

FILE COPY



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

Company No. 5841112

The Registrar of Companies for England and Wales hereby certifies that

REDHILL FINANCE 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 8th June 2006



N058411129



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

584 1112

Company Name in full

REDHILL FINANCE LIMITED

I, KATARINA SAFAI

of LONDINIVM MANAGEMENT LTD

† 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

[Signature]

Declared at

De Pinna Notary, 35 Piccadilly, W1

Day Month Year

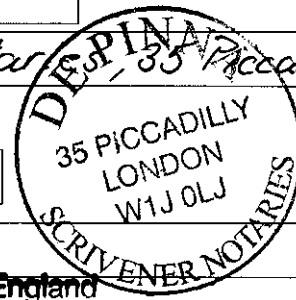
On

08 06 2006

● Please print name.

before me

J. KERR MILLIGAN
Notary Public of London, England



Signed

[Signature]

Date

08-06-2006

† 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.

LONDINIVM MANAGEMENT LTD

THIRD FLOOR EAST, 12 BRIDEWELL PLACE, LONDON EC4V 6AP

Tel 020 7427 0128

DX number

DX exchange



LD1
COMPANIES HOUSE

138
08/06/2006

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

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

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

584 1112

Company Name in full

REDHILL FINANCE LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THIRD FLOOR, EAST

12 BRIDEWELL PLACE

Post town

LONDON

County / Region

Postcode EC4V 6AP

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

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.

LONDINIVM MANAGEMENT LTD

THIRD FLOOR, EAST, 12 BRIDEWELL PLACE, LONDON EC4V 6AP

Tel 020 7427 0128

DX number

DX exchange



LD1
COMPANIES HOUSE

LR61UG3X

139
08/06/2006

v 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

Company Secretary (see notes 1-5)

Company name		REDHILL FINANCE LIMITED	
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname		LINCOLN SECRETARIES LTD	
Previous forename(s)			
Previous surname(s)			
Address ††		62 PRIORY ROAD	
		NOAK HILL	
Post town		ROMFORD	
County / Region		ESSEX	Postcode RM3 9AP
Country		U.K	

†† 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.

☐

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

Consent signature
LINCOLN SECRETARIES LIMITED**Date**

7/6/2006

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname		LONDINVIM MANAGEMENT LTD	
Previous forename(s)			
Previous surname(s)			
Address ††		THIRD FLOOR, EAST	
		12 BRIDEWELL PLACE	
Post town		LONDON	
County / Region			Postcode EC4V 6AP
Country		U.K	

†† 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.

☐

Day Month Year

Date of birth

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

Nationality**Business occupation****Other directorships**

SEE ATTACHED

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

Consent signature
K. SAGAR**Date**

7/6/2006

(see notes 1-5)

Please list directors in alphabetical order

* Voluntary details	NAME	*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"/>				
†† 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.	Address ††				
	<input type="checkbox"/>				
	<input type="text"/>				
	<input type="text"/>				
	<input type="text"/>				
Post town		<input type="text"/>			
County / Region		<input type="text"/>	Postcode	<input type="text"/>	
Country		<input type="text"/>			
Date of birth		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					
Consent signature		<input type="text"/>		Date	<input type="text"/>

[illegible]

