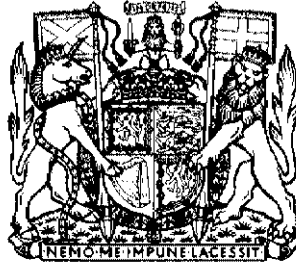


File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 365446

The Registrar of Companies for Scotland hereby certifies that
AQUATECH COOLING 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 on 11th September 2009



NSC365446J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— *for the record* —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

365446

Company name

AQUATECH COOLING SYSTEMS LIMITED

I,

GODWIN OKECHUKWU OSIGWE

of

**136A NORTH HIGH STREET
MUSSELBURGH
EAST LOTHIAN
UNITED KINGDOM
EH21 6AS**

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House
— for the record —

10(ef)

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

Received for filing in Electronic Format on the: **11/09/2009**



XB74DD6F

*Company Name
in full:* **AQUATECH COOLING SYSTEMS LIMITED**

*Proposed Registered
Office:* **5TH FLOOR
7 CASTLE STREET
EDINBURGH
EH2 3AH**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **JORDANS (SCOTLAND) LIMITED**

Agent's Address: **24 GREAT KING STREET
EDINBURGH
EH3 6QN**

Company Secretary

Name **MBM SECRETARIAL SERVICES LIMITED**

Address: **5TH FLOOR
7 CASTLE STREET
EDINBURGH
UNITED KINGDOM
EH2 3AH**

Consented to Act: **Y** *Date authorised* **11/09/2009** *Authenticated:* **YES**

Director]:

Name **MR GODWIN OKECHUKWU OSIGWE**

Address: **136A NORTH HIGH STREET
MUSSELBURGH
EAST LOTHIAN
UNITED KINGDOM
EH21 6AS**

Nationality: **NIGERIAN**

Business occupation: **DIRECTOR**

Date of birth: **16/02/1962**

Consented to Act: **Y** *Date Authorised:* **11/09/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent**

Date Authorised: **11/09/2009**

Authenticated: **Yes**

THE COMPANIES ACT

MEMORANDUM of ASSOCIATION

AQUATECH COOLING SYSTEMS LIMITED

MBM COMMERCIAL LLP
5th FLOOR
7 CASTLE STREET
EDINBURGH
EH2 3AH

Tel: (0131) 226 8200
Fax: (0131) 226 8240

MEMORANDUM OF ASSOCIATION
of
AQUATECH COOLING SYSTEMS LIMITED
A PRIVATE LIMITED COMPANY
incorporated under
The Companies Act

1. The Company's name is "AQUATECH COOLING SYSTEMS LIMITED"
2. The Company's registered office is situated in Scotland.
3. The Company's objects are:-
 - 3.1 to carry on the business of a general commercial company undertaking any trade, business, project or enterprise of whatever description, whether of a private or public nature, and all or any processes and activities incidental or conducive to, or connected with, such business, directly or indirectly, whether by itself or through any subsidiary, associated or allied company, or firm, or other business arrangement, as the Company or its Directors decide may be appropriate, convenient, expedient or reasonable to advance, promote, improve or develop the interests of the Company or its members;
 - 3.2 to develop, manufacture, extract, refine, process, purchase, sell, repair, transport, store, export, import, let on hire, or otherwise deal in, all kinds of materials, substances, goods, articles and property, whether corporeal or incorporeal, and services of any kind;
 - 3.3 to purchase, feu, take on lease, hire, exchange or otherwise acquire and hold, and to sell, let or otherwise dispose of, in whole or in part, any lands, interests in land, buildings, plant, machinery, stock-in-trade, business concerns and any heritable or moveable, corporeal or incorporeal, real or personal property or interest whatsoever, wherever situated, and to construct, alter, repair, demolish, manage and maintain any of the foregoing;
 - 3.4 to borrow, or raise, money or other forms of finance, and to secure the payment of money or finance and the observance of any obligations relating to them, in such manner and for such purposes as the Directors shall think fit, and to mortgage, use as security, or otherwise charge or encumber, in any manner whatsoever permitted in any relevant jurisdiction in which the

