

4700725

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

AWG Infrastructure Management Holdings Limited



- 1 The name of the Company is AWG Infrastructure Management Holdings Limited¹.
- 2 The Registered Office of the Company will be situate in England.

The Company's objects are:

to carry on business as a general commercial company;

- 2 without prejudice to the generality of the objects and powers of the Company derived from Section 3A of the Companies Act 1985 the Company has the following additional objects:
 - (a) to carry on any other business of any nature whatsoever which may seem to the directors to be capable of being advantageously carried on by way of extension of, in connection with, or as ancillary to any of the businesses of the Company, or to be calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable or more profitable any of the property or rights of the Company, or to be likely to be to the Company's advantage;
 - (b) to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal property or any interest in any such property, and to sell, lease, exchange, hire, or otherwise dispose of and to improve, manage, develop, grant rights or privileges in respect of or otherwise turn the same to the Company's advantage;
 - (c) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery and all other works and conveniences which may seem to the directors necessary or convenient for the business of the Company or likely to be to the Company's advantage and to work, manage and control the same or to join with any person or company in doing any of the above;

¹ The Company's name was changed by Written Resolution on 16 June from AWG Shelf 11 Limited to AWG Infrastructure Management Holdings Limited.

- (d) to apply for, purchase or otherwise acquire and protect, prolong and renew any patents, licences and the like, conferring any exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which in the opinion of the directors may be likely to be to the Company's advantage and to use, develop, manufacture under or grant licences in respect of, or otherwise turn to account and expend money in experimenting upon and testing and in improving or seeking to improve any rights and information so acquired or proposed to be acquired;
- (e) to buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire and generally deal in all kinds of plant, machinery, vehicles, apparatus, tools, utensils, materials, produce, substances, articles and things of any description which in the opinion of the directors may be conveniently dealt with by the Company in connection with any of its objects;
- (f) in any manner to invest and deal with the monies of the Company not immediately required;
- (g) to lend and advance money or give credit to such persons or companies and on such terms as may seem to the directors to be in the interests of the Company and in particular to customers and others having dealings with the Company and to receive money on deposit or loan from and give guarantees or become surety for any persons or companies;
- (h) to borrow or raise money in such manner and upon such terms and or, such security as may seem to the directors to be expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any contracts, engagements, liabilities or obligations undertaken by the Company or any other person or company as the case may be;
- (i) either with or without the Company receiving any consideration or advantage (direct or indirect) from giving any such guarantee or indemnity to guarantee or indemnify either by personal covenant or by a mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, or by both such methods the performance of the contracts, engagements, liabilities, obligations, mortgages, charges, debentures, debenture stock and bonds of and payment of the capital or principal (together with any premium) of and dividends or interest on any stock, shares or securities of any company or person and also by a similar mortgage, charge or lien to secure the performance by the Company of any such guarantee or indemnity;
- (j) to draw, make, accept, endorse, negotiate, execute and issue scrip and other negotiable or transferable instruments and to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents;

- (k) to pay for any rights or property acquired by the Company, and to remunerate any, person or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company, in every case whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise;
- (l) to subscribe or guarantee money for any national, charitable, benevolent, educational or social object or for any exhibition or for any public, general or useful object which the directors may think desirable or to the Company's advantage;
- (m) to establish and support, or to aid in the establishment and support of, any society, club, institution, organisation or scheme which in the opinion of the directors may further the Company's interests or may benefit any persons who are or have been officers or employees of the Company or of any other company or wives, husbands, widows, widowers, children or step-children under the age of 18 years and other relatives and dependants of such persons, or may be connected with any town or place where the Company carries on business and to establish and support profit sharing or share purchase schemes for the benefit of any such persons and so far as the law allows to lend money to any such persons or to trustees on their behalf to enable any such purchase schemes to be established or maintained;
- (n) to grant bonuses, gratuities, pension, superannuation or other allowances or benefits or charitable aid to any persons who are or have been officers or employees of the Company or of any other company, and to the wives, husbands, widows, widowers, children or step-children under the age of 18 years and other relatives and dependants of such persons, and to make payment towards insurance and to establish and support superannuation and other funds or schemes for the benefit of any such persons and of their wives, husbands, widows, widowers, children or step-children under the age of 18 years and other relatives and dependants;
- (o) to apply for, promote or obtain any provisional order, Act of Parliament or licence of the department of Trade or other authority or body for enabling the Company to carry any of its objects into effect or to advance its interests or for effecting a modification of the Company's constitution or for any other purpose which may seem to the directors to be expedient, and to oppose any proceedings or applications which seem calculated directly or indirectly, to prejudice the Company's interests;
- (p) to enter into any arrangement with any government or other public body or authority, supreme, municipal, local or otherwise, or any company or person and to obtain from any such government, public body, authority, company or person all charters, contracts, decrees, rights, concessions and privileges which may seem to the directors to be conducive to the Company's purposes or any of them or likely to be to the Company's advantage and to carry out, exercise and comply with any such charters, contracts, decrees, rights, concessions and privileges;

