

FILE COPY



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

Company No. 5531209

The Registrar of Companies for England and Wales hereby certifies that  
SPEAR FIR SYSTEMS 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 9th August 2005



\*N05531209C\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

## Declaration on application for registration

Please complete in typescript,  
or in bold black capitals.

CHFP010

Company Name in full

SPEAR FIR SYSTEMS LIMITED

I,

MARCEL ALBERT SMITH

of

21 BRACKEN PARK SCARFCROFT LEEDS LS14 3HZ

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

*[Signature]*

Declared at

21 BRACKEN PARK SCARFCROFT LEEDS LS14 3HZ

Day Month Year

on

30 07 2005

● Please print name

● before me

DAVID ROBERT SMITH J.P.

Signed

*[Signature]*

Date

30/07/05

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

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.

**M & S Consulting Services Ltd**

21 Bracken Park  
Scarcroft

Leeds LS14 3HZ  
Tel

DX number

DX exchange

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

**Companies House, Crown Way, Cardiff, CF4 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**



A58  
COMPANIES HOUSE

\*A13E07HG\*

0647  
02/08/05

Please complete in typescript,  
or in bold black capitals.

CHFP010

Notes on completion appear on final page

**Company Name in full**

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

SPEAR FIR SYSTEMS LIMITED

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

Post town

County / Region

21 BRACKEN PARK
SCARCROFT
LEEDS
WEST YORKS
Postcode LS14 3HZ

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

<input type="checkbox"/>	

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.

M & S Consulting Services Ltd	
21 Bracken Park	
Scarcroft	
Leeds LS14 3HZ	
Tel	
DX number	DX exchange

When you have completed and signed the form please send it to the  
Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF4 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



**Company Secretary** (See notes 1-5)

Company name

SPEAR FIR SYSTEMS LTD

Name

\* Style / Title

MR

\* Honours etc

\* Voluntary details.

Forename(s)

MILWAU AIZBERT

Surname

SMITH

Previous forename(s)

Previous surname(s)

Address

21 BRATKEN PLACE

Usual residential address

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

Post town

LEEDS

County / Region

WEST YORKS

Postcode

LS14 3H2

Country

ENGLAND

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

Consent signature

Date

30/07/05

**Directors** (see notes 1-5)

Please list directors in alphabetical order

Name

\* Style / Title

PROFESSOR

\* Honours etc

Forename(s)

EDWARD IAN

Surname

STENTIFORD

Previous forename(s)

Previous surname(s)

Address

NETHERFIELD

Usual residential address

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

Post town

LEEDS

County / Region

WEST YORKS

Postcode

LS17 9AN

Country

ENGLAND

Date of Birth

Day Month Year

02 11 1947

Nationality

BRITISH

Business occupation

UNIVERSITY PROFESSOR

Other directorships

CAP RECOVERY EUROPE LIMITED

NATIONAL COMPOST DEVELOPMENT ASSOC. LTD

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

Consent signature

Date

30/07/05

**Directors** (continued) (see notes 1-5)

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

This section must be signed  
by Either  
an agent on behalf of all  
subscribers

<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
---------------	----------------------	-------------	----------------------

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

<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF SPEAR FIR SYSTEMS LIMITED

1. The Company's name is " **Spear Fir Systems Limited** "

2. The Company's registered office is to be situated in England and Wales.

3.1 The object of the Company is to provide technical advice and research on organic waste treatment

3.2 Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-

3.2.1 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

3.2.2 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

3.2.3 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, and other negotiable or transferable instruments.

3.2.4 To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

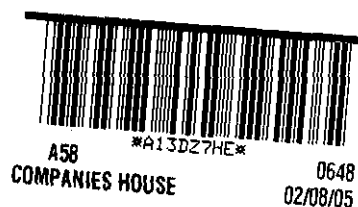
3.2.5 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any decrees, rights, privileges, and concessions.

3.2.6 To sell or otherwise dispose of the whole or any part of the property of the Company, either together or in portions, for such consideration as the Company may think fit but only with the unanimous approval of all members entitled to vote. These words to be added to Regulation 54 in Table A.

3.2.7 To remunerate any person, firm or company rendering services to the Company as may be thought expedient.

3.2.8 To distribute among the members of the Company in kind any property of the Company of whatever nature.

3.2.9 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.



