

FILE COPY



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

Company No. 5642166

The Registrar of Companies for England and Wales hereby certifies that
**FEDERAL-MOGUL (CONTINENTAL EUROPEAN OPERATIONS)
LIMITED**

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

Given at Companies House, London, the 1st December 2005



N05642166H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



12

Please complete in typescript,
or in bold black capitals

CHFP001

Declaration on application for registration

5642166

Company Name in full

FEDERAL-MOGLUL (CONTINENTAL
EUROPEAN OPERATIONS) LIMITED

I, MARK DAVID ANDERSON signing on behalf
of SWIFT INCORPORATIONS LIMITED

† 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

Declared at 33 CANDLER MEWS AMYAND PARK ROAD TWICKENHAM TW1 3JF

Day Month Year

on

01 12 2005

* Please print name.

before me* GEORGE KEPPE

Signed

Date

1/12/2005

† 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.

JORDANS LIMITED

20-22 BEDFORD ROW LONDON

WC1R 4JS Tel 020 7400 3333

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, 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



LD1 *L38TNAUS* 46
COMPANIES HOUSE 01/12/2005

Form revised June 1998



10

Please complete in typescript,
or in bold black capitals.

CHFP001

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

5642166

Company Name in full

FEDERAL-MO&UL (CONTINENTAL
EUROPEAN OPERATIONS) LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

c/o SIDLEY AUSTIN BROWN & WOOD

WOLGATE EXCHANGE, 25 BASINGHALL STREET

Post town

LONDON

County / Region

Postcode

EC2V 5HA

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.

X

Agent's Name

JORDANS LIMITED

Address

20-22 BEDFORD ROW

Post town

LONDON

County / Region

Postcode

WC1R 4JS

Number of continuation sheets attached

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.

JORDANS LIMITED

20-22 BEDFORD ROW LONDON

WC1R 4JS

Tel 020 7400 3333

DX number

DX exchange



LD1 *L38TOAU9* 45
COMPANIES HOUSE 01/12/2005

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

for companies registered in Scotland

DX 235 Edinburgh

Form April 2002

Company Secretary (see notes 1-5)

* Voluntary details

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME	*Style / Title			*Honours etc	
	Forename(s)				
	Surname	SWIFT INCORPORATIONS LIMITED			
	Previous forename(s)				
	Previous surname(s)				
Address †		1 MITCHELL LANE			
	Post town	BRISTOL			
	County / Region		Postcode	BS1 6BU	
	Country	ENGLAND			

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

Consent signature

Date

1/12/2005

Directors (see notes 1-5)

Please list directors in alphabetical order

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME	*Style / Title			*Honours etc	
	Forename(s)				
	Surname	INSTANT COMPANIES LIMITED			
	Previous forename(s)				
	Previous surname(s)				
Address †		1 MITCHELL LANE			
	Post town	BRISTOL			
	County / Region		Postcode	BS1 6BU	
	Country	ENGLAND			

Day Month Year

Date of birth

--	--	--	--	--	--

Nationality

UK REGISTERED

Business occupation

COMPANY REGISTRATION AGENT

Other directorships

NONE

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

Consent signature

Date

1/12/2005

Directors (see notes 1-5)

Please list directors in alphabetical order

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

☐

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

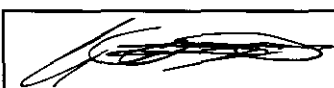
Consent signature

Date

This section must be signed by
Either

**an agent on behalf
of all subscribers**

Signed



Date

1/12/2005

Or the subscribers

Signed

Date

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

CH 411

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

FEDERAL-MOGUL (CONTINENTAL EUROPEAN OPERATIONS) LIMITED



5642166

1. The Company's name is "Federal-Mogul (Continental European Operations) Limited".
2. The Company's registered office is to be in England and Wales.
3. The Company's objects are:
 - 3.1 To carry on the business of acquiring, novating, investing in, entering into, assigning, disposing, holding, selling, participating in and/or managing, financial assets or instruments or any interests therein (including, without limitation, loans, debentures, warrants, securities, stocks, shares, partnership interests, interests in a fund or a trust, participations, sub-participations, currency swaps, interest rate swaps, credit default swaps and all other forms of derivatives, lease receivables and all other forms of receivables and any other financial instruments or goods, wherever situated in any currency whatsoever) and the financing, refinancing or hedging of such financial assets, instruments or interests therein by any means whatsoever (including, without limitation, secured, unsecured, asset backed and/or limited recourse financing or funding), whether by way of loan, debentures, securities, stocks, shares, partnership, fund or trust arrangements, participation, sub-participation, currency swaps, interest rate swaps, credit default swaps and all other forms of derivatives or hedge arrangements, discounting, factoring, securities, stock lending, leasing, hiring, forfeiting, credit sale, conditional sale, acceptance credits or any other appropriate methods of financing and in any currency and other terms whatsoever.
 - 3.2 To act as and carry on the business of a holding company, to co-ordinate the policy and administration of any group of companies in which the Company is a member or participant or which are controlled by or associated with the Company in any manner, to assist financially, subsidise or enter into subvention agreements with any such companies, and to provide for them administrative, executive, managerial, secretarial and accountancy services or staff, office accommodation or social or welfare services and facilities, to act as secretaries, directors, registrars, managers and agents thereof and to do anything which will or may promote the interests of the businesses carried on by any such group of companies.
 - 3.3 To invest in any investments or securities or options or other rights to acquire any such investments, securities and related or derivative rights and to hold, sell or otherwise deal with such investments, securities, other rights or currencies or other



financial assets.

