

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE UNLIMITED COMPANY**

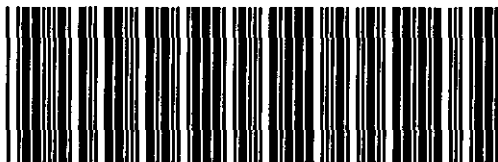
Company No. 4784310

The Registrar of Companies for England and Wales hereby certifies that

RMC GEORGIA

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

Given at Companies House, London, the 2nd June 2003



\*N04784310E\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

Please complete in typescript,  
or bold block capitals  
CHFP085

## Declaration on application for registration

Company name in full

RMC GEORGIA

I, DUNSTANA DAVIES signing on behalf

of Waterlow Secretaries Limited

6-8 Underwood Street, London N1 7JQ

§ Please delete as appropriate

do solemnly and sincerely declare that I am a § ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and 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.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

*D. Davies*

declared at

6-8 Underwood Street, London N1 7JQ

Day Month Year

On

01 2 01 6 2 0 0 3

§§ Please print name

before me §§

INEZ HIBBERD

Signed

*I. Hibberd*

Date

2.6.03

§ A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

Waterlow Legal and Company Services

6-8 Underwood Street,

London N1 7JQ

Tel 020-7250 3350

DX number 122031 DX exchange Finsbury 3



LD1  
COMPANIES HOUSE

0061  
02/06/03

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:  
Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales  
or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland DX 235 Edinburgh



**BLUEPRINT**  
Company Secretary

Please complete in typescript,  
or in bold black capitals.

CHFP055

Notes on completion appear on final page

# 10

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

**Company Name in full**

4784310

Rmc SCORGIA

## Proposed registered office

(PO Box numbers only, are not acceptable)

Rmc House

COLDHARBOUR LANE

THORPE

Post town

EGLAM

County / Region

SURREY

Postcode

TW20 8TD

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

✓

Agent's Name

Address

WATERLOW  
LEGAL & COMPANY SERVICES  
6-8 UNDERWOOD STREET

LONDON N1 7JQ  
TEL: 020 7250 3350  
FAX: 020 7608 0867  
DX 122031 FINSBURY 3

Post town

County / Region

Postcode

Number of continuation sheets attached

0

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query

WATERLOW  
LEGAL & COMPANY SERVICES  
6-8 UNDERWOOD STREET  
LONDON N1 7JQ  
TEL: 020 7250 3350  
FAX: 020 7608 0867  
DX 122031 FINSBURY 3

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for companies registered in England and Wales or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**



LD1  
COMPANIES HOUSE

0060  
02/06/03

# Company Secretary (see notes 1-5)

Company name

RMC GEORGIA

NAME

\*Style/Title

\*Honours etc

Forename(s)

\*Voluntary details

Surname

Waterlow Secretaries Limited

Previous forename(s)

Previous surname(s)

Address

6/8 Underwood Street

Usual residential address

For a corporation, give the  
registered or principal office  
address

Post town

London

County/Region

Postcode

N1 7JQ

Country

I consent to act as secretary of the company named on page 1

Consent Signature

Signed for  
and on behalf of Waterlow Secretaries Ltd

Date

30th May 2003

Directors (see notes 1-5)

Please list directors in alphabetical order.

NAME

\*Style/Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the  
registered or principal office  
address

Post town

County/Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent Signature

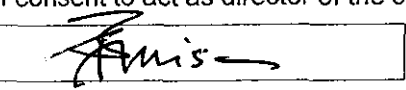
Date

**Company Secretary** (see notes 1-5)

Company name	RMC GEORGIA		
Name	* Style / Title	MR	* Honours etc
* Voluntary details.	Forename(s)	FRANK JAMES	
	Surname	SCANDISH	
	Previous Forename(s)	N/A	
	Previous Surname(s)	N/A	
Address	17 FAIRMILE HOUSE		
Usual residential address	TWICKENHAM ROAD		
For a corporation, given the registered or principle office address.	TEDDINGTON		
	Post town		
	County / Region	MIDOX	Postcode
			TW11 8DA
	Country	ENGLAND	
	I consent to act as secretary of the company named on page 1		
Consent Signature			Date
			30.5.03

