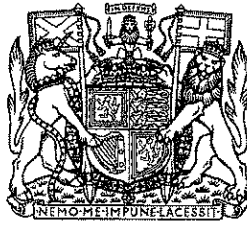


**FILE COPY**



**CERTIFICATE OF REGISTRATION  
OF A LIMITED PARTNERSHIP**

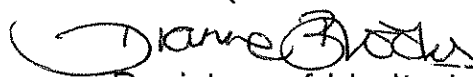
Partnership No. 4292

I hereby certify that the firm

WESTPORT EUROPEAN PRIVATE EQUITY PROGRAMME IV LIMITED  
PARTNERSHIP

having lodged a statement of particulars pursuant to section 8 of the  
Limited Partnerships Act, 1907, is this day registered as a limited  
partnership.

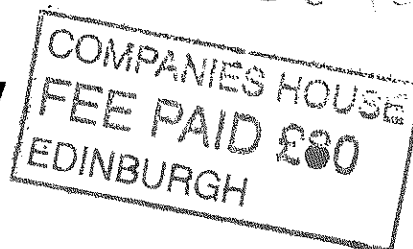
Given at Companies House, Edinburgh, the 6th July 2001

  
Registrar of Limited Partnerships



C O M P A N I E S H O U S E

# Limited Partnership Act 1907



# LP5

Application for Registration of a Limited Partnership and Statement of particulars and of the amounts contributed (in cash or otherwise) by the Limited Partners.

(Pursuant to section 8 of the Limited Partnerships Act 1907)

Name of firm or partnership: **Westport European Private Equity Programme IV Limited Partnership**

We, the undersigned, being the partners of the above-named firm, hereby apply for registration as a limited partnership and for that purpose supply the following particulars:

The general nature of the business <b>To carry on in Scotland and elsewhere the business of seeking and exploiting general commercial opportunities with the principal objective of generating profit.</b>	
The principal place of business <b>50 Lothian Road Festival Square Edinburgh EH3 9BY</b>	The term, if any, for which the partnership is entered into <b>10 years</b>
If no definite term, the conditions of existence of the partnership <b>N/A</b>	
Date of commencement <b>6 July 2001</b>	
The partnership is limited and the full name and address of each of the partners are as follows:  General Partners <b>Westport General Partners Limited 50 Lothian Road Festival Square Edinburgh EH3 9BY</b>	
Limited partners <b>See paper apart 1</b>	Amounts Contributed (1)       <b>TOTAL</b>
Signature of all the partners <b>See paper apart 2</b>       Date <b>6 July 2001</b>  Presented by: <b>Burness 50 Lothian Road Festival Square Edinburgh EH3 9WJ</b> Presentor's reference: <b>JSA/C3117</b>	
Notes (i) State amount contributed by each limited partner, and whether paid in cash, or otherwise.	



**WESTPORT EUROPEAN PRIVATE EQUITY PROGRAMME IV  
LIMITED PARTNERSHIP  
FORM LP5 OF 6 JULY 2001  
PAPER APART 1**

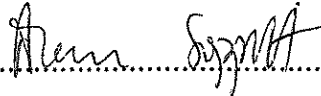
**Capital Contributions**

<b>Limited Partner</b>	<b>Capital Contribution (Euros)</b>
Westport Scottish Limited Partnership Burness 50 Lothian Road Festival Square Edinburgh EH3 9BY  acting by its general partner, Westport General Partner Limited	€100

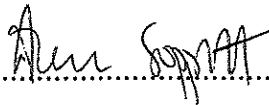
WESTPORT EUROPEAN PRIVATE EQUITY PROGRAMME IV  
LIMITED PARTNERSHIP  
FORM LP5 OF 6 JULY 2001  
PAPER APART 2

Signatures of all the Partners

Alan Soppitt  
As attorney for and on behalf of  
Westport General Partners Limited

..........

Alan Soppitt  
As attorney for and on behalf of  
Westport General Partners Limited,  
general partner of Westport Scottish  
Limited Partnership

..........