LONDINIVM MANAGEMENT LIMITED

Data Sheet

Date of Incorporation 23/12/2003

Company Number 5002889

Appointments to Other Companies

MC SHIPPING (UK) LIMITED as Director

Appointed on: 01/03/2004 Confirmed: Y

Resigned on: 24/04/2004 Confirmed: Y

GERMANNETWORKS LIMITED as Director

Appointed on: 13/04/2004 Confirmed: Y

Resigned on: 04/05/2004 Confirmed: Y

LEISURE CATERING MANAGEMENT SERVICES LIMITED as Director

Appointed on: 26/04/2004 Confirmed: Y

Resigned on: 06/08/2004 Confirmed: Y

WATERWAYS HILL LIMITED as Director

Appointed on: 16/03/2004 Confirmed: Y

MED EUROPE LIMITED as Director

Appointed on: 21/07/2004 Confirmed: Y

AQUAGOLD LIMITED as Director

Appointed on: 30/04/2004 Confirmed: Y

DURWOOD LIMITED as Director

Appointed on: 30/03/2004 Confirmed: Y

LONDINIVM INVESTMENTS LIMITED as Director

Appointed on: 26/03/2004 Confirmed: Y

MYCOMP LIMITED as Director

Appointed on: 24/03/2005 Confirmed: Y

Resigned on: 04/04/2005 Confirmed: Y

BERKELEY MANOR LIMITED as Director

Appointed on: 09/02/2004 Confirmed: Y

LONDINIVM MANAGEMENT LIMITED

Data Sheet

Date of Incorporation 23/12/2003

Company Number 5002889

MONVISO SWEET FOODS LTD as Director

Appointed on: 10/02/2004 Confirmed: Y

CRYSTALHAVEN LIMITED as Director

Appointed on: 30/03/2004 Confirmed: Y

GREY STONE MANAGEMENT LIMITED as Director

Appointed on: 30/03/2004 Confirmed: Y

WHITEFIELD CAPITAL LIMITED as Director

Appointed on: 01/07/2005 Confirmed: Y

SEAWARD LIMITED as Director

Appointed on: 07/10/2004 Confirmed: Y

MOVETOWN LIMITED as Director

Appointed on: 30/03/2004 Confirmed: Y

CAUTE INVESTMENTS LIMITED as Director

Appointed on: 15/11/2004 Confirmed: Y

Resigned on: 08/09/2005 Confirmed: Y

INVESTMENT ONE LIMITED as Director

Appointed on: 26/01/2005 Confirmed: Y

POWER VENTURE CAPITAL LIMITED as Director

Appointed on: 07/02/2005 Confirmed: Y

MED SEA INVEST LIMITED as Director

Appointed on: 03/06/2005 Confirmed: Y

AZUR PROPERTY INVESTMENTS LIMITED as Director

Appointed on: 28/07/2005 Confirmed: Y

Resigned on: 29/07/2005 Confirmed: Y

LONDINIVM MANAGEMENT LIMITED

Data Sheet

Date of Incorporation 23/12/2003

Company Number 5002889

FIPARCA INVEST LIMITED as Director

Appointed on: 06/09/2005 Confirmed: Y

SHERMAN & PARTNERS LIMITED as Director

Appointed on: 21/02/2006 Confirmed: Y

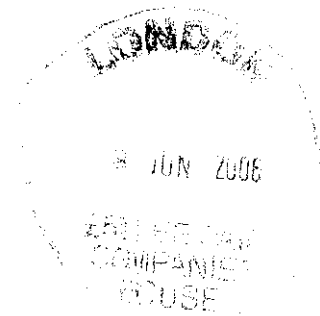
HOLDING K36 LIMITED as Director

Appointed on: 21/02/2006 Confirmed: Y

IP SOLUTION SERVICES LIMITED as Director

Appointed on: 07/04/2006 Confirmed: Y

201682



THE COMPANIES ACTS 1985 to 1989

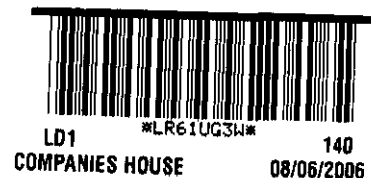
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

5841112

REDHILL FINANCE LIMITED

- 1 The Company's name is "REDHILL FINANCE LIMITED".
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are:
 - (a) To carry on the business of a general commercial company.
 - (b) In particular, to endeavour the business of a general holding company and to carry on activities related to the purposes of such holding companies such as acquiring by subscription or otherwise, holding, selling, dealing with and disposing of, placing and underwriting shares, stocks, debentures, debenture stocks, bonds, patents, or any other securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and any such securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world; acquiring by purchase, leasing, exchanging, hiring or otherwise and taking options over any property whatever, and any rights or privileges of any kind over or in respect of any property of any kind necessary or convenient for the purpose of or in connection with the Company's business; as well as taking on lease or in exchange, hiring or by any other means acquiring and taking options over any freehold, leasehold or any other real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the Company.
 - (c) To acquire by purchase, application, registration or otherwise and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, licenses, secret processes, trade marks, designs, protections and concessions or any other intellectual property rights and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licenses or privileges in respect of the same.



- (d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and undertake all or any of the liabilities of such person, firm or company as part of the consideration for such acquisition, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licenses, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (f) To invest and deal with the moneys of the Company not immediately required and to hold or otherwise deal with any investments made in such manner as the Company may from time to time determine.
- (g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon and terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (h) 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.
- (i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, warrants, debentures, and other negotiable or transferable instruments.

- (j) To oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (k) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest.
- (l) To promote any other company for the purpose of acquiring the whole or any part of the business or property of undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (m) To sell or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit.
- (n) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees of the Company, or of any other company which is its holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund.
- (o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (p) To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise.
- (q) To distribute among the Members of the Company in kind any property of the Company properly distributable amongst the members.
- (r) To pay or procure the payment of all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.