3.2.10 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

3.2.11 AND so that:-

3.2.11.1 None of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company.

3.2.11.2 In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or reenactment of that provision for the time being in force.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 Ordinary shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of Subscriber

Number of shares taken

by the Subscriber

Edward Ian Stentiford

10

Netherfield

Mill Lane

Bardsey

Leeds

LS17 9AN

Date: 30 July 2005

Witness to the above signature: \_\_\_\_\_

Date: 30 July 2005

Full Name: Malcolm Albert Smith

Address: 21 Bracken Park

Scarcroft

Leeds LS14 3HZ

Total shares issued

10



# THE COMPANIES ACTS 1985 to 1989

## PRIVATE COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION OF

## *Spear Fir Systems Limited*

#### 1. PRELIMINARY

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.

1.2 In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re enactment of that provision for the time being in force.

#### 2. ALLOTMENT OF SHARES

2.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to Article 2.4 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

2.2 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the directors propose to issue shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers than the terms on which they were offered to the members. The foregoing provisions of this Article 2.2 shall have effect subject to section 80 of the Act.

2.3 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

2.4 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

### 3. SHARES

3.1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

3.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

### 4. GENERAL MEETINGS AND RESOLUTIONS

4.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and 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.

4.2.1 No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 4.2.2 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member shall be a quorum.

4.2.2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

4.2.3 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting 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 general meeting a quorum is not present within half an hour from the time appointed such adjourned general meeting shall be dissolved.

4.2.4 Regulations 40 and 41 in Table A shall not apply to the Company.

4.3.1 It and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in Article 4.3.3 below.

4.3.2 Any decision taken by a sole member pursuant to Article 4.3.1 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

4.3.3 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.

4.4 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.

4.5 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

## 5. APPOINTMENT OF DIRECTORS

5.1.1 Regulation 64 in Table A shall not apply to the Company.

5.1.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly.

5.2 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.

5.3 No person shall be appointed a director at any general meeting unless either:-

(a) he is recommended by the directors; or

(b) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

5.4.1 Subject to Article 5.3 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

5.4.2 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 determined in accordance with Article 5.1.2 above as the maximum number of directors and for the time being in force.

5.5 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to Article 5.4.1 above. For the purpose of this article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder.

## 6. BORROWING POWERS

6.1 With the unanimous approval of the Members, the directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as is thought fit

## 7. ALTERNATE DIRECTORS

Regulations 65 to 69 inclusive of Table A shall not apply to the company

8. **GRATUITIES AND PENSIONS**

8.1 Regulation 87 in Table A shall not apply to the Company.

9. **PROCEEDINGS OF DIRECTORS**

9.1.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

9.1.2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.

9.1.3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

10. **THE SEAL**

10.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee or directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

11. **NOTICES**

11.1 Without prejudice to regulations 112 to 116 inclusive in Table A, the Company may give notice to a member by electronic means provided that--

11.1.1 the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and

11.1.2 the electronic means used by the Company enables the member concerned to read the text of the notice.

11.2 A notice given to a member personally or in a form permitted by Article 11.1 above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be.

11.3 Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 11.1 above.

11.4 In this article "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.

12. **INDEMNITY**

12.1 Every director or other officer or auditor of the Company shall 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 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, or in connection with any application under section 144 or section 727 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 in so far as its provisions are not avoided by section 310 of the Act.

12.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

12.3 Regulation 118 in Table A shall not apply to the Company.

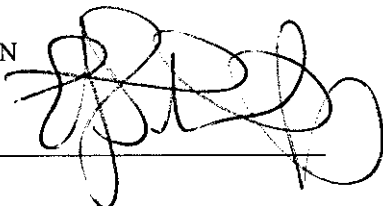
13. TRANSFER OF SHARES

13.1 The shares are deemed to be attached to the effective domicile of each member and may only be transferred in the event of a sale of the effective domicile in which event the shares shall be transferred to the purchaser

Regulations 23 to 28 inclusive of Table A shall not apply to the company

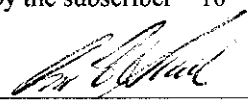
Name and address of Subscriber

Edward Ian Stentiford  
Netherfield  
Mill Lane  
Bardsey  
Leeds  
LS17 9AN



Date: 30 July 2005

Number of shares taken by the subscriber 10

Witness to the above signature:  Full Name: Malcolm Albert Smith

Address: 21 Bracken Park  
Scarcroft  
Leeds LS14 3HZ

Date: 30 July 2005