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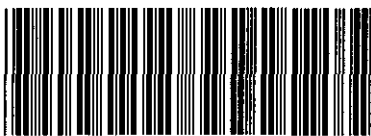
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4937004

The Registrar of Companies for England and Wales hereby certifies that
ABACUS SHIPPING 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 20th October 2003



N04937004E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

ABACUS SHIPPING LIMITED

I, MARCEL A. ULRICH

of 55 GOWER ST, LONDON, WC1E 6HQ

† 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

Declared at

55 GOWER ST, LONDON, WC1E 6HQ

Day Month Year

On

1 6 1 0 2 0 0 3

① Please print name.

before me ①

STEPHEN FRANK RONALDSON

Signed

Stephen F. Ronaldson

Date

16TH OCTOBER 2003

† 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.

Gower Accountancy
55 Gower Street
London
WC1E 6HQ

Tel 0207 323 6807

DX number

DX exchange

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



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COMPANIES HOUSE 17/10/03
Laserform International 12/99

Package: 'Laserform'
by Laserform International Ltd.

10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

ABACUS SHIPPING LIMITED

Proposed Registered Office

THIRD FLOOR

(PO Box numbers only, are not acceptable)

55 GOWER STREET

Post town

LONDON

County / Region

Postcode

WC1E 6HQ

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

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

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for companies registered in Scotland

DX 235 Edinburgh



Company Secretary (see notes 1-5)

Company name

ABACUS SHIPPING LIMITED

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

GOWER SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address ††

55 GOWER STREET

Post town

LONDON

County / Region

Postcode

WC1E 6HQ

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

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

Consent signature**Date**

16TH OCTOBER 2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

Surname

GOWER NOMINEES LIMITED

Previous forename(s)

Previous surname(s)

Address ††

55 GOWER STREET

Post town

LONDON

County / Region

Postcode

WC1E 6HQ

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

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**

16TH OCTOBER 2003

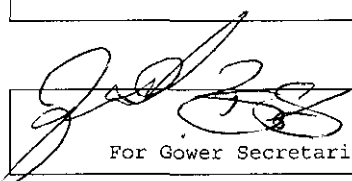
For Gower Nominees Ltd

Directors

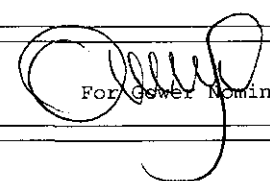
(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc	
Forename(s)				
Surname				
Previous forename(s)				
Previous surname(s)				
Address ††				
<input type="checkbox"/>				
Post town				
County / Region		Postcode		
Country				
Date of birth		Day	Month	Year
Business occupation		Nationality		
Other directorships				
I consent to act as director of the company named on page 1				
Consent signature			Date	

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed****Date***Or the subscribers**(i.e those who signed
as members on the
memorandum of
association).***Signed**
For Gower Secretaries Ltd**Date**

16TH OCTOBER 003

Signed**Date****Signed**
For Gower Nominees Ltd**Date**

16TH OCTOBER 2003

Signed**Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was :**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

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4937004

THE COMPANIES ACT 1985 AND 1989

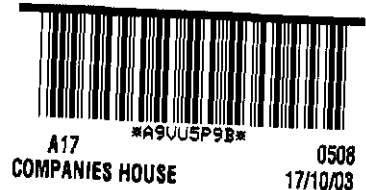
PRIVATE COMPANY LIMITED BY SHARES

068657

MEMORANDUM OF ASSOCIATION

OF

ABACUS SHIPPING LIMITED



1. The Company's name is "Abacus Shipping Limited".
2. The company's registered office is to be situated in England and Wales.
3. The company's objects are as follows:-
 - a) To carry on any trade or business whatsoever as a general commercial company.
 - b) To carry on any other business that, in the opinion of the company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the company and is calculated to enhance the value of the company's property.
 - c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the company.
 - d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the company.

- e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the company.
- f) To invest and deal with the monies of the company in such shares or upon such securities or otherwise in such manner as from time to time may be determined.
- g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the company or any part thereof.
- h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this company or any other consideration any other company or business which, in the opinion of the company, may be carried on so as directly or indirectly to benefit the company.
- i) To sell or otherwise dispose of the whole or any part of the business or property of the company for any consideration, shares, or debentures as the company may think fit.
- j) To lend money to customers, associates and others whether incorporated or not and to guarantee the observance and performance of obligations and contracts by customers and others.
- k) To borrow or raise money in such manner as the company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- l) To pay or remunerate any person, firm or company for rendering services to the company in the promotion of the company or the placing and issue of shares, debentures, debenture stock or other securities of the company.

- m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- n) To draw, make accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments,.
- o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- p) To promote by way of advertising the company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the company.
- q) To distribute in specie any of the shares, debentures or securities of the company between the members of the company in accordance with their rights.
- r) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the company.

- 4. The liability of the members is limited.
- 5. The company's share capital is £1,000 divided into 1,000 Ordinary Shares of £1 each.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

Names, Addresses and Descriptions of Subscribers		Number of shares taken by each Subscriber
1.	Gower Nominees Ltd 55 Gower Street London WC1E 6HQ <u>Nominee</u> FOR GOWER NOMINEES LIMITED	ONE
2.	Gower Secretaries Ltd 55 Gower Street London WC1E 6HQ <u>Nominee</u> FOR GOWER SECRETARIES LIMITED	ONE
Total Shares taken		TWO

Dated the 16th October 2003

Witness to the above signatures,

Suliana Set Suhara



Assistant Accountant

55 Gower Street
London
WC1E 6HQ

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ABACUS SHIPPING LIMITED

1. Preliminary

- 1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ('Table A') shall apply to the company except in so far as they are excluded or varied by these articles.
- 1.2 Expressions defined in regulation 1 of Table A shall where the context admits bear in these articles the meanings so defined.

2. Share capital

- 2.1 The original share capital of the company is £ 1,000 divided into 1,000 Ordinary Shares of £1 each.
- 2.2 In regulation 2 of Table A there shall be substituted for the words following 'issued with' the words 'or have attached to it such rights or restrictions as the company may by special resolution determine'.

3. Lien and forfeiture

- 3.1 The lien conferred by regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the company. The registration of a transfer of a share shall operate as a waiver of any lien of the company on that share.

- 3.2 In regulation 8 of Table A there shall be substituted for the words 'any amount payable in respect of it' the words 'all distributions and other monies or property attributable to it'; and the same words shall be substituted in regulation 19 for the words 'all dividends or other monies payable in respect of the forfeited shares'.

4. Alteration of share capital

- 4.1 In regulation 32 of Table A there shall be inserted after the words 'the resolution may' in paragraph (c) the parenthesis '(if it is a special resolution)'.
- 4.2 In regulation 33 of Table A the parenthesis '(including, subject to the provisions of the Act, the company)' shall be omitted.

5. Authority to allot and pre-emption rights

- 5.1 The directors are generally and unconditionally authorised pursuant to section 80 of the Act for a period of 5 years from the date of adoption of these Articles, to allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of any unissued shares (whether forming part of the original or any increased capital) or rights to subscribe for or convert any security into shares to such persons, at such times and for such consideration and generally upon such terms and conditions with such rights and privileges attached to them and subject to such restrictions as the director may determine (but so that no shares shall be issued at a discount).
- 5.2 For the purpose of these Articles, a share is deemed paid up (as to its nominal value and any premium on it) in cash, or allotted for cash, if the consideration for the payment up or allotment is cash received by the company, or is a cheque received by it in good faith which the directors have no reason for suspecting will not be paid, or is a release of a liability of the company for a liquidated sum, or is an undertaking to pay cash to the company at a future date.
- 5.3 Subject to any shareholders resolutions to the contrary the directors shall observe the provisions of section 89 of the Act in respect of each allotment of shares by the company after the date of adoption of these Articles.

6. Votes of members

- 6.1 In regulation 54 of Table A there shall be inserted after the second occurrence of the words 'every member' the words 'present in person or by proxy'.
- 6.2 In regulation 61 of Table A there shall be substituted for the words following 'the instrument appointing a proxy shall be in' the words 'any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used'.

7. Appointment of Directors

- 7.1 Clause 64 in Table A shall not apply to the company.
- 7.2 The maximum number and minimum number respectively of the directors may be determined from time to time by Ordinary Resolution in General Meeting of the company. Subject to and in default of any such determination, there shall be no maximum number of directors and the minimum number of directors shall be one. Whenssoever the minimum number of directors shall be one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and clause 89 in Table A shall be modified accordingly.
- 7.3 The directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the company.
- 7.4 No person shall be appointed as director at any General Meeting unless either:-
 - (i) he is recommended by the directors, or
 - (ii) not less than fourteen days or more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a member qualified to vote at the General Meeting has been given to the company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
- 7.5 Subject to paragraph 6.4 above, the company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

- 7.6 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with paragraph 6.2 above as the maximum number of directors and for the time being in force.

8. Disqualification of directors

In regulation 81 of Table A there shall be inserted in paragraph (d) after the words 'to the company' the words 'left at the office'.

9. Dividends

In regulation 104 of Table A there shall be inserted after the words 'as from a particular date' the words 'or to a particular extent'.

10. Notices

In regulation 115 of Table A the words 'unless the contrary is proved' shall be omitted.

**Names, Addresses and Descriptions
of Subscribers**

Gower Nominees Ltd
55 Gower Street
London WC1E 6HW

Nominee

FOR GOWER NOMINEES LIMITED

Gower Secretaries Ltd
55 Gower Street
London WC1E 6HQ

Nominee

FOR GOWER SECRETARIES LIMITED

Dated the 16th October 2003

Witness to the above signatures,

Suliana Set Suhara

Assistant Accountant
55 Gower Street
London
WC1E 6HQ

Suliana