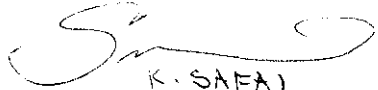
- (s) To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors or employees of the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, officer or Auditor against any liability incurred by such persons in respect of any act or omission by them in relation to the carrying out of their obligations and duties in relation to the Company.
- (t) Subject to and in accordance with a due compliance with the provisions of section 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.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) To do all or any of the things authorised in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause.

AND so that:

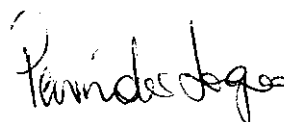
- (1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provisions 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.
- (2) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- (3) 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 re-enactment of that provision for the time being in force.
- 4 The liability of the Members is limited.
- 5 The Company's share capital is £100,000 divided into 100,000 shares of £1 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 our respective name.

Name and address of Subscriber	Number of shares taken by the Subscriber
LONDINIVM INVESTMENTS LTD Third Floor East 12 Bridewell Place London EC4V 6AP	One  K. SAFAI
Total shares taken	One

Dated this 7th June 2006



Witness to the above Signatures:

Pervinder Sagoo
LINCOLN SECRETARIES LIMITED
62 Priory Road
Noak Hill, Romford
Essex RM3 9AP

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

REDHILL FINANCE LIMITED

PRELIMINARY

1. (a) 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 regulations of the Company.

(b) 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.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (c) 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.

(b) 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.

(c) 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 but unissued 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 of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 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. Clause 8 in Table A shall be modified accordingly.

4. 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 Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

5. (a) 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 regards 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.

(b) Clause 37 in Table A shall be read and construed as if the last sentence were omitted therefrom.

(c) No business shall be transacted at any General Meeting unless a quorum is present. Subject to paragraph (d) 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.

(d) 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.

(e) 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.

(f) Clauses 40 and 41 in Table A shall not apply to the Company.

6. (a) 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 save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.

(b) Any decision taken by a sole Member pursuant to paragraph (a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

7. Clause 62 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom.

APPOINTMENT OF DIRECTORS

8. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. 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. Whensoever the minimum number of the Directors shall be 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 Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

- (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty-five 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.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) 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 paragraph (b) above as the maximum number of Directors and for the time being in force.

(g) In any case where as the result of the death of a sole Member of the Company the Company has no Members and no Directors the personal representatives of such deceased Member 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 paragraph (e) of this Article.

BORROWING POWERS

9. 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.

ALTERNATE DIRECTORS

10. (a) 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 Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 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.

(c) Clause 66 in Table A shall be read and construed as if the last sentence were omitted therefrom.

GRATUITIES AND PENSIONS

11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(ii) (s) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDING OF DIRECTORS

12. (a) Clause 88 in Table A shall be read and construed as if the third sentence were omitted therefrom.

(b) 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 as aforesaid 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.

(c) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

THE SEAL

13. (a) 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 Clause 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 in Table A shall not apply to the Company.

(b) 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.

NOTICES

14. (a) A notice may be given by the Company to any Member or other persons entitled to a share in consequence of the death or bankruptcy or a Member by post or by telegraphic or telex or facsimile communication. Clauses 112 and 116 in Table A shall be modified accordingly.

(b) Clause 112 in Table A shall be read and construed as if the last sentence were omitted therefrom.

(c) A notice given by post shall be deemed to be given at the expiration of 96 hours after the envelope containing it was posted and a notice given by telegraphic or telex or facsimile communication. Clause 115 in Table A shall be modified accordingly.

(d) Clause 116 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom.

INDEMNITY

15. (a) 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.

(b) 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.

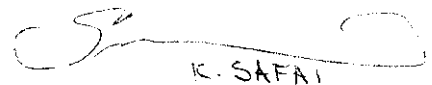
(c) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

16. 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 Clause 24 in Table A shall not apply to the Company.

Names and addresses of Subscriber

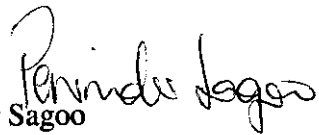
1. LONDINIVM INVESTMENTS LTD
Third Floor East
12 Bridewell Place
London
EC4V 6AP



K. SAFAI

Dated 7th June 2006

Witness of the above Signature:-


Pervinder Sagoo
LINCOLN SECRETARIES LIMITED
62 Priory Road
Noak Hill, Romford
Essex RM3 9AP