**Directors** (see notes 1-5)

Please list directors in alphabetical order

Name	* Style / Title	MR	* Honours etc
Forename(s)	TIMOTHY JOHN		
Surname	ALLISON		
Previous Forename(s)	N/A		
Previous Surname(s)	N/A		
Address	11 DEVEREUX ROAD		
Usual residential address	WINDSOR		
For a corporation, given the registered or principle office address.			
	Post town		
	County / Region	Berkshire	Postcode
			SL4 1JS
	Country	ENGLAND	
	Day	Month	Year
Date of birth	21	06	1970
	Nationality	BRITISH	
Business occupation	TREASURER		
Other directorships	N/A		
	I consent to act as director of the company named on page 1		
Consent Signature			Date
			30/5/03

**Directors (continued)**

(see notes 1-5)

<b>Name</b>	<b>* Style / Title</b>	<input type="text" value="MR"/>	<b>* Honours etc</b>	<input type="text"/>
* Voluntary details.				
	<b>Forename(s)</b>	<input type="text" value="ROBERT GERHARD"/>		
	<b>Surname</b>	<input type="text" value="SANTA-LIPINSKI"/>		
	<b>Previous Forename(s)</b>	<input type="text" value="N/A"/>		
	<b>Previous Surname(s)</b>	<input type="text" value="N/A"/>		
<b>Address</b>		<input type="text" value="178 ST ALBANS AVENUE"/>		
<b>Usual residential address</b>		<input type="text"/>		
For a corporation, given the registered or principle office address.		<input type="text"/>		
	<b>Post town</b>	<input type="text" value="CHISWICK"/>		
	<b>County / Region</b>	<input type="text" value="LONDON"/>	<b>Postcode</b>	<input type="text" value="W4 5JU"/>
	<b>Country</b>	<input type="text" value="LONDON ENGLAND"/>		
		<small>Day</small>	<small>Month</small>	<small>Year</small>
	<b>Date of birth</b>	<input type="text" value="09"/>	<input type="text" value="02"/>	<input type="text" value="1952"/>
		<b>Nationality</b> <input type="text" value="BRITISH"/>		
	<b>Business occupation</b>	<input type="text" value="TREASURER"/>		
	<b>Other directorships</b>	<input type="text" value="GILLINGHAM PORTLAND CEMENT CO LTD"/>		
I consent to act as director of the company named on page 1				
	<b>Consent Signature</b>	<input type="text" value="R. G. Lipinski"/>		<b>Date</b> <input type="text" value="30.5.03"/>

**This section must be signed by**Either  
an agent on behalf  
of all subscribers

Signed

Date

Or the subscribers

Signed

Date

(i.e those who  
signed as members  
on the memorandum  
of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

701483



## **The Companies Acts 1985**

**(As amended by the Companies Act 1989)**

### **Unlimited Company having a Share Capital**

#### **MEMORANDUM OF ASSOCIATION**

of

#### **RMC GEORGIA**

1. The Company's name is **RMC GEORGIA**
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
  - (a)
    - (i) To carry on the business of a holding and investment company and to do all lawful acts and things whatever, that are necessary or convenient in carrying on the business of a holding company or the business of an investment company.
    - (ii) To carry on the business of a management and servicing company and to act as managers or to direct the management of other companies or of the business, property and estates of corporations, private persons or companies and to undertake and carry out all such services in connection therewith as may be deemed expedient and to exercise its powers as a controlling shareholder of other companies.
    - (iii) To acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private companies, corporate or unincorporate, policies of insurance and other such property, real or personal and rights and interest in property as the Company shall deem fit.
  - (b) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company.
  - (c) To acquire by purchase, lease, exchange, hire or otherwise, to hold for any estate or interest, any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business.
  - (d) To erect, alter or maintain any buildings, plant and machinery necessary or



convenient for the Company's businesses and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(e) To acquire by subscription or otherwise and hold, sell, deal with or dispose of any Shares, Stock, Debentures, Debenture Stock, or other Securities of any kind whatsoever, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock and other Securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

(f) To borrow or receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.

(g) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the Company's holding company as defined by Section 736 and Section 736(A) of the Companies Act 1985 ("the Act") or another subsidiary, as defined by the said section of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint venture arrangement with any person, persons, firm or company.

(h) To lend money with or without security, and to invest money of the company upon such terms as the Company may approve and to guarantee the dividends, interest and capital of the shares, stock, or securities of any company of or in which this company is a member or is otherwise interested, and generally as the Directors think fit.

(i) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.

(j) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.

(k) To employ experts, consultants and valuers to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.



(l) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of this Company and to acquire, hold, dispose of shares, stock, or securities issued by or any other obligations of any such company.

(m) To draw, accept and negotiate promissory notes, bills of exchange, and other negotiable instruments.

(n) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.

(o) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.

(p) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(q) To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company.