- (q) to purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person or company carrying on or engaged in or about to carry on or engage in any business which the Company is authorised to carry on or engage in or which may seem likely to be to the Company's advantage;
- (r) to amalgamate or enter into partnership, or into any arrangement for sharing profits, union of interest, co-operation, participation, joint adventure or reciprocal concession, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or which may seem likely to be to the Company's advantage and to confer if thought fit by the directors a participation in the directorate or management of the Company and to give special rights and privileges in connection with or control over the Company and in particular the right to nominate one or more directors of the Company;
- (s) to promote, finance or assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem to the directors to be likely to be to the Company's advantage;
- (t) to subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any company carrying on any business capable of being conducted so as directly or indirectly to benefit the Company;
- (u) to sell or otherwise dispose of the undertaking of the Company or any part thereof for such consideration as the directors may think fit, and in particular for shares (whether fully or partly paid), stock, debentures or other securities of any other company and to hold and retain, or sell, mortgage and deal with any such shares, stock, debenture; or other securities so received;
- (v) to adopt such means of making known and advertising the business, services and products of the Company as may seem expedient to the directors;
- (w) to distribute among the members of the Company in specie or in kind any property of the Company, and in particular any shares, stock, debentures or securities of other companies belonging to the Company or of which the Company may have the power of disposing;
- (x) to do in any part of the world all or any of the things mentioned in this Clause and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, trustees, subcontractors or otherwise; and
- (y) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them or usually carried on in connection therewith.

3.2 The objects set forth in each paragraph of Clause 3.1 shall not be restrictively construed, but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in Clause 3.1 or from the terms of any other paragraph of Clause 3.1 or by the order in which such paragraphs appear or by the name of the Company, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of such paragraphs. The word "company" in Clause 3.1 and 3.2, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether domiciled in the United Kingdom or elsewhere and (but without limitation) any company in which the Company is for the time being directly or indirectly interested.

4 The liability of the Members is limited.

5 The share capital of the Company is £25,000,000 divided into 25,000,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

I, whose name and address is subscribed, am desirous of forming a Company in pursuance of this Memorandum of Association and I agree to take the number of Shares in the capital of the Company set opposite my name.

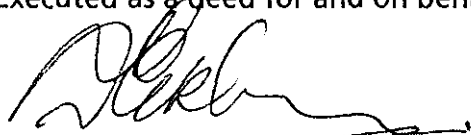
NAME AND ADDRESS OF SUBSCRIBER
taken by the
Subscriber

Number of Shares

AWG Group Limited
Anglian House
Ambury Road
Huntingdon
Cambs
PE29 3NZ

ONE THOUSAND

Executed as a deed for and on behalf of AWG Group Limited



Director



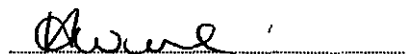
Secretary

DATED this 14th day of March two thousand and three

WITNESS to the above signature:-

Lorraine Ward
30 Nelson Road
Hartford
Huntingdon
Cambs
PE29 1SB

Senior Company Secretarial Assistant



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

AWG Infrastructure Management Holdings Limited

PRELIMINARY

- 1 (A) In these Articles "Table A" means Table A in The Companies (Tables A to F) Regulations 1985, as amended.
- (B) The Regulations contained in Table A shall apply to the Company save insofar as they are excluded or modified hereby. The Clauses in Table A numbered 64, and 73 to 76 inclusive shall not apply, but, subject as aforesaid, and in addition to the remaining Clauses in Table A the following shall be the Articles of Association of the Company.

SHARES

- 2 The share capital of the Company is £25,000,000 divided into 25,000,000 shares of £1 each.
- 3 (A) All relevant securities (within the meaning of section 80(2) of the Act) for the time being created and unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons (including any Director), and on such terms and conditions and at such time or times as the Directors may think fit and with full power for the Directors to give to any person (including any Director) the call of any shares either at par or at a premium and for such times and for such consideration (subject to Section 100 of the Act) as the Directors may think fit.
- (B) The authority conferred on the directors by paragraph (A) of this Article shall expire on the 5th anniversary of incorporation but may be renewed varied or extended by the Company in General Meeting from time to time.
- (C) Section 89 of the Act shall not apply to any allotment or proposed allotment by the Company of equity securities as defined by Section 94 of the Act.

SHARE CERTIFICATES

- 4 Share certificates need not be executed under Seal, and Clause 6 of Table A shall be modified accordingly.

LIEN

- 5 The lien conferred by Clause 8 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

- 6 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share and Clause 24 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

- 7 In the event of the Company having one Member, one Member present in person or by proxy shall be a quorum and Clause 40 of Table A shall be modified accordingly.
- 8 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring, fixing the remuneration of the Directors and the appointment of, and the fixing of the remuneration of, the Auditors.
- 9 It shall not be necessary to give any notice of an adjourned meeting and Clause 45 of Table A shall be construed accordingly.
- 10 A poll may be demanded by any Member present in person or by proxy and Clause 46 of Table A shall be modified accordingly.

DIRECTORS

- 11 Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be more than ten. In the event of the minimum number of directors being one, a sole director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the directors generally and Clause 89 of Table A shall be modified accordingly.

- 12 If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.
- 13 The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and, subject to section 80 of the Act, to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.
- 14 A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clauses 94 and 95 of Table A shall be modified accordingly.
- 15 Paragraph (c) of Clause 81 of Table A shall be modified by deleting the words in that paragraph and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director".
- 16 A Director shall not retire by rotation and Clauses 77, 78 and 80 of Table A shall be modified accordingly.
- 17 A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last two sentences of Clause 79 of Table A shall be deleted.
- 18 Without prejudice to the provisions of Section 303 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The Company may by Resolution appoint another person in place of the Director so removed.

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NAME AND ADDRESS OF SUBSCRIBER

AWG Group Limited
Anglian House
Ambury Road
Huntingdon
Cambs
PE29 3NZ

ONE THOUSAND

Executed as a deed for and on behalf of AWG Group Limited



Director



Secretary

DATED this 14th day of March two thousand and two

WITNESS to the above signature:-

Lorraine Ward
30 Nelson Road
Hartford
Huntingdon
Cambs
PE29 1SB

Senior Company Secretarial Assistant

