

The Companies Act 1985
COMPANY LIMITED BY SHARES
MEMORANDUM and ARTICLES of ASSOCIATION
of

*EDP Camelot Limited
* As Amended By Resolution Dated 31 January 2007

SC 301741



THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

*EDP Camelot Limited

- I The name of the Company is *EDP Camelot Limited
- II The registered office of the Company will be situated in Scotland
- III The objects for which the Company is established are
 - (1) To carry on for profit in the United Kingdom or elsewhere any business, undertaking, project or enterprise of any description and all or any trades, process and activities connected therewith or ancillary or complimentary thereto
 - (2) To carry on any other business which may be advantageously carried on in connection with any of the objects of the Company
 - (3) To acquire and take over the whole or any part of the business and liabilities of any person carrying on any business which the Company is authorised to carry on or entitled to any property or rights suitable for any of the objects of the Company
 - (4) To subscribe for, take, purchase, and otherwise acquire and hold shares, stocks, debentures and other interests in any company having objects similar to those of the Company
 - (5) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the business of the Company
 - (6) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the business, property and rights of the Company
 - (7) To sell, feu, let, hire, licence, give in exchange and otherwise dispose of all or any part of the business, property and rights of the Company
 - (8) To apply for, register, purchase and otherwise acquire any patent rights, licences, trade marks, trade names, designs, inventions, copyrights and secret processes which may be advantageous for the purposes of the business of the Company

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- (9) To lend money and give credit to any person with or without security
- (10) To borrow money and give security for the payment of money by, or the performance of other obligations of, the Company or any other person
- (11) To guarantee the payment of any moneys and the performance of any contracts, liabilities, duties, obligations or engagements of any company, society, association, body, firm or person, including without prejudice to the foregoing generality any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985 or any re enactment thereof or a subsidiary of such holding company, or otherwise associated with the Company in business and whether or not this Company receives directly or indirectly any benefit, consideration or advantage therefrom, and to secure the said payment, performance, obligations and others in such manner of way as the Company may think fit by granting any security upon the whole or any part of the Company's undertaking, property, revenue or assets (whether present or future) including uncalled capital with powers of sale and other usual and necessary powers
- (12) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (13) To establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the Company or of any company which is its holding company or is a subsidiary of the Company or of any such holding company or otherwise is allied to or associated with the Company, or who is or was at any time director or officer of the Company or of such other company, or who was at any time proprietor or in the employment of any business acquired by the company or such other company, and the wife, widow, relatives and dependants of any such individual, to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person
- (14) To promote any Act of Parliament, Provisional Order and other authority to enable the Company to carry on its business, alter its constitution, and achieve any other purpose which may promote the Company's interests, and to oppose or object to any application or proceedings which may prejudice the Company's interests.
- (15) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the business of the Company and to obtain from any such organisation, government or authority any charter, right, privilege and concessions

- (16) To enter into partnership or any other arrangement for sharing profit, co operation or mutual assistance, with any person
- (17) To give and accept as consideration for any business, property and rights acquired or disposed of, any shares, debentures or securities
- (18) To distribute in kind among the Members of the Company any property of the Company
- (19) To promote any company which may seem advantageous for the purposes of the business of the Company
- (20) To effect insurance against risks of all kinds
- (21) To invest moneys of the Company not immediately required for the purposes of its business in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous and to dispose of and vary such investments and securities
- (22) To subscribe and guarantee money for charitable, benevolent and artistic objects
- (23) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others
- (24) To do anything which may be deemed incidental or conducive to the attainment of any of the objects of the Company

And it is hereby declared that the objects of the Company specified in each sub clause of this clause are separate and distinct objects of the Company and shall not be in any way limited by reference to any other sub clause or the order in which they occur or the name of the Company

In this clause where the context so admits

"property" means any property, heritable or moveable, real or personal wherever situated

IV The liability of the Members is limited

V The share capital of the Company is £10,000 divided into 10,000 ordinary shares of £1 00 each

I, the person whose name, address and description is subscribed, is desirous of being formed into a company in pursuance of this Memorandum of Association and I respectively agree to take the number of shares in the capital of the Company set opposite my name

Name and address
of subscriber

Number of shares taken
by subscriber

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

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CONSTITUTION OF COMPANY

- 1 The Regulations contained and incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall be deemed to be incorporated in these Articles and shall apply to the Company with the exception of Regulations 24, 64, 73 to 75 inclusive, 79, 80, 81, 87, 94 to 98 inclusive and 118 and any other Regulation to the extent that it is inconsistent with these Articles

