

FILE COPY



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

Company No. 5438997

The Registrar of Companies for England and Wales hereby certifies that
123 TRANSPORT SERVICE LTD

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 April 2005



N05438997W



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House
for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

123 TRANSPORT SERVICE LTD

I, JOEL LANGE, on behalf of LONDON CITYLINK SECRETARIES LTD

of THRALE HOUSE, 44-46 SOUTHWARK STREET, LONDON SE1 1UN

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and 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.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Signing on behalf of
London Citylink Secretaries LTD

Declared at

42 Borough High Street, London

Day Month Year

On

22 04 2005

① Please print name.

before me ①

A. K. Sharma

Signed

Date

22/4/05

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

SYLVIA DALLY

Tel 020 7234 5920

DX number

DX exchange



Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

for the record

**Please complete in typescript,
or in bold black capitals.**

CHWP000

Notes on completion appear on final page

10

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

Company Name in full

123 TRANSPORT SERVICE LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

BRIDGE HOUSE

181 QUEEN VICTORIA STREET

Post town

LONDON

County / Region

Postcode

EC4V 4DZ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.



Agent's Name

LONDON CITYLINK LTD

Address

THRALE HOUSE, 2ND FLOOR WEST

44-46 SOUTHWARK STREET

Post town

LONDON

County / Region

Postcode

SE1 1UN

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

SYLVIA DALLY, LONDON CITYLINK LTD

Tel 020 7234 5920

DX number

DX exchange

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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Form revised July 1998

Company Secretary (see notes 1-5)

Company name 123 TRANSPORT SERVICE LTD

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

LONDON CITYLINK SECRETARIES LTD

Previous forename(s)

Previous surname(s)

Address

THRALE HOUSE, 2ND FLOOR WEST

Usual residential address

For a corporation, give the registered or principal office address.

44-46 SOUTHWARK STREET

Post town

LONDON

County / Region

Postcode

SE1 1UN

Country

UK

I consent to act as secretary of the company named on page 1

Consent signature

Date

22/04/2005

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

Signing on behalf of

London Citylink Secretaries LTD

Forename(s)

THOMAS

Surname

WEIGT

Previous forename(s)

Previous surname(s)

Address

12 PENTON PLACE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

LONDON

County / Region

Postcode

SE17 3JT

Country

UK

Day Month Year

Date of birth

1 6 0 7 1 9 5 8

Nationality

GERMAN

Business occupation

BUSINESS CONSULTANT

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

22/04/2005

Directors (continued) (see notes 1-5)

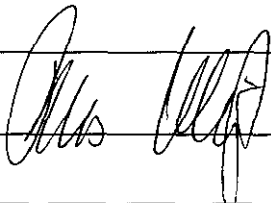
NAME	*Style / Title		*Honours etc							
* Voluntary details	Forename(s)									
	Surname									
	Previous forename(s)									
	Previous surname(s)									
	Address									
Usual residential address										
For a corporation, give the registered or principal office address.	Post town									
	County / Region		Postcode							
	Country									
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td> </td><td> </td><td> </td></tr></table>	Day	Month	Year				Nationality	
Day	Month	Year								
	Business occupation									
	Other directorships									
	I consent to act as director of the company named on page 1									
	Consent signature		Date							

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed



Date

22/04/2005

Or the subscribers

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date

Signed

Date

Signed

Date

Signed

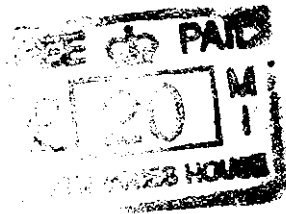
Date

Signed

Date

Signed

Date



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The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
123 TRANSPORT SERVICE LTD

1. The Company's name: 123 TRANSPORT SERVICE LTD
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (A) (I) To carry on business as a general commercial company.
 - (II) To carry on any trade or business whatsoever and to do all such things as are incidental or conducive to the carrying-on of trade or business by it.



- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
- (D) To erect, alter or maintain any buildings, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidize the erection, construction and maintenance of any of the above.
- (E) To acquire by subscription or otherwise and hold, sell, deal with, make a market in or dispose of any shares, stocks, debentures, debenture stock, or other securities of any kind whatsoever, guaranteed by any company constituted or carrying on business in any part of the world and debentures, debenture stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To receive money on deposit or otherwise either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To borrow and raise money in any manner and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice of the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within, in each case, the meaning of Section 736 and Section 736 (A) of the Companies Act 1985 (the "Act"), as amended by the Companies Act 1989, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- (H) To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested, and generally as the Directors think it.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired.

- (J) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants, consultants, experts of agents.
- (K) To employ experts, consultants and valuers to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking-over of all or any of the assets or liabilities of the Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.
- (M) To draw, accept, make, endorse, discount, execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (N) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (O) To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (P) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by installments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stocks or securities so acquired.
- (Q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operating with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- (R) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying-on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purpose of the Company.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think it.

- (T) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or of any associated company of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.
- (U) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (W) 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 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 in the exercise of their powers and or otherwise in relation to their duties, powers or offices in relation to the Company, and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability.
- (X) To do all or any of the things hereinbefore authorized, either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.
- (Y) Subject to; and always in compliance with, the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- (Z) To do all such other things (whether similar to any of the foregoing or not) as are incidental to or which the Company may think conducive to the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

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4. The liability of the Members is limited.
5. The Share Capital of the Company is GBP 20,000 divided into GBP 20,000 shares of GBP 1.00 each.

We, the subscribers to this MEMORANDUM OF ASSOCIATION wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite of our names.

Names and Addresses of Subscribers

Number of shares taken by each subscriber

Citylink Ltd
Thrale House
2nd Floor West
44-46 Southwark Street
London, SE1 1UN
UK

400 (four hundred shares)

Authorized signatory:



Date 22/04/2005

WITNESS to the above signatures:

Joel Lange
Thrale House
2nd Floor West
44-46 Southwark Street
London, SE1 1UN
UK



THE COMPANIES ACT 1985

(As amended by the Companies Act 1989)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

123 TRANSPORT SERVICE LTD

PRELIMINARY

1. Subject as hereinafter provided the regulations contained in Table in the Companies (Table A - F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company.
2. Regulations 2, 3, 40, 64, 73 - 80 (inclusive), 94, 95, 96 and 99 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. *The initial capital of the Company GBP 20,000 divided into GBP 20,000 shares of GBP 1.00 each.*
4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine, subject in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of creation of such shares and subject also to the provisions of Regulation 2 in Table A.
5. Subject to the provisions of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of the deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reasons therefore, can decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of regulation 24 shall not apply to the Company.

DIRECTORS

7. The first Director or Directors of the Company shall be the person named in the statement delivered under Section 10 of the act.
8. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one. If at any time and from time to time shall be only one Director (other than the alternate directors) of the Company such Director may act alone in exercising all the powers, discretion and authorities vested in the Directors, and regulation 89 in Table A shall be modified accordingly.

9. No person shall be appointed a Director at any general meeting unless:
(a) he is recommended by the Directors; or
(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars, if he were so proposed by that person, of this willingness to be appointed.
10. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act as Director either to fill a vacancy or as an additional Director.
11. 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 the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for re-appointment at such annual general meeting. If not so re-appointed he shall vacate office at the conclusion thereof.
12. A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such a Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.
13. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director of such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
14. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein shall authorize a Director to act as Auditor for the Company.
15. The Company shall not be subject to section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever their age, and no Director shall be required to vacate their office of Directors by reason of their attaining the age of seventy years or any other age.

BORROWING POWERS

16. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to section 80 of the Act, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

SECRETARY

17. The first Secretary of the Company shall be the person named in the statement delivered under section 10 of the Act.
18. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary is capable of acting, the Directors may appoint an assistant or deputy Secretary.

NAME AND ADDRESSES OF SUBSCRIBERS

Citylink Ltd
Thrale House
2nd Floor West
44-46 Southwark Street
London, SE1 1UN
UK

Authorized signatory:



Date 22/04/2005

WITNESS to the above signature:

Joel Lange
Thrale House
2nd Floor West
44-46 Southwark Street
London, SE1 1UN
UK