* Name on Incorporation

Company has assets or carries on business, and, in particular, to secure by way of fixed charge, mortgage, debenture or floating charge over, the whole or any part of the undertaking, property or assets, present and future, including uncalled capital, of the Company and to create, issue and accept Securities;

- 3.5 to draw, make, accept, endorse, discount, execute, issue, negotiate and deal in promissory notes, bills of exchange, shipping documents, documentary credits and other negotiable or transferable instruments, and to buy, sell and deal in currencies, commodities, options, swaps, traded options or futures (financial or commodity) and any other financial instruments or products;
- 3.6 to lend or advance money, place or accept money on deposit or current account, or provide credit to any person, and on such terms and such security as may be thought fit, at the Directors' discretion, and to deposit money with any bank, deposit-taker or other financial organisation;
- 3.7 to guarantee, or give security, surety or any other form of cautionary obligation, for the payment of money by, or for the performance of any contract or obligation by, or for the payment or repayment of any principal, interest, dividends and premiums on, and any other obligations by, the Company, any Associated Company or any other person;
- 3.8 to promote the interests, business or undertaking of any Associated Company which is for the time being a subsidiary or holding company, or subsidiary of any holding company of the Company in any manner whatever and, in particular, by paying or discharging the liabilities or obligations of any Associated Company or undertaking, or giving any undertaking to do so, whether by giving any indemnity or any guarantee in respect of such liabilities, or by giving any security or charge for any such indemnity or guarantee, or for the payment of money or performance of obligations by any Associated Company, either with, or without, consideration, and whether or not any benefit flows to the Company other than the promotion of such Associated Company's interests, business or undertaking;
- 3.9 to invest and deal with the funds of the Company in such investments, Securities or other financial arrangements, as may from time to time be determined by the Directors or approved by the Company in general meeting;
- 3.10 to subscribe for, underwrite, purchase, deal with, dispose of or otherwise acquire or deal in Securities of any company, fund, business or trust;
- 3.11 to acquire, hold, operate, deal with or dispose of all, or any part, of the undertaking, property, business, liabilities or assets of any person, whether as part of the consideration for, or arrangements of, any acquisition, disposal, or otherwise;
- 3.12 to amalgamate or enter into partnership, joint venture, profit or loss sharing arrangement, or any other arrangement with any person;
- 3.13 to carry out, or arrange, experiments or other research and development in

connection with any aspect of the business or any proposed business of the Company, and to apply for, acquire, use, protect, prolong, renew, establish, or defend in any part of the world, any inventions, patents, patent rights, brevets d'invention, trade marks, service marks, trade or brand names, designs, industrial designs, registrable designs, copyright, moral rights, licences, concessions, protections or other such rights which may be, or appear to be, advantageous or useful to the Company, or to the business of the Company, or to any Associated Company;

