



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 6278716

The Registrar of Companies for England and Wales hereby certifies that
DLS MANAGEMENT LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 13th June 2007



N0 6278716P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



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

6278716

Company name

DLS MANAGEMENT LIMITED

I,

LEDGERS SECRETARIES LIMITED

of

76 HIGH STREET
NEWPORT PAGNELL
MILTON KEYNES
MK16 8AQ

a

person named as a secretary 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



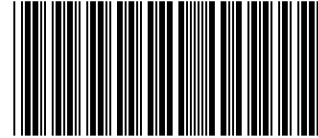
Companies House

— for the record —

10(ef)

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

Received for filing in Electronic Format on the: **13/06/2007**



X744WQDB

*Company Name
in full:* **DLS MANAGEMENT LIMITED**

*Proposed Registered
Office:* **76 HIGH STREET
NEWPORT PAGNELL
MILTON KEYNES
MK16 8AQ**

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

Agent's Name: **JORDANS LIMITED**
Agent's Address: **21 ST THOMAS STREET
BRISTOL
BS1 6JS**

Company Secretary

Style/Title: **MS**
Name **LEDGERS SECRETARIES LIMITED**

Address: **76 HIGH STREET
NEWPORT PAGNELL
MILTON KEYNES
MK16 8AQ**

Consented to Act: **Y** *Date authorised* **13/06/2007** *Authenticated:* **Y**

Director 1:

Style/Title: **MR**
Name **RALF HESSER**

Address: **VIERTELSTEIGE 55**
EBERSTADT
GERMANY
74235

Nationality: **GERMAN**
Business occupation: **CO. DIRECTOR**
Date of birth: **09/05/1956**

Consented to Act: **Y** *Date authorised* **13/06/2007** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **AGENT** *Date Authorised:* **13/06/2007** *Authenticated:* **Yes**

**THE COMPANIES ACT 1985
THE COMPANIES ACT 1989**

A Private Company Limited by Shares

**MEMORANDUM OF ASSOCIATION
of**

DLS Management Limited

1. The name of the company is DLS Management Limited
2. The registered office of the company will be situated in England and Wales
3. The objects of the company are:
 - a) To carry on business as a general commercial company and to carry on any other business, which in the opinion of the directors, may advantageously or conveniently be carried on in conjunction therewith.
 - b) To promote any other company and to underwrite the shares and debentures of that company.
 - c) To amalgamate with or enter into any partnership, joint venture, union or profit sharing or any other business arrangement with any other company, firm, association or person.
 - d) To do all such other things as in the opinion of the directors may be incidental or conducive to the attainment of the above objects.
4. The liability of the members is limited.
5. The share capital of the company is EUR1000 divided into 1000 shares of EUR1 each.

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
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1	Ralf Hesser	- Two
	Viertelsteige 55 EBERSTADT 74235	

Total shares taken	- 2
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Dated 13/06/2007

**THE COMPANIES ACT 1985
THE COMPANIES ACT 1989**

A Private Company Limited by Shares

**ARTICLES OF ASSOCIATION
of**

DLS Management Limited

PRELIMINARY

1. The company shall be a private company within the meaning of the Companies Act 1985 (hereinafter referred to as "the Act"). 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.
2. The Regulations contained 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 (such table being hereinafter called "Table A") shall apply to this company subject to any exclusion or modification hereinafter expressed. Regulations 23, 24, 50, 61, 64, 65, 66, 73, 74, 75, 80, 81, 89, 94, 95, 97, 99, 101 and 118 of Table A shall not apply to the company.

SHARES

3. The directors are unconditionally authorised for the purpose of Section 80 of the Act to allot shares up to the amount of the shares capital created on incorporation of the company at any time or times during the period of five years from the date of incorporation.

SHARE TRANSFERS

4. The directors may in their absolute discretion, and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid up share.
5. The instrument of transfer of a fully paid up share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf on the transferee.

DIRECTORS

6. a) Unless and until otherwise determined by the company in General Meeting the number of directors shall not be less than one nor more than five. If at any time and from time to time there shall be only one director of the

company, such director may act alone in exercising all the powers and authorities vested in the directors.

b) The General Meeting may grant individual or several directors' sole powers of representation and/or the power on behalf of the company to conclude transactions with themselves in own name or as representative of third party.

7. The directors shall have power to appoint any person to be a director but so that the total number of directors shall not exceed the limit fixed by the preceding regulation.
8. The first director or directors of the company shall be the person or persons named in the statement delivered to the Registrar of Companies in accordance with the Act. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed shall, when one director only is in office, be one, and shall, when more than one director is in office, be two.
9. The directors alone may decide without the need for a shareholders meeting the amount and type of borrowing subject to no limit of any sort.
10. 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.
11. Any director may appoint to and remove from office any other director or any other person approved by unanimous resolution of all the directors for the time being of the company and willing to act.
12. The office of director shall be vacated if:
 - a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - b) he resigns from office by written notice delivered to the company at its Registered Office or tendered at a meeting of directors.
13. No person shall be disqualified from being or becoming a director by reason only of having attained the age of 70 years.

MANAGING DIRECTORS AND MANAGERS

14. The directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment, subject to the payment to him of such compensation or damages as may be payable to

him by reason thereof, shall be automatically terminated if he ceases from any cause to be director.

- 15.A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the directors may determine.

SECRETARY

- 16.a) Subject to the provisions of the Act the Secretary shall be appointed by the directors for such term, at such remuneration, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
b) The first Secretary of the Company shall be the person named in the statement delivered to the Registrar of Companies pursuant to the Act.

THE SEAL

- 17.The company has no seal. The obligation under clause 6 of Table A relating to the sealing of share certificates shall not apply to the company.

CHAIRMAN'S CASTING VOTE

- 18.The Chairman (if any) shall not have a casting vote and Regulation 50 of Table A shall be deleted and Regulation 88 of Table A amended accordingly.

Name and address of Subscriber

Ralf Hesser

Viertelsteige 55
EBERSTADT
74235

Dated 13/06/2007