



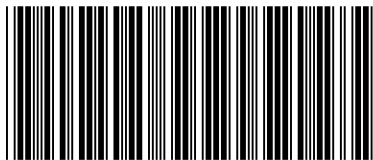
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5377875

The Registrar of Companies for England and Wales hereby certifies that
CATHAY ATLANTIC VENTURE LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 28th February 2005



N05377875P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

5377875

Company name

CATHAY ATLANTIC VENTURE LIMITED

I,

JOHN PATRICK GILLIBRAND

of

SALTHROP HOUSE
SALTHROP
NR. SWINDON
WILTSHIRE
SN4 9QP

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the
Companies Act 1985 in respect of the registration of
the above company and of matters precedent and
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House

— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**



X6KXA330

Received for filing in Electronic Format on the: **25/02/2005**

*Company Name
in full:* **CATHAY ATLANTIC VENTURE LIMITED**

*Proposed Registered
Office:* **30 GAY STREET
BATH
BA1 2PA**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **FORMITRITE YVONNE WAYNE**
Agent's Address: **BURLINGTON HOUSE
40 BURLINGTON RISE
EAST BARNET
HERTS
ENGLAND
EN4 8NN**

Company Secretary

Style/Title: **MR**
Name **MS BATH SECRETARIES LTD**

Address: **30 GAY STREET
BATH
BA1 2PA**

Consented to Act: **Y** *Date authorised* **25/02/2005** *Authenticated:* **Y**

Director 1:

Style/Title: MS
Name ANGELA HELEN GILLIBRAND

Address: SALTHROP HOUSE
SALTHROP
NR. SWINDON
WILTSHIRE
SN4 9QP

Nationality: BRITISH
Business occupation: DIRECTOR
Date of birth: 28/09/1949

Consented to Act: Y *Date authorised* 25/02/2005 *Authenticated:* Y

Other Directorships: LOTMEAD COMPANY
HANOVER HOUSING ASSOCIATION CHARITABLE TRUST

Director 2:

Style/Title: MR
Name JOHN PATRICK GILLIBRAND

Address: SALTHROP HOUSE
SALTHROP
NR. SWINDON
WILTSHIRE
SN4 9QP

Nationality: BRITISH
Business occupation: DIRECTOR
Date of birth: 05/12/1945

Consented to Act: Y *Date authorised* 25/02/2005 *Authenticated:* Y

PROJECT SHIPPING MANAGEMENT LTD
SALTHROP PROPERTIES LTD
SALTHROP PARK FARMS LTD
POSITRON ELECTRONICS LTD
POSITRON COMPUTERS LTD
VENTURE MANAGEMENT (AVIATION) LTD
VENTURE MANAGEMENT (PROJECT SHIPPING) LONDON LTD
VENTURE MANAGEMENT (SHIPPING) LONDON LTD
HUMBER BRIDGE HOTELS LTD

Authorisation

Authoriser Designation: SUBSCRIBER *Date Authorised:* 25/02/2005 *Authenticated:* Yes

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

CATHAY ATLANTIC VENTURE LIMITED

1. The name of the Company is CATHAY ATLANTIC VENTURE LIMITED
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (a) To carry on business as a General Commercial company and to do all such things as are incidental or conducive to the carrying on of any trade or business.

b) To carry on any other trade or business which the Board of Directors deem may be advantageously carried on for the benefit of the Company.

c) To acquire by purchase, lease, hire, exchange, improve, mortgage, charge, rent, let on lease, surrender, license, accept surrenders of, and otherwise acquire, sell and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings or adapt the same for the purposes of the Company's business.

d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of assets of any kind suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

e) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to sell, license, lease or grant rights thereto.

f) To sell, improve, manage, let, license, develop or otherwise deal with the undertaking, or all or any part of the property assets or rights of the Company upon such terms as the Company may approve, with power to accept any consideration as the Company may think fit.

g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such investments and subject to such conditions as the Company may approve.

h) To lend and advance money, give credit or guarantees, act as surety to such persons, firms or companies, upon such terms and with or without security and subject to such conditions as the Directors think fit.

i) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares of the performance of contracts or engagements of any other Company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint venture arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

k) To draw, make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, debentures, warrants and any other negotiable or transferable instruments.

l) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of, any other Company or corporation.

m) To remunerate any persons, firm or Company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital, or any debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

o) To provide for the welfare of persons employed or formerly employed by the Company and to provide pensions, compensation, bonuses, gratuities and other allowances to officers, employees, ex officers and ex employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in establishing and maintaining trusts, pension funds, insurance policies or other schemes, whether contributory or non contributory, with a view to providing pensions or other funds for any such persons as aforesaid.

p) To remunerate the Directors of the Company in any manner the Company may think fit.

q) To distribute any property of the Company in specie among the members.

r) To do all or any of the things hereinbefore authorised either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.

s) To do all such other things as are incidental to or the

Directors think may be conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5. The Share Capital of the Company is £1000000.00 divided into 1000000 Shares of £1.00 each, with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

We, the several persons whose names, addresses and descriptions are subscribed, wish to be 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.

Name(s) and Address(es) of Subscriber(s)

Date: 25 February 2005

JOHN PATRICK GILLIBRAND,

SALTHROP HOUSE, SALTHROP, NR. SWINDON, WILTSHIRE, SN4 9QP
Number of Shares taken: 2

The total number of shares allocated to the subscribers is 2

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

CATHAY ATLANTIC VENTURE LIMITED

PRELIMINARY

1. The regulations contained in Table A set out in the schedule to The Companies (Table A to F) Regulations 1985 shall apply to the Company, save so far as they are excluded or varied hereby, that is to say that clauses 3, 24, 64, 73 to 77 (inclusive), 94 to 97 (inclusive) of Table A shall not apply to the Company, and in addition to the remaining Clauses of Table A, as varied by these Articles, the following shall constitute the regulations of the Company.

2. The Company is a private Company and accordingly shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company, or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. The shares of the Company shall be under the control of the Directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Companies Act 1985) to such persons and on such terms and in such manner as they think fit.

4. All relevant securities of the Company from time to time unissued shall come under the general authority conferred by Article 3 hereof for a period of not more than five years from the date of incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting (but not for more than five years at a time) and the Directors under the general authority shall be entitled to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 89 (1) of the Companies Act 1985 shall be excluded from applying in relation to any allotment of Shares in the

Company.

6. The Company shall have the power to issue Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder subject to the provisions within Part V of the Companies Act 1985 and on such terms as may be provided by the Resolution of the Company creating such redeemable Shares.

7. The Company may purchase its own shares (including any redeemable Shares) subject to the provision of Part V of the Companies Act 1985.

8. The Company may make a payment in respect of the redemption or purchase of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares subject to Sections 159 or 162 (as the case may be) of the Companies Act 1985.

LIEN

9. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time or called in respect of that share and of all Shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders of his estate and Clause 8 of Table A shall be modified accordingly.

GENERAL MEETING

10. Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Companies Act 1985, as to giving information to members in regard to their right to appoint a proxy, and notices of any 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.

11. To Clause 41 of Table A there shall be added at the end "If at any adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved."

TRANSFER OF SHARES

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

DIRECTORS

13. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Act.

14. Unless and until otherwise determined by the Company in General Meeting the minimum number of Directors shall be one and there shall be no limitation as to the maximum number of Directors. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors and Regulation 89 of Table A shall be modified accordingly.

15. A Director who is in any way either directly or indirectly interested in any actual or proposed contract, transaction or arrangement with the Company or in which the Company is otherwise interested shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of such contract transaction or arrangement and he shall be counted in reckoning whether a quorum is present.

16. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

17. A Director shall not be required to hold any share qualification, but nevertheless shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any of the classes of shares in the capital of the Company.

Name(s) and Address(es) of Subscriber(s)

Date: 25 February 2005

JOHN PATRICK GILLIBRAND,

SALTHROP HOUSE, SALTHROP, NR. SWINDON, WILTSHIRE, SN4 9QP