- 3.14 to purchase and maintain insurance against all or any losses, damages, risks and liabilities which may affect the Company or its business, or any officer or auditors of the Company, subject to any limitations contained in the Act;
- 3.15 to issue and allot Securities of the Company for cash, or in payment, or part payment, for any property purchased or otherwise acquired by the Company, or any services rendered to the Company, or as security for any obligation, or amount, or for any other purpose;
- 3.16 to pay out of funds of the Company all expenses which the Company may lawfully pay for, or incidental to, the formation and registration of, or the raising of money for, the Company, or the issue of any Securities, or the application to any recognised investment exchange for listing for, or dealing in, any or all of the Company's Securities, including brokerage fees and commissions for obtaining applications for, or taking, placing or underwriting, or procuring the underwriting of Securities or rights of the Company;
- 3.17 to grant or procure the grant of donations, gratuities, pensions, annuities, allowances, or other benefits, including benefits on death, to any Directors, officers or employees, or former Directors, officers or employees of the Company or any company which at any time is or was an Associated Company, or any predecessor in business of any of them, and to the relations or dependants of any such persons, and to other persons whose service or services have, in the opinion of the Directors, been of benefit to the Company or whom the Directors consider have any moral claim on the Company, or to such persons' relations, connections or dependants, and to establish, or support, any person, fund, association, institution, club, school, trust, insurance or scheme, including, in particular, but without prejudice to the foregoing generality, any trust or scheme relating to the grant of any option over, or other interest in, any share in the capital of the Company, any Associated Company or of any other company, or in any debenture or security of any corporation or company, including the Company, and including the provision of financial assistance as described in, and permitted by, section 153(4) (b) and (bb) of the Act, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons, the Company or its members, and to subscribe, guarantee or pay money for any purpose intended, directly or indirectly, to further the interests of such persons, the Company or its members, or for any national, charitable, benevolent, educational, social, public or generally related object;
- 3.18 to compensate for loss of office any Directors or any other officer of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is or has been engaged;

- 3.19 to promote or establish or concur in the promotion or establishment of any other company for the purpose of purchasing or taking over all or any of the properties, rights and liabilities of the Company, or carrying on any business or operations which the Company carries on or is authorised to carry on, or for any other purpose which may, directly or indirectly, benefit or advance the objects or interests of the Company, and to acquire, hold, dispose of, or otherwise deal with any Securities of any such company;
- 3.20 to sell, or otherwise dispose of, the Company or any part of the business, undertaking, property and assets of the Company, or any Associated Company;
- 3.21 to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital may be made, except as is permitted under the Act;
- 3.22 to pursue any of the objects of the Company in any part of the world, whether as agents, contractors, principals, trustees, or otherwise, along or in conjunction with others, and either by or through agents, contractors, distributors, sub-contractors, subsidiaries, trustees, or otherwise;
- 3.23 to carry on any activity and do anything of any nature which, in the opinion of the Directors, or the Company, appears to be capable of being conveniently carried on, or done by, the Company, or seems to be conducive, directly or indirectly, to the benefit of the Company, any of its Associated Companies or any of their businesses;
- 3.24 to pursue the objects, and to exercise all powers, of a general commercial company;

- 3.25 3.25.1 For the purposes of this Clause 3, the words and expressions below shall have the following meanings unless the context requires otherwise:

"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;
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"Associated Company"	means a subsidiary or holding company of the Company, or any subsidiary of any holding company of the Company;
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"Directors"	means the directors, or where appropriate, a majority of the directors of the Company, appointed from time to time;
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"recognised investment exchange" bears the same meaning as that contained in section 207(1) of the Financial Services and Markets Act 2000;

"Securities" shall include any fully, partly, or nil-paid, or no par value, share, stock, unit, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, option, right to subscribe or convert, or similar right or obligation;

3.25.2 Words importing the singular include the plural and vice versa;

3.25.3 Words importing a particular gender include any gender;

3.25.4 References to a "person" include any natural person or any legal person, body or organisation incorporated or unincorporated and any other person;

3.25.5 "Other" and "otherwise" shall not be construed eiusdem generis where a wider construction is possible;

3.25.6 The objects specified in each Sub-Clause of this Clause 3 shall except where otherwise specified, be in no way limited or restricted by reference to, or inference from, the terms of any other Sub-clause of this Memorandum of Association, or by the name of the Company, or by the nature of any business currently, previously, or in the future, carried on by the Company, or by the order in which such objects are stated, but may be carried out in as full and ample a manner, and shall be construed in as wide a sense as if each Sub-clause defined the objects of a separate and independent company;

3.25.7 The objects specified in each of the above Sub-clauses of this Clause 3 shall be considered as separate objects of the Company and shall not be restricted or construed as being merely powers of the Company;