(r) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(s) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(t) To provide for the welfare of persons employed or formerly employed by the Company and to grant pensions, allowances, gratuities and bonuses to officers or ex-

officers, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds, or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.

(u) To subscribe to or otherwise aid the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not and to institute and maintain any club or other establishment.

(v) To distribute in specie assets of the Company properly distributable amongst the members, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(w) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others or as factors, trustees, or agents for others, or by or through factors, trustees or agents.

(x) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, except when 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 such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, 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 the sub-clauses.

RMC George


WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions  
of Subscribers

Number of Shares taken  
by each Subscriber

RMC Atlanta  
RMC House  
Coldharbour Lane  
Thorpe  
Egham  
Surrey TW20 8TD

1,000 Ordinary \$1 shares

TA   
TIMOTHY JOHN ALLISON  
FOR & ON BEHALF OF  
RMC ATLANTA

Dated the 30 day of May 2003

WITNESS to the above Signatures:-



TIFFANY BRILL

30.5.03.

44 Cleverdon  
Rd  
Readington  
Middle  
TW11 8DS

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our names.

Name and Addresses of Subscribers

Number of shares taken by  
each subscriber

WATERLOW SECRETARIES LIMITED  
6-8 Underwood Street  
London  
N1 7JQ

1,000 Ordinary \$1 Shares

A handwritten signature in black ink, appearing to read "D. Davies". The letters are cursive and somewhat stylized.

Dated: 30th May 2003

WITNESS to the above Signatures:-

JOANNE VINES  
22 Gittens Close  
Durham Hill  
Bromley  
BR1 5LA

A handwritten signature in black ink, appearing to read "J. Vines". The letters are cursive and somewhat stylized.

## **The Companies Acts 1985**

**(As amended by the Companies Act 1989)**

### **Unlimited Company having a Share Capital**

## **ARTICLES OF ASSOCIATION**

of

### **RMC GEORGIA**

#### PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company.

(a) "communication" means the same as in the Electronic Communications Act 2000.

(b) "electronic communication" means the same as in the Electronic Communications Act 2000.

2. Regulations 3, 8, 24, 32, 34, 35, 64, 73 to 77 (inclusive) 94 to 97 (inclusive) and the second and third sentences of Regulation 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company, but the Regulations hereinafter contained together with the remaining Regulations of Table A, subject to the modifications hereinafter expressed, constitute the regulations of the Company.

3. Any reference in these Regulations to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment.

#### INTERPRETATION

4. In Regulation 1 of Table A there shall be inserted before the words "office" and "Secretary" the word "the" and between the words "regulations" and "the Act" the words "and in any articles adopting in whole or in part the same".

#### SHARE CAPITAL

5. The Share Capital of the Company is US\$5,000,000 divided into 5,000,000 Ordinary Shares of US\$1 each.

6. The Company may by special resolution:

- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
- (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- (c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
- (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
- (e) reduce its share capital and any share premium account in any way.

## SHARES

7. Subject to the provisions of the next following Regulation the Directors are authorised for the purposes of Section 80 of the Act to exercise the power of the Company to allot shares to the amount of the authorised but unissued share capital of the Company for the time being and the Directors may allot, grant options over or otherwise dispose of such shares to such persons, on such terms and in such manner as they think fit always provided that:-

- (i) Save as provided in sub-paragraph (ii) of this Regulation the authority given in this Regulation to the Directors to exercise the power of the Company to allot shares shall expire five years after the date of incorporation of the Company;
- (ii) The Members in General Meeting may by Ordinary Resolution:
  - (a) renew the said authority (whether or not it has been previously renewed) for a period not exceeding five years, (unless the Company elects by elective resolution to modify the duration of authority pursuant to Section 80A of the Companies Act 1985) but such resolution must state (or restate) the amount of shares which may be allotted under such authority or renewed authority or, as the case may be, the amount remaining to be allotted thereunder, and must specify the date on which the authority or renewed authority will expire;
  - (b) revoke or vary any such authority (or renewed authority);
- (iii) Notwithstanding the provisions of sub-paragraphs (i) and (ii) of this Regulation the Company may make an offer or agreement which would or might require shares to be allotted after such authority has expired and in pursuance of such an offer or agreement the Directors may allot shares notwithstanding that such authority or renewed authority has expired.

In this Regulation any reference to the allotment of shares shall include a reference to the grant of any right to subscribe for, or to convert any security into shares, but shall not include any reference to the allotment of shares pursuant to such a right.

