nominal amount of relevant securities (as hereinafter defined) of the Company at any time or times from the date of adoption of these articles until the date occurring five years after such date of adoption of these articles.

The aforesaid authority may be previously revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting from time to time for a further period not exceeding five years. The Company may make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement. In this paragraph, references to the allotment of relevant securities shall be construed in accordance with Section 80 of the Act.

- (B) In accordance with Section 91 of the Act, Sections 89 (1) and 90 (1) to (6) inclusive of the Act shall be excluded from applying to the Company.

SHARE CERTIFICATES

4. Regulation 6 of Table A is hereby modified by the adding after the words "Every certificate shall be sealed with the seal" where those words appear at the beginning of the second sentence thereof the following:-
"or otherwise subscribed or executed by the Company in accordance with the provisions of the Act".

LIEN

5. In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted and the words "and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person or in the name of any person jointly with another or others for all monies presently payable by him or any one or more of them or his estate or their estates to the Company" shall be inserted after the words "in respect of that share".

FORFEITURE OF SHARES

6. Regulation 18 of Table A is hereby modified by adding at the end of the first sentence thereof the following:-
"and all expenses that may have been incurred by the Company by reason of such non-payment."

TRANSFER OF SHARES

7. 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.

GENERAL MEETINGS

8. 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. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum. If and so long as the Company shall have a sole member, that member present in person or by proxy or by a duly authorised representative of a corporation, shall be a quorum.
9. Regulation 41 of Table A is hereby modified by the deletion of the words "or if during a meeting such a quorum ceases to be present."
10. A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy or, in the case of a corporation, by a duly authorised representative, and entitled to vote. Regulation 46 of Table A shall be construed accordingly.
11. No resolution not previously approved by the Directors shall be moved by any member other than a Director at a general meeting unless the member intending to move the same shall have left a copy thereof with his name and address at the Office of the Company three clear days prior to such meeting.
12. Notice of every general meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices and Regulations 112 and 116 of Table A shall be construed accordingly.

DIRECTORS

13. Unless otherwise determined by ordinary resolution of the Company, the number of Directors (other than alternate Directors) shall not be less than one and there shall be no maximum number. If and so long as there is a sole Director, he may act alone

in exercising all the powers and authorities vested in the Directors. The first Directors shall be the persons named in the statement delivered under Section 10 of the Act.

14. 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.
15. For so long as the Company is party to a corporate services agreement dated on or around the date hereof made between the Company and SPV Management Limited (the "Corporate Services Agreement"), SPV Management Limited shall be entitled, by notice in writing to the Company, to nominate and appoint (i) any three person as directors of the Company (the "B Director(s)") and (ii) a person to act as Secretary.
16. In the event that the Corporate Services Agreement terminates or expires for any reason the offices of the B Directors shall be vacated.
17. For so long as Borealis Investments General Partner Inc., acting in its capacity as general partner of Borealis Infrastructure Europe LP, (or any of its subsidiaries or holding companies, or any subsidiary of such holding company, or any of its general partners or any of the subsidiaries or holding companies of its general partner or any general partner of its general partner of its general partner, and any investment fund or investment trust or investment company managed by Borealis Investments General Partner Inc., acting in its capacity as general partner of Borealis Infrastructure Europe LP, or its subsidiaries or holding companies, or any subsidiaries of the Ontario Municipal Employees Retirement Board) (the "Permitted Transferees") holds any shares in the capital of the Company, Borealis Investments General Partner Inc., acting in its capacity as general partner of Borealis Infrastructure Europe LP, (or its Permitted Transferees) shall be entitled by notice in writing to the Company to nominate and appoint any persons as directors of the Company (the "A Director (s)").
18. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.

19. Regulation 81 of Table A is hereby modified by adding at the end the following:-
“; or (f) he is removed from office by notice in writing signed by all his co-Directors and served upon him.”
20. If any Director necessarily performs or renders any special duties or services to the Company outside his ordinary duties as a Director the Directors may, if so authorised by an ordinary resolution of the Company, pay such Director special remuneration and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.
21. Regulation 94 of Table A is hereby modified by the insertion after the end of paragraph (d) thereof of the words “or unless he has disclosed to the Directors the nature and extent of any material interest or duty of his as aforesaid in accordance with the provisions of Section 317 of the Act”.
22. A person appointed as an alternate director who is not a Director shall not require to be approved by resolution of the Directors and Regulation 65 of Table A shall be construed accordingly.
23. *Any Director (including an alternate Director) or member of a committee of Directors may participate in a meeting of the Directors or of such committee by means of video-conferencing, conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and speak to each other, and participation in a meeting in this manner shall be deemed to constitute the presence of such Director (or alternate Director) or such member at such meeting.*
24. No business may be conducted at any meeting of the Directors unless at least one A Director (or in any case, an alternate of such Director) is present unless each of the A Directors agree in writing otherwise.
25. The quorum for the transaction of business of the Directors shall be two Directors, one of whom must be an A Director.
26. In the event that there are either no A Directors or no B Directors appointed, then the quorum for the transaction of business of the Directors and any committee of the Directors shall be any two Directors.

THE SEAL

27. Regulation 101 of Table A shall have effect subject to the provisions of Section 36B of the Act.

INDEMNITY

28. Every Director or officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution or discharge 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 judgment is given in his favour or in which he is acquitted or in which the charge is found not proven or in connection with any application under Section 727 of the Act 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 and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution or discharge of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
29. Without prejudice to the provisions of Article 22 the Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees or Auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund; for the purposes of this

Article "holding company" and "subsidiary undertaking" shall have the same meanings as in the Act.

OVER-RIDING PROVISIONS

30. If any person alone or jointly with any other person, (hereinafter called "the Parent") shall be the holder of not less than 90 per cent in nominal value of the issued shares of the Company as confers the right for the time being to attend and vote at general meetings of the Company, the following provisions (but without prejudice to the provisions of Section 303 of the Act) shall apply and to the extent of any inconsistency shall have over-riding effect as against all other provisions of these Articles:-

- (a) the Parent may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed;
- (b) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent may by notice to the Company from time to time prescribe and any such restriction may be removed or varied in such regard and to such extent as the Parent may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed by the Parent or in the case of a company on its behalf by any one of its directors or by its secretary or by some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BOREALIS INFRASTRUCTURE EUROPE (UK) LIMITED

Registered No 4958128

Adopted on the 28 day of ~~DECEMBER~~ 2006.

DUNDAS & WILSON CS LLP

Saltire Court
20 Castle Terrace
Edinburgh EH1 2EN

Tel 0131 228 8000
Fax 0131 228 8888
Legal Post: LP2 Edinburgh 6

FAS: 1310