3.25.8 Any reference to any Clause or Sub-Clause is a reference to such contained in this Memorandum of Association.

4. The liability of the members is limited.

5. The Company's share capital is £100 divided into 100 Ordinary Shares of £1 each^{*}.

^{*} Authorised share capital on Incorporation

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

Mr GODWIN OKECHUKWU OSIGWE
136a North High Street
MUSSELBURGH
East Lothian
EH21 6AS

-

One
Ordinary share

Total shares taken

-

1

Dated 11/09/2009

THE COMPANIES ACT

ARTICLES of ASSOCIATION

AQUATECH COOLING SYSTEMS LIMITED

MBM COMMERCIAL LLP
5th FLOOR
7 CASTLE STREET
EDINBURGH
EH2 3AH

Tel: (0131) 226 8200
Fax: (0131) 226 8240

ARTICLES OF ASSOCIATION
of
AQUATECH COOLING SYSTEMS LIMITED
A PRIVATE LIMITED COMPANY
incorporated under
THE COMPANIES ACT

1. DEFINITIONS AND INTERPRETATION

1.1 In these Articles, the words and expressions below shall have the following meanings unless the context requires otherwise:

"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;
"Articles"	means these articles of association constituted by the following regulations together with any duly authorised amendments or alterations from time to time, and the term "Article" shall be a reference to a regulation contained in these Articles;
"Associated Company"	shall have the meaning given to it in the Act;
'Circulation Date'	means the earliest date on which a proposed written resolution is communicated in hard copy or electronic form (including without limitation by electronic mail or by publication on a website) to every eligible member who is entitled to receive such communication;
"Director"	means a director of the company or any alternate director duly appointed in accordance with these Articles;

"member"	means a person registered as a member in the Register of Members of the Company;
"Regulation"	means a regulation contained in Table A;
"share"	means any share forming part of the share capital of the Company, designated as may be appropriate;
"Table A"	means Table A of the Companies (Tables A to F) Regulations 1985, SI1985/805 (as amended, including without limitation by the Companies (Tables A to F) (Amendment) Regulations 2007, SI 2007/2541);
"Working Day"	means Monday to Friday, inclusive, but excluding any local, public or statutory holiday.

- 1.2 Words importing the singular include the plural and vice versa.
- 1.3 Words importing a particular gender include any gender.
- 1.4 References to a "person" include any natural person, or any legal person, body or organisation, incorporated or unincorporated, and any other person.
- 1.5 The headings in these Articles are for convenience only and shall not affect the construction of the Articles.
- 1.6 Reference to a time of day shall be construed as the time in the United Kingdom expressed in terms of the twenty-four hour clock.
- 1.7 Words and expressions defined in the Act shall bear the same meanings in these Articles, excluding any statutory modification to those defined terms, not in force at the date these Articles become binding on the Company.
- 1.8 All references in these Articles to Sections or Sub-sections of the Act shall unless clearly stated to the contrary refer to the section or sub-section numbers of the Companies Act 1985. References in these Articles to such sections and sub-sections of the Companies Act 1985 shall in the event that such sections or sub-sections are modified, re-enacted or repealed by the Companies Act 2006 (and any subordinate legislation) shall be construed as referring instead to the corresponding provision in the Companies Act 2006 (or subordinate legislation).

TABLE A

2. The Regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3. Regulations 5, 8, 23, 24, 38, 41, 59, 64, 65, 76 to 79 (inclusive), 83, 89, 90, 94, 95, 101, 115 and 118 shall not apply to the Company.
4. The Regulations shall be amended as follows:
 - 4.1 in Regulation 6, by the deletion of the phrase: "sealed with the seal" in the second sentence, and by the substitution, in its place, of the phrase: "executed in accordance with the Act";
 - 4.2 in Regulation 15 by the insertion of the words: "and any costs and expenses incurred by the company, as a result of the failure to pay that call" after the word: "Act)" and by the addition of the words: "and any such costs and expenses" after the words: "payment of the interest";
 - 4.3 in Regulation 18, at the end of the first sentence, by the addition of the words: "and any costs and expenses incurred by the company, as a result of the failure to pay the call" after the word: "accrued";
 - 4.4 in Regulation 21, after the words: "all moneys", by the addition of the words: "including any costs and expenses incurred by the company, as a result of the failure to pay the call";
 - 4.5 in Regulation 46, by the deletion of the second sentence which comprises the whole of the remainder of that Regulation and by the substitution, in its place, of the following sentence:

