

FILE COPY



**CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP**

Partnership No. 5953

I hereby certify that the firm

CAMBRIA EQUITY PARTNERS, L. P.

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 24th January 2007


Registrar of Limited Partnerships



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

CHFP025

(Registration fee £2)

LP5

Limited Partnership Act 1907

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: **Cambria Equity Partners, L.P. (the "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

To carry on in Scotland and elsewhere the business of an investor in accordance with the investment policy of the Partnership and in particular, but without limitation, to identify, research, negotiate, make, monitor and realise investments that offer the possibility of medium to long term equity appreciation, principally through the acquisition, holding and eventual disposal of co-investment interests in equity and equity-related investments alongside other financial institutions and strategic buyers which investments shall include, but shall not be limited to, shares, debentures, loan stocks, other securities, options and warrants of and in unquoted and quoted equity transactions.

The principal place of business
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

The term, if any, for which the partnership is entered into
N/A

If no definite term, the conditions of existence of the partnership

Unless terminated at the election of the General Partner and the Limited Partner, the term of the Partnership shall continue until a date to be determined between the General Partner and the Limited Partner.

Date of commencement
23 January 2007

The partnership is limited and the full name and address of each of the partners are as follows:

General Partners
Cambria Scotland GP Limited
50 Lothian Road
Festival Square
Edinburgh, EH3 9WJ

Limited partners
Cambria Scotland Investors L.P.
50 Lothian Road
Festival Square
Edinburgh, EH3 9WJ

TOTAL

Amounts Contributed (1)

€1

€1

Signature of all the partners

Alan Henry Soppitt as attorney for and on behalf
Cambria Scotland GP Limited

Presented by: Burness LLP, 50 Lothian Road,
Edinburgh, EH3 9WJ

Alan Henry Soppitt as attorney for and on behalf
of Cambria Scotland Investors L.P.

Date 23 January 2007

Presentor's reference: TRA/10/30/kzm (1412509)

Notes

(i) State amount contributed by each limited partner, and whether paid in cash, or how otherwise.



This power of attorney is made the 23rd day of JANUARY 2007.

We, Cambria Scotland GP Limited, registered number SC302984 having our registered office at 50 Lothian Road, Festival Square, Edinburgh EH3 9WJ, acting both in our own capacity and in our capacity as general partner of the Scottish limited partnership known as Cambria Scotland Investors L.P., (the "Investor Partnership") hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Sopplitt, Peter Alexander Lawson, Grant Tennant Stevenson and Jonathan Heaney all of Burness LLP, 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:-

- 1 to execute the partnership agreement and any other documents that are required to be executed by us in our own capacity or as general partner of the Investor Partnership, in connection with the Scottish limited partnership to be known as Cambria Equity Partners, L.P. (the "Partnership");
- 2 to execute any replacement partnership agreement and any documents that are required to be executed by us in our own capacity or as general partner of the Investor Partnership, in connection with any changes made to any of the documents referred to in paragraph 1 above;
- 3 to execute any deeds of assignment or assignation or any other instruments of transfer in respect of our interest or the Investor Partnership's interest or any part thereof in the said Partnership; and
- 4 without prejudice to the generality of the foregoing to execute in our name or the name of the Investor Partnership where appropriate 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.

This power of attorney shall expire one year from the date hereof. 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
LONDON on the 23rd day of JANUARY 2007 as follows:-

For and on behalf of
Cambria Scotland GP Limited

by

..... Sole Director

In the presence of this witness:



ALESSANDRO TOGNI..... full name

LAWYER..... occupation

VIA TEODORICO 49..... address

MILANO ITALY.....

6503089/21/1/0001

23 JANUARY 2007 11:42

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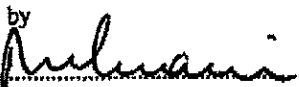
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In the presence of this witness:



ALESSANDRO TOGNI full name

LAWYER occupation

VIA TEODORO 49 address

MILANO ITALY

660306B/ZHANG01

23 JANUARY 2007 11:42