- 3.4 To purchase or otherwise acquire any estate or interest in and to take options over, build, construct, lease, let or hire, develop, exploit, supervise or manage any property, real or personal, and rights of any kind and the whole or any part of the business, transactions, undertaking, assets and liabilities of any person.
- 3.5 To provide services of all descriptions.
- 3.6 To borrow and raise money in any manner that the Company thinks fit, whether by the creation and issue of bonds, debentures or debenture stock or other securities, convertible into any stock or shares or securities of the Company if so thought fit, or otherwise howsoever, and to obtain and utilise banking facilities of any nature on any terms and for any purpose whatsoever, including but not limited to facilities for the issue by any bank or financial institution of bonds, guarantees, indemnities, documentary and other credits to any person in respect of the obligation or purported obligations of the Company, and to give counter-indemnities on any terms to any banks or financial institutions issuing such bonds, guarantees, indemnities, documentary or other credits and to accept money on deposit and to secure the discharge of any debt or other obligation of or binding on the Company by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets present or future), including its uncalled capital, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance or pledge.
- 3.7 To enter into any guarantee, contract of indemnity or suretyship and in particular, but without limitation, to guarantee, support or secure, with or without consideration or other advantage (whether direct or indirect), and whether by personal covenant or mortgage, charge or lien over all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by any other means, the performance of any obligations or commitments of and the repayment or payment of the principal amounts of, and any premiums, dividends, interest, commissions, charges and other moneys payable on or in respect of any securities or liabilities of any person including, without limitation, any body corporate which is for the time being the Company's holding company, the Company's subsidiary, a subsidiary of the Company's holding company or any person which is for the time being a member or otherwise has an interest in the Company or is associated with the Company in any business or venture. For the purposes of this paragraph, "guarantee" includes any obligation: however described, to pay, satisfy, provide funds for the payment or satisfaction of (including, without limitation, by advance of money, purchase of or subscription for shares or other securities and purchase of assets or services), indemnify against the consequences of default in the payment of or otherwise be responsible for, any indebtedness of any other person.
- 3.8 To lend, advance or deposit money and provide credit and financial accommodation (by means of a loan, guarantee, indemnity or otherwise), with or without security, to any person, firm or company.
- 3.9 To acquire an interest in, amalgamate with or enter into partnership or any profit-sharing arrangement with, or to cooperate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise, any person and to act as agents and brokers for and perform services for any person.

- 3.10 To sell, improve, lease, mortgage, charge, exchange, let on hire, grant licences, easements, options and other rights over, and in any other manner deal with or dispose of the whole or any part of the undertaking, property and assets (present and future) of the Company for any consideration, including, without limitation, for shares or other securities, whether fully or partly paid up. of any person or for a share of profit or a royalty or other periodical or deferred payment.
- 3.11 To pay by cash or to issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or to satisfy or act as security for any debt, obligation or liability even if less than the nominal amount of such securities).
- 3.12 To receive cash or securities allotted by any Company, payment or part payment for any real or personal property disposed of or dealt with by the Company or for any services rendered by the Company or to satisfy or act as security for any debt obligation or liability.
- 3.13 To give to any person remuneration or other compensation or reward for services rendered or to be rendered in issuing or placing, assisting and guaranteeing the issuing or placing and procuring the underwriting of any shares. stocks. debentures. bonds or other securities of the Company or of any person in which the Company may be interested or proposes to be interested, or in connection with the conduct of the business of the Company or in connection with its formation.
- 3.14 To pay out of the funds of the Company all or any costs, charges and expenses which the Company may lawfully pay either to procure the registration or incorporation of the Company in or under the laws of any place outside England and Wales or of or incidental to its promotion, formation and registration or that of any other person formed, promoted, financed or assisted by the Company.
- 3.15 To enter into any arrangement with a government or authority, whether national, international, municipal, local or otherwise, or other person and to obtain from any government or authority or person any legislation, order, right, privilege, licence or permit, franchise or concession.
- 3.16 To apply for, register, purchase or by other means acquire and hold, protect, prolong, renew, sell or otherwise deal with any patent, patent right, brevet d'invention, licence, secret process, invention, trade mark, service mark, copyright, design, know-how, protection and concession and any right of the same or similar effect or nature, and to use, develop, turn to account, manufacture under and grant licences and privileges in respect of those things, and to spend money in experimenting with, testing, researching. improving and seeking to improve any of those things.
- 3.17 To purchase, subscribe for or otherwise acquire and hold (in each case absolutely or conditionally) and deal with any shares, stocks, bonds, debentures and other securities of any person and to form, promote, co-ordinate, finance, assist and manage the business and operation of any person in which the Company has an interest.
- 3.18 To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or

transferable instruments.