"A poll may be demanded at any general meeting or at any meeting of a class of members by the chairman or by any member entitled to vote at that meeting, present in person, or by any member's proxy or attorney, or if a corporation, by its duly authorised representative";
 - 4.6 in Regulation 72, by the insertion after the first sentence, of the following sentence:

"Any committee of directors shall have the power, unless the directors specify otherwise, to appoint as a member or as members of the committee any person or persons who are not directors of the company";
 - 4.7 in Regulation 81, by the addition of the following provision: "(f) he is removed from office by notice in writing signed, or authorised, by all the other directors and duly served upon him";
 - 4.8 in Regulation 82, by the addition of the following sentences: "Such remuneration shall be divided amongst the directors in such proportions and manner as the directors may unanimously determine, or, in default of such determination, equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office. Any director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the company may receive such extra remuneration by way of salary, commission or

participation in profits, or partly in one way and partly in another, as the directors may determine";

- 4.9 in Regulation 100(b), by the deletion of all the words appearing after the phrase: "committees of directors".

SHARE CAPITAL

5. The authorised share capital of the Company is £100 consisting of 100 ordinary shares of £1 each.
6. The Company may at its sole discretion recognise and record the holding of a share by a person on trust, or in the names of trustees, but unless specifically recognised by the Company as such a holding, the Company shall not be bound by, or obliged to recognise, any interest in any share except for the absolute rights of the holder named in the register of members.
7. Subject to any direction to the contrary which may be given by ordinary resolution of the Company in general meeting, the Directors are unconditionally authorised to allot, issue, grant options or rights over, or otherwise deal with, or dispose of, any unissued share, including any redeemable share, to such persons, including any Director, on such terms, at such time or times and for such consideration as they think fit, provided that no shares shall be issued at a discount. The maximum nominal amount of share capital which the Directors may allot or otherwise dispose of in accordance with this Article shall be the nominal amount of relevant securities at the date of incorporation of the Company or the aggregate nominal amount of the unissued shares in the share capital of the Company from time to time during the duration of this authority.
8. The authority conferred on the Directors by the Article preceding shall remain in force for a period of 5 years from the date of incorporation of the Company. Notwithstanding the terms of this Article, the Company may vary or revoke the authority granted, to the Directors at any time and may renew the authority in a general meeting in accordance with section 80 of the Act. The Company may make any offer or enter any agreement before the expiry of the authority which will, or may, require relevant securities to be allotted after the expiry of that authority. In those circumstances, the Directors shall be entitled to allot those relevant securities pursuant to any such offer or agreement, notwithstanding the expiry of that authority.
9. Pursuant to Section 91 of the Act, the provisions of Sections 89(1) and 90(1) to 90(6) (inclusive) of the Act shall not apply to the Company, and the Directors shall be entitled to allot equity securities in accordance with section 95 of the Act.

LIEN

10. The Company shall have a first and paramount lien on every share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares registered in the name of any person, whether solely or jointly with others, for all moneys owing to the Company from that person, or that person's estate, either alone or jointly with any other person, whether as a member, or not, and whether such moneys are presently payable, or not. The Directors may at any time declare

any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it.

TRANSFER OF SHARES

11. The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share whether or not it is a fully paid share.
12. Subject to any restrictions on the transfer of shares in these Articles, any member holding shares may transfer any or all of those shares in any usual or common written form, or in any other manner which the Directors may approve. The instrument of transfer shall be executed by or on behalf of the transferor and, except where the share is fully paid, the transferee.