This power of attorney is made the 5<sup>th</sup> day of July 2001 by WESTPORT SCOTTISH LIMITED PARTNERSHIP

We, Westport Scottish Limited Partnership, registered number SL 003723 having our principal place of business at 50 Lothian Road, Festival Square, Edinburgh, EH3 9BY hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt and Peter Alexander Lawson all of Burness, 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ as our true and lawful attorney with full power and authority in our name and on our behalf:-

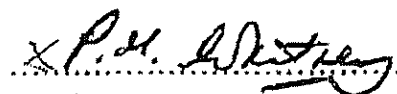
- (a) to execute the limited partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish limited partnership to be known as Westport European Private Equity Programme IV Limited Partnership (which shall include for the avoidance of doubt any partnership interests agreement dealing with how the income and capital accruing to the said partnership shall be allocated);
- (b) to execute any replacement partnership agreement and any documents that are required to be executed by us, in connection with any changes made to any of the documents referred to in paragraph (a) above;
- (c) to execute any deed of assignment or assignation or any other instrument of transfer in respect of our interest or any part thereof in the said Partnership; and
- (d) without prejudice to the generality of the foregoing to execute in our name and to file with the Registrar of Limited Partnerships such statutory form or forms as may be required under the Limited Partnerships Act 1907 or any regulations made thereunder in relation to such execution pursuant to this power of attorney.

And we undertake to ratify and confirm any action taken lawfully by our attorney pursuant to this power of attorney and to indemnify our attorney against all and any actions, damages, expenses, costs and claims which may be suffered by or made against him pursuant to the bona fide exercise by him of his power pursuant to this power of attorney: IN WITNESS WHEREOF

This power of attorney has been executed by us as a deed at Westport Private Equity Ltd, Regency House, 97-107, Hagley Road, Edgbaston, Birmingham B16 8JA on the 5<sup>th</sup> day of July 2001 as follows:-

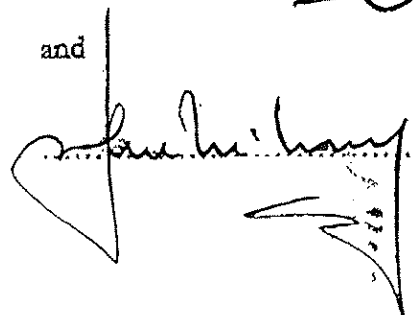
For and on behalf of

Westport General Partners Limited,  
general partner of and executing for and on behalf of Westport Scottish Limited Partnership  
by

 Director

PAUL MICHAEL WHITNEY

and

 Director/Secretary

JOHN MCCRORY

This power of attorney is made the 5<sup>th</sup> day of July 2001 by WESTPORT GENERAL PARTNERS LIMITED

We, Westport General Partners Limited, registered number SC203785 having our registered office at 50 Lothian Road, Festival Square, Edinburgh, EH3 9BY hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt and Peter Alexander Lawson all of Burness, 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ as our true and lawful attorney with full power and authority in our name and on our behalf:-

- (a) to execute the limited partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish limited partnership to be known as Westport European Private Equity Programme IV Limited Partnership (which shall include for the avoidance of doubt any partnership interests agreement dealing with how the income and capital accruing to the said partnership shall be allocated;
- (b) to execute any replacement partnership agreement and any documents that are required to be executed by us, in connection with any changes made to any of the documents referred to in paragraph (a) above;
- (c) to execute any deed of assignment or assignation or any other instrument of transfer in respect of our interest or any part thereof in the said Partnership; and
- (d) without prejudice to the generality of the foregoing to execute in our name and to file with the Registrar of Limited Partnerships such statutory form or forms as may be required under the Limited Partnerships Act 1907 or any regulations made thereunder in relation to such execution pursuant to this power of attorney.

And we undertake to ratify and confirm any action taken lawfully by our attorney pursuant to this power of attorney and to indemnify our attorney against all and any actions, damages, expenses, costs and claims which may be suffered by or made against him pursuant to the bona fide exercise by him of his power pursuant to this power of attorney: IN WITNESS WHEREOF

This power of attorney has been executed by us as a deed at Westport Private Equity Ltd, Regency House, 97-107, Hagley Road, Edgbaston, Birmingham B16 8LA on the 5<sup>th</sup> day of July 2001 as follows:-

For and on behalf of

Westport General Partners Limited

by

To: Dave Bagley		Telefax	
Fax: 0121 5426 2904			
From: Chris M. Smith			
Date: 5 <sup>th</sup> July 2001		Pages: 5	

X P.H. Christie ..... Director

PAUL MICHAEL WHITNEY

and

John McCrory ..... Director/Secretary

JOHN MCCRORY