- 3.19 To support, subscribe to and contribute to any charitable or public object and any institution, society and club and to execute any trusts which may be for the benefit of the Company or persons who are or were directors, officers or employees of the Company, its predecessor in business, any subsidiary of the Company or any person allied to or associated with the Company, or which may be connected with any town or place where the Company carries on business, to subsidise and assist any association of employers or employees and any trade association and to grant pensions, gratuities, annuities and charitable aid and to provide advantages, facilities and services to any person (including any director or former director) who may have been employed by or provided services to the Company, its predecessor in business, any subsidiary or holding company of the Company or which is a subsidiary of any such holding company or any person allied to or associated with the Company and to the spouses, children, dependants and relatives of those persons and to make advance provision for the payment of those pensions, gratuities and annuities by establishing or acceding to any trust, scheme or arrangement whether or not capable of approval by the Commissioners of Inland Revenue under any relevant Legislation; the directors think fit to appoint trustees and to act as trustee of any trust scheme or arrangement, and to purchase and maintain and to make payments towards any type of insurance for or for the benefit of those persons and their spouses, children, dependants and relatives.
- 3.20 To establish, support and maintain profit-sharing or share purchase schemes for the benefit of employees of the Company and any of its subsidiaries and, in particular, but without limitation, to establish and contribute to any scheme for the acquisition by trustees of shares or other securities of the Company to be held for the benefit of the employees of the Company or (so far as permitted by law) any subsidiary of the Company or any person allied to or associated with the Company and to lend to those employees or to trustees on their behalf to enable them to purchase or subscribe for shares or other securities of the Company.
- 3.21 To cease carrying on or to wind up any business or activity of the Company and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- 3.22 To distribute among the shareholders in specie any of the Company's property and any proceeds of sale or disposal of any of the Company's property and for that purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction in capital shall be made except with the sanction for the time being required by law.
- 3.23 To do all or any of the above things or matters in any part of the world either as principal, agent, contractor, trustee or otherwise and by or through trustees, agents, subcontractors or otherwise and either alone or in conjunction with others.
- 3.24 To carry on any other activity and do anything of any nature which, in the opinion of the directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members.

- 3.25 To do all things that are in the opinion of the directors incidental or conducive to the attainment of all or any of the above objects or the exercise of all or any of its powers.

In this clause 3:

- (a) "**subsidiary**" and "**holding company**" shall have the meanings given to such expressions by section 736 of the Companies Act 1985;
 - (b) "**company**" includes any partnership, firm or other body of persons, whether formed, domiciled or resident in the United Kingdom or elsewhere and whether incorporated or unincorporated;
 - (c) "**person**" includes any company as well as any legal or natural person;
 - (d) "**and**" and "**or**" shall mean "and/or" where the context so permits;
 - (e) "**other**" and "**otherwise**" shall not be construed *ejusdem generis* where a wider construction is possible; and
 - (f) the objects specified in the above paragraphs of this clause shall not, except where otherwise specifically provided in the relevant paragraph, be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any trade or business carried on by the Company, or by the fact that at any time the Company is not carrying on any trade or business but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of those paragraphs defined the objects of a separate, distinct and independent company; and
 - (g) none of the paragraphs of this clause 3 or the objects or powers specified or conferred in or by them is deemed subsidiary or ancillary to the objects or powers mentioned in any other paragraph.
4. The liability of the members is limited.
5. The Company's share capital is £10,000 divided into 10,000 shares of £1.00 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

Instant Companies Limited
1 Mitchell Lane
Bristol BS1 6BU



-

One

Total shares taken

-

One

Dated 1.12.2005

Witness to the above Signature:-

Glenys Copeland
1 Mitchell Lane
Bristol BS1 6BU



THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

FEDERAL-MOGUL (CONTINENTAL EUROPEAN OPERATIONS) 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) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (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 therefor 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 or a duly authorised representative of a corporation, 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 therefor 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 If 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 appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received 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 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 they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

7. ALTERNATE DIRECTORS

7.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company 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, and the first sentence of regulation 66 in Table A shall be modified accordingly.

7.2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

8. GRATUITIES AND PENSIONS

8.1.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

8.1.2 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 of 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 in 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.

10.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

11. PROTECTION FROM LIABILITY

For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office and "Associated Company" shall bear the meaning referred to in section 309A(6) of the Act. Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply:

11.1 the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability.

11.2 every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.

11.3 regulation 118 in Table A shall not apply to the Company.

12. TRANSFER OF SHARES

12.1 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, and the first sentence of regulation 24 in Table A shall not apply to the Company.

Name and address of Subscriber

Instant Companies Limited
1 Mitchell Lane
Bristol BS1 6BU



Dated 1.12.2005

Witness to the above Signature:-

Glenys Copeland
1 Mitchell Lane
Bristol BS1 6BU