PROCEEDINGS AT GENERAL MEETINGS

13. If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved and in any other case it shall stand adjourned to such day and at such time and place as the Directors determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
14. Where the Company has only a single member, the quorum shall be one.
15. On a show of hands or on a poll, votes may be given either personally or by proxy, or if a corporation, by its duly authorised representative.

WRITTEN RESOLUTIONS

16. Where a resolution is to be proposed as a written resolution and such written resolution is accepted by or on behalf of:
 - (i) in the case of an ordinary resolution, over 50%; and
 - (ii) in the case of a special resolution, over 75%

of the members who would be entitled to receive notice of and to attend and vote at a general meeting at which such resolution was to be proposed shall, subject always to the provisions of the Act from time to time, be valid, effectual and binding on all of the members of the Company. Any such written resolution may consist of several documents in materially the same form, each accepted by or on behalf of the requisite number of members. Acceptance of a written resolution shall be in terms of the procedure set out in section 296 of the Companies Act 2006. In the case of a corporation which is a member of the Company, acceptance (following section 296 of the Companies Act 2006) by a Director or its secretary or by a duly appointed and authorised attorney or representative shall be sufficient.

17. A proposed written resolution circulated to the members shall lapse if it is not passed by the requisite number of members before the expiration of one calendar year from the Circulation Date stated on the proposed written resolution.

NUMBER OF DIRECTORS

18. Unless otherwise determined by ordinary resolution of the Company, the number of Directors shall not be subject to any maximum and the minimum number of directors shall be one.
19. A Director shall not be required to hold any share in the Company in order to qualify for office as a Director. A Director, whether or not the Director holds any share in the Company, shall be entitled to attend and speak at any general meeting, or any meeting of any class, of the members of the Company.

ALTERNATE DIRECTORS

20. Any Director, other than an alternate Director, may appoint any other Director or may appoint any other person approved by the Directors, to be that Director's alternate and may remove from office such an alternate Director immediately but shall intimate the removal to the Directors without delay.
21. Where an alternate Director is also a Director, or acts as an alternate Director for more than one Director, such alternate Director shall have one vote for every Director represented by that Director in addition to that Director's own vote.
22. Where two or more Directors are required to constitute a quorum, an alternate Director, notwithstanding that that Director may be the alternate Director for a number of Directors, shall not, alone, constitute a quorum, and shall only act in conjunction with, at least, one Director or another alternate Director.
23. Where a Director appoints a person as that Director's attorney under a general power of attorney or under a written limited power of attorney which specifically permits that attorney to act as a Director, that attorney shall be entitled to act as a Director subject to the appointment of that attorney being notified in writing to the Directors. On the written intimation of the appointment of such an attorney, that attorney shall be deemed to act as an alternate Director, subject to the terms of these Articles.

APPOINTMENT AND RETIREMENT OF DIRECTORS

24. The Company may by ordinary resolution appoint a person who is willing to act as a Director, either to fill a vacancy or as an additional Director.
25. The Directors may appoint any person who is willing to act as a Director, either to fill a casual vacancy or as an additional Director.

DIRECTORS' EXPENSES

26. The Directors may repay to any Director, including any alternate Director, all reasonable expenses as that Director may properly incur in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings of the Company or any class of members of the Company, or otherwise in or about the business of the Company. In the event of any Director necessarily performing or rendering any special duties or services to the Company outside any ordinary duties as a Director, the Directors may, if so authorised by an ordinary

resolution of the Company, pay such Director special remuneration, by way of salary, commission, participation in profits or otherwise as may be approved.

PROCEEDINGS OF DIRECTORS

27. A sole Director shall have and may exercise all the powers of, and the full authority conferred on, the Directors in terms of these Articles, and all references to the Directors in the Articles and Regulations shall be construed accordingly.
28. The quorum for the transaction of the business of the Directors may be fixed by the Directors but unless so fixed shall be two, except in the case of a sole Director, when the quorum shall be one. A person who holds office only as an alternate Director shall, if the appointing Director is not present, be counted in the quorum.
29. Any Director, including an alternate Director, may participate in a meeting of the Directors or a committee of Directors by means of a conference telephone or other conference communication facility by which all persons participating in the meeting can hear and speak with each other. Participation in a meeting in this manner shall be deemed to constitute the presence of a Director in person at such meeting, entitling him to be counted in the quorum and to vote accordingly. A telephone conference meeting shall be deemed held at the place where the largest number of Directors is present, or, where there is no such gathering, where the chairman is present.
30. Subject to such disclosure as is required by the Regulations, or the Act, a Director shall be entitled to vote at, and be counted in the quorum of, a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which the Director has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

THE SEAL

31. The Company shall not have a seal.

NOTICES

32. Any notice required or permitted to be given by the Company to a member shall be sufficiently given to that member if sent in a legible form by facsimile transmission ("fax"), first class or express registered post ("post"), or airmail, or by personal delivery, including courier delivery, to the registered address of the member, or by electronic mail ("e-mail") to the e-mail address of the member notified to the Company. Any notice served shall be deemed to have been received as follows:
 - 32.1 in the case of fax: one hour after the time of despatch of the fax, evidenced by the relevant completed transmission report;
 - 32.2 in the case of post: thirty-six hours from midnight (24.00 hrs) on the date of posting, evidenced by the relevant proof of posting;
 - 32.3 in the case of delivery: thirty minutes after delivery to the addressee's address;
 - 32.4 in the case of e-mail: when a successful delivery receipt is generated during

that or the next Working Day

except where the day of receipt of such a notice is not a Working Day at the place of delivery or is a Working Day but delivery is deemed to occur after 18.00 hours on that day, in either of which events, notice shall be deemed to be received at 09.30 hours on the next Working Day.

INDEMNITY

33. Without prejudice to any indemnity to which any person referred to in this Article 33 may otherwise be entitled, every present and former Director, alternate Director, secretary or other officer of the Company (excluding any present or former Auditors) (an "Indemnified Person") shall be indemnified by the Company against all liabilities, costs, charges and expenses incurred by him in the execution and discharge of his duties to the Company and any Associated Company, including any liability incurred by any Indemnified Person in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to be done or omitted by him as an officer or employee of the Company or an Associated Company provided that such indemnity shall not extend to any liability arising out of the fraud or dishonesty of the relevant Indemnified Person (or the obtaining of any personal profit or advantage to which the relevant Indemnified Person was not entitled) and no Indemnified Person shall be entitled to be indemnified for:
- 33.1 any liability incurred by him to the Company or any Associated Company of the Company as above defined;
 - 33.2 any fine imposed in any criminal proceedings;
 - 33.3 any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
 - 33.4 any amount for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final;
 - 33.5 any amount for which he has become liable in defending any civil proceedings brought by the Company or any Associated Company in which a final judgment has been given against him;
 - 33.6 any amount for which he has become liable in connection with any application under either Sections 144(3) or (4) or 727 of the Companies Act 1985 Act or sections 661(3) or (4) or 1157 of the Companies Act 2006 in which the court refuses to grant him relief and such refusal has become final.

INSURANCE

34. The Company shall have power to purchase and maintain for (i) any Indemnified Person (as defined in Article 33), (ii) any director, secretary or other officer or

employee of an Associated Company and (iii) any persons who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any Associated Company are interested, insurance against any liability incurred by him in connection with any negligence, default, breach of duty or breach of trust (actual or purported) by him in relation to the Company or any Associated Company or any such pension fund or employees' share scheme or otherwise in connection with his duties, powers or office.

GOVERNING LAW

35. These Articles shall be governed by, and construed in accordance with, the Law of Scotland and the Company, its officers and its members, from time to time, prorogate the non-exclusive jurisdiction of the Scottish Courts.

Name and address of Subscriber

Mr GODWIN OKECHUKWU OSIGWE
136a North High Street
MUSSELBURGH
East Lothian
EH21 6AS

Dated 11/09/2009