



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6760546

The Registrar of Companies for England and Wales hereby certifies that

MM&S (5432) LIMITED

having changed its name, is now incorporated under the name of

COMPOSITE ENERGY (EAST ENGLAND) LIMITED

Given at Companies House on **20th March 2009**



C06760546J



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Company Number: 06760546

COMPANIES HOUSE
FEE PAID £50
EDINBURGH

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

MM&S (5432) LIMITED
(the "Company")

TUESDAY



By written resolution passed by the members of the Company on 3 March 2009, the following resolutions were duly passed, resolutions numbered 1, 2 and 4 as special resolutions and resolution numbered 3 as an ordinary resolution:

1. CHANGE OF NAME

That the name of the Company be changed to 'Composite Energy (East England) Limited'.

2. TRANSFER OF SUBSCRIBER SHARES

That notwithstanding regulation 23 of Table A, which applies to the Company as part of its articles of association, the requirement for the transferee to execute an instrument of transfer of a share which is not fully paid be waived in relation to the transfer of the subscriber shares from Vindex Limited and from Vindex Services Limited to Composite Energy Limited.

3. SECTION 80 AUTHORITY TO DIRECTORS TO ALLOT SHARES

That:

3.1 the directors of the Company be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (as amended) to allot and issue such number of relevant securities (as defined in that section) and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and to the articles of association of the Company:

3.1.1 the maximum nominal amount of relevant securities to be allotted in pursuance of this authority shall be the unissued share capital of the company from time to time; and

3.1.2 this authority shall expire, unless sooner revoked or altered by the Company in general meeting on the date five years from the passing of

this resolution, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired; and

- 3.2 all other authorities conferred on the directors prior to the date of passing of this resolution to allot relevant securities are hereby revoked.

4. **SECTION 95 DISAPPLICATION OF PRE-EMPTION RIGHTS IN PRIVATE COMPANY**

That pursuant to the resolution numbered 3 above and section 95(1) of the Companies Act (as amended) (the "Act"), section 89 (1) of the Act shall not apply to any allotment of shares in the capital of the Company.



Company Secretary

FOR AND ON BEHALF OF
MACLAY MURRAY & SPENS LLP