8. In accordance with section 91 of the Act Sections 89(1) and 90(1) to (6) of the Act are excluded from applying to the Company. Any shares for the time being unissued shall be offered to the Members in proportion as nearly as may be to the number of existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. Such offer shall be made by written notice specifying the number of shares offered and specifying a period (not being less than fourteen days) within which the offer, if not accepted, will lapse and determine. After the expiration of that period, or on the receipt of an intimation in writing from the offeree that he declines to accept the shares so offered, the Directors may in accordance with the provisions of these Regulations allot grant options over or otherwise dispose of the same to such persons on such terms and in such manner as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid allot any such new or original shares which by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot in the view of the Directors eventually be offered in the manner aforesaid.

9. Subject to Chapter VI of the Act, the Company may give financial assistance for the purpose of or in connection with any acquisition of shares made or to be made in the Company or its holding company.

#### LIEN

10. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders. The Company shall have a first and paramount lien on every share (not being fully paid) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (including fully paid shares) registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders for all moneys presently payable by him or his estate to the Company: but the Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereupon.

#### TRANSFER OF SHARES

11. The Directors may in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.

#### NOTICES

12. (a) The words "at least seven clear days' notice" shall be substituted for the words "at least fourteen clear days' notice" in Regulation 38 of Table A.

(b) Any notice or other document may be served on or delivered to any Member by the Company either;

(i) personally, or

- (ii) by sending it by post addressed to the Member at his registered address, or
- (iii) by any form of electronic communication, or
- (iv) by leaving it at his registered address addressed to the Member, or
- (v) by any other means instructed in writing by the Member concerned and agreed by the Company.

In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

(c) Any notice or other document, which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post or sent by electronic communication, shall be deemed to have been served or delivered when it was so left or sent. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. Regulation 115 of Table A shall be modified accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

13. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him and that such proxy need not also be a Member. Regulation 38 of Table A shall be modified accordingly.

14. Proxies may be deposited at the Registered Office of the Company at any time before the time of the Meeting for which they are to be used unless otherwise specified in the notice convening such Meeting. The Directors may at their discretion treat an electronic communication appointing a proxy as a proxy for the purposes of this Article. Regulation 62 of Table A shall be modified accordingly.

15. A Resolution in writing signed or approved by letter, telex, facsimile transmission or cable or by any other electronic communication by all members of the Company, who would have been entitled to vote upon it if it had been duly proposed at a General Meeting or at a meeting of any class of members of the Company, or by their duly appointed attorneys, shall be as valid and effectual as if it had been passed at a General Meeting or at such a class meeting of the Company (as the case may be) duly convened and held. Any such Resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys (or, in the case of a member which is a body corporate, by a director thereof or by a duly appointed representative). Regulation 53 of Table A shall not apply to the Company.



## DIRECTORS

16. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Act.

17. Unless and until otherwise determined by the Company in General Meeting there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.

18. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

19. A Director who is in any way either directly or indirectly interested (whether through persons connected with him as defined in section 346 of the Act or otherwise) in any contract transaction or arrangement (whether or not constituting a contract and whether actual or proposed) with the Company or in which the Company is otherwise interested, shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of any such contract transaction or arrangement (whether actual or proposed) in which he is interested and he shall be counted in reckoning whether a quorum is present.

20. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock and any other securities whether outright or as a security for any debt, liability or obligation of the Company or of any third party.

## PROCEEDINGS OF DIRECTORS

21. Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him (by electronic communication or otherwise) at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address given to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either retrospectively or prospectively. Regulation 88 of Table A shall be modified accordingly.

22. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any other form of electronic communication which allows all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.


#### DIVIDENDS

23. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of Part VIII of the Act which apply to the Company.

Rmc Georgia


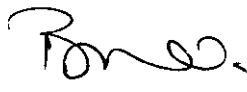
Names and Addresses of Subscribers

RMC Atlanta  
RMC House  
Coldharbour Lane  
Thorpe  
Egham  
Surrey TW20 8TD

TA   
TIMOTHY JOHN ALLISON  
FOR & ON Behalf of  
Rmc Atlanta

Dated 30.5.03

WITNESS to the above Signatures:-

   
TIFFANY BEILL  
30.5.03

64 Claremont Rd  
Leamington  
Midday TW11 8D3

Name and Addresses of Subscribers

WATERLOW SECRETARIES LIMITED  
6-8 Underwood Street  
London  
N1 7JQ

*DD Davies*

Dated: 30th May 2003

WITNESS to the above Signatures:-

JOANNE VINES  
22 Gittens Close  
Durham Hill  
Bromley  
BR1 5LA

*J Vines*