SHARE CAPITAL

- 2 The Directors are unconditionally authorised for the purposes of Section 80 of the Act to exercise for a period of five years from the date of incorporation of the Company any power of the Company to allot any relevant securities as defined in Sub section (2) of that Section up to the amount of the share capital created on incorporation of the Company
- 3 Sub section (1) of Section 89 and Sub sections 1 to 6 of Section 90 of the Act shall not apply
4. The Directors shall have power to allot, grant options and otherwise dispose of any unissued shares of the Company to such persons, on such terms and in such manner as they think fit, subject to the limitations imposed by Article 2 hereof

LIEN

- 5 In Regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted and the words "and the Company shall also have a first and paramount lien in all shares standing registered in the name of a single person or in the name of any person jointly with another or others for all monies presently payable by him or any of them or his estate or their estates to the Company" shall be inserted after the words "in respect of that share"

TRANSFER OF SHARES

- 6 An instrument of transfer of any share shall be executed by the transferor (and, in the case of a partly paid share, shall also be executed by or on behalf of the transferee) The transferor shall be deemed to remain the holder until the name of the transferee is entered in the Register of Members in respect of such share

- 7 The Directors may in their absolute discretion without giving any reason decline to register any transfer of any share They may also refuse to register a transfer unless
- (a) it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer,
 - (b) it is in respect of only one class of shares, and
 - (c) it is in favour of not more than four transferees

FORFEITURE OF SHARES

- 8 In Regulation 18 of Table A the words "and all expenses that may have been incurred by the Company by reason of such non payment" shall be added at the end of the first sentence

GENERAL MEETINGS

- 9 In Regulation 46 of Table A paragraphs (a) to (d) inclusive shall be omitted and the words "by any member" shall be inserted in their place

NUMBER OF DIRECTORS

- 10 Unless otherwise determined by Ordinary Resolution, the number of Directors (other than Alternate Directors) shall not be subject to any maximum

BORROWING POWERS

- 11 The Directors may borrow money and give security for the payment of money by, or the performance of other obligations of, the Company or any other person

POWER AND DUTIES OF DIRECTORS

- 12 A Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he is interested and if he shall so vote his vote shall be counted, and whether voting or not he shall if present be counted in ascertaining whether a quorum is present at any meeting at which any such contract or proposed contract or arrangement is under consideration

- 13 The Directors are empowered to exercise all the powers of the Company set out in Clause III (13) of the Memorandum Any Director may vote in favour of the exercise of any such power notwithstanding that he is or may become interested therein and he shall be entitled to retain any benefit received by him pursuant to the exercise of any such power

- 14 APPOINTMENT AND RETIREMENT OF DIRECTORS

The Directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors

DISQUALIFICATION OF DIRECTORS

- 15 The office of Director shall be vacated if the Director
- (a) resigns his office by notice in writing to the Company,
 - (b) becomes bankrupt or apparently insolvent or makes any arrangement or composition with his creditors generally,
 - (c) becomes prohibited from being a Director by reason of any statutory provision, and
 - (d) he is, or may be, suffering from mental disorder and either
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under The Mental Health Act 1983 or, in Scotland, an application for admission under The Mental Health (Scotland) Act 1984, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs

ROTATION OF DIRECTORS

- 16 The Directors shall not be subject to retirement by rotation and all references in Table A to retirement by rotation shall be disregarded

ALTERNATE DIRECTORS' EXPENSES

- 17 In Regulation 83 of Table A there shall be inserted between the words "Directors" and "may" occurring in the first line thereof the words "(including alternate Directors)"

PROCEEDINGS OF DIRECTORS

- 18 In the event of there being a sole Director, such Director shall have authority to exercise all the powers by these Articles vested in the Directors generally and Regulations 89 and 90 of Table A shall be modified accordingly

A Resolution in writing, signed or approved by letter, fax, telex or cablegram by each Director, or by each member of a committee, shall be as valid as a resolution duly passed at a meeting of the Directors or of such a committee and Regulation 93 of Table A shall be modified accordingly

WINDING UP

- 19 If the Company shall be wound up any Director, agent, trustee or Member of the Company alone or jointly with any other person may become a purchaser of property belonging to the Company

INDEMNITY

- 20 Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against any loss or liability 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 in which decree is granted in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which he is relieved from liability by the Court and, subject to Section 310 of the Act, no Director or other officer shall be liable for any loss or damage sustained by the Company in consequence of his execution of the duties of his office