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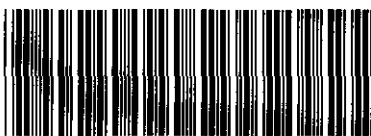
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5950172

The Registrar of Companies for England and Wales hereby certifies that
EEF 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 28th September 2006



N05950172G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House
for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

EEF LIMITED

I,

SOIYA GECAGA

of

BATES WELLS AND SCATHWHITE, 2-6 CANNON STREET
LONDON, EC4M 6YH

† 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

[Signature]

Declared at

ALLEN AND OVERY, 1 NEW CHANGE, LONDON, EC4M 9QQ

Day Month Year

On

22 09 2006

• Please print name.

before me •

TERRAN WHITE

Signed

[Signature]

Date

22nd September 2006

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

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.

Tel	
DX number	DX exchange



Form revised 10/03

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
or LP - 4 Edinburgh 2



Companies House

for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

05950172

Company Name in full

EEF LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

2-6 CANNON STREET

Post town

LONDON

County / Region

Postcode

EC4M 6YH

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

0

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

BATES WELLS & BRAITHWAITE

2-6 CANNON STREET, LONDON

EC4M 6YH Tel 0207 551 7777

DX number 42609 DX exchange CHEAPSIDE 4



A24
COMPANIES HOUSE

704
23/09/2006

COMPANIES HOUSE

16/08/2006

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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
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name

BWS SECRETARIAL SERVICES LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† 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.

Address ††

2-6 CANNON STREET

Post town

LONDON

County / Region

Postcode

EC4M 6YH

Country

ENGLAND

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

Consent signature

Amade for BWS
Secretarial Ltd.

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

CHRISTOPHER ANDREW ERIC

Surname

STUDD

Previous forename(s)

Previous surname(s)

†† 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.

Address ††

2-6 CANNON STREET

Post town

LONDON

County / Region

Postcode

EC4M 6YH

Country

ENGLAND

Day Month Year

Date of birth

01 08 1968

Nationality

ENGLISH

Business occupation

SOLICITOR

Other directorships

N/A

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

Consent signature

Andrew Studd

Date

10 August 06

Please list directors in alphabetical order

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ^{††}

†† 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.

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 _____

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date _____

Signed

Date _____

Signed

Date

Signed

Date _____

Signed

Date _____

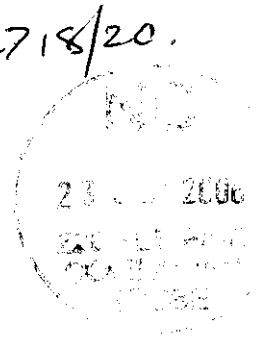
Signed

Date _____

Signed

Date _____

704718/20.
942847
The Companies Acts 1985 and 1989
Company Limited by Guarantee and not Having a Share Capital



Memorandum of Association
of
EEF Limited



Name

1. The name of the company is EEF Limited. In this Memorandum and the company's Articles of Association it is called the "Company".

Registered office

2. The registered office of the Company is situated in England and Wales.

Objects

3. The object of the Company is to carry on business as a general commercial company.

Limited liability

4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute a sum not exceeding £1 to the assets of the Company if it is wound up during his or her membership or within one year afterwards:
 - 5.1.1 for payment of the debts and liabilities of the Company contracted before he or she ceased to be a member;
 - 5.1.2 for the costs, charges and expenses of winding up;
 - 5.1.3 for the adjustment of the rights of the contributories among themselves.

Definitions

6. Words and phrases used in this Memorandum of Association have the same meanings as are ascribed to them in the Articles of Association of the Company unless the context otherwise requires.

We, the subscriber to this Memorandum, wish to be formed into a company in accordance with this Memorandum

Signature, Name and Address of Subscriber

1. Signature:



Name: Andrew Studd

Address: Bates Wells & Braithwaite

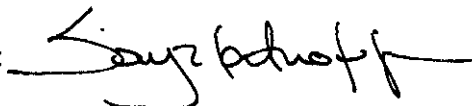
2-6 Cannon Street

London EC4M 6YH

Date:

4th September 2006

Witnessed:



Name: SOIYA GECAGA

Address: BATES WELLS AND BRAITHWAITE

2-6 CANNON STREET

LONDON EC4M 6YH

Date:

4th September 2006

Articles of Association
of
EEF Limited

Interpretation

1. In these Articles and the Memorandum the following terms shall have the following meanings:

1.1	Term	Meaning
1.2	“Act”	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
1.3	“address”	in relation to electronic communications includes any number or address used for the purpose of such communication
1.4	“Articles”	these Articles of Association of the Company
1.5	“clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
1.6	“Company”	EEF Limited
1.7	“Connected Person”	(a) any spouse, parent, child, brother, sister, grandparent or grandchild of a Director; or (b) any other person in a relationship with a Director which may reasonably be regarded as equivalent to such a relationship; or (c) any company or firm of which a Director is a paid director, partner or employee, or shareholder holding more than 1% of the capital
1.8	“electronic communication”	has the meaning ascribed to it in the Electronic Communications Act 2000
1.9	“financial expert”	an individual, company or firm who is authorised to give investment advice under the Financial

Services and Markets Act 2000

- 1.10 "Memorandum" the Memorandum of Association of the Company
- 1.11 "Secretary" the secretary of the Company
- 1.12 "Subsidiary Company" any company in which the Company holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company
- 1.13 "Director and Directors" the director and directors as defined in the Act
- 2. In these Articles and the Memorandum:
 - 2.1 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Company;
 - 2.2 Subject to Article 2.1 any reference in these Articles or the Memorandum to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

Members

- 3. The Directors from time to time shall be the only members of the Company. A Director shall become a member on becoming a Director. A member shall cease to be a member if he or she ceases to be a Director. Membership shall not be transferable and shall cease on death.

Directors

Number of Directors

- 4. There shall be at least one Director.

Appointment, retirement, removal and disqualification of Directors

- 5. The subscribers to the Memorandum shall be the first Directors.
- 6. Directors shall be appointed by resolution of the Directors.
- 7. No person may be appointed as a Director:
 - 7.1 unless he or she has attained the age of 18 years; or
 - 7.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of the Articles.
- 8. The office of a Director shall be vacated if:

- 8.1 he or she ceases to be a Director by virtue of any provision of the Act or he or she becomes prohibited by law from being a Director;
- 8.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- 8.3 the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
- 8.4 he or she resigns by notice to the Company;
- 8.5 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason;
- 8.6 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Director has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors; or
- 8.7 he or she ceases to be a member of the Company.

Powers of Directors

9. Subject to the Act, the Memorandum and the Articles, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made.
10. The continuing Directors or a sole continuing Director may act despite any vacancies in their number but while there are fewer Directors than required for a quorum the Directors may only act for the purpose of increasing the number of Directors.
11. All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.
12. Subject to the Articles the Directors may regulate their proceedings as they think fit.

Chair

13. The Directors may appoint one of their number to be the chair of the Directors and may at any time remove him or her from that office.

Delegation of Directors' powers

14. The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.
15. The Directors may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Company to any person or committee in accordance with the conditions set out in these Articles.

Delegation to committees

16. In the case of delegation to committees:
 - 16.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 16.2 the composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify;
 - 16.3 the deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported promptly to the Directors and for that purpose every committee shall appoint a secretary;
 - 16.4 all delegations under this Article shall be variable or revocable at any time;
 - 16.5 the Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
 - 16.6 no committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.
17. For the avoidance of doubt, the Directors may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director.
18. The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as applicable and not superseded by any regulations made by the Directors.

Delegation of day to day management powers

19. In the case of delegation of the day to day management of the Company to a chief executive or other manager or managers:

- 19.1 the delegated power shall be to manage the Company by implementing the policy and strategy adopted by and within a budget approved by the Directors and if applicable to advise the Directors in relation to such policy, strategy and budget;
- 19.2 the Directors shall provide the manager with a description of his or her role and the extent of his or her authority; and
- 19.3 the manager shall report regularly to the Directors on the activities undertaken in managing the Company and provide them regularly with management accounts sufficient to explain the financial position of the Company.

Meetings

Directors' meetings

- 20. Two Directors may (and the Secretary shall at the request of two Directors) call a Directors' meeting.

Annual general meetings

- 21. Subject to the Act and to the passing of an elective resolution dispensing with the need to hold an annual general meeting, the Company shall hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next.

Extraordinary general meetings

- 22. All general meetings other than annual general meetings shall be called extraordinary general meetings. Any two Directors may (and the Secretary shall at the request of two Directors) call an extraordinary general meeting at any time.

Length of notice

- 23. An annual general meeting and a general meeting called to pass a special or elective resolution shall be called by at least 21 clear days' notice and any other general meeting shall be called by at least 14 clear days' notice unless the Act requires a longer notice period.
- 24. A Directors' meeting shall be called by at least seven clear days' notice unless urgent circumstances require shorter notice.
- 25. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 26. A meeting may be called by shorter notice if it is so agreed by everyone entitled to attend and vote at it.

Contents of notice

27. Every notice calling a meeting shall specify the place, day and time of the meeting, whether it is a Directors', extraordinary general or annual general meeting, and the general nature of the business to be transacted. If a special, extraordinary or elective resolution is to be proposed at a general meeting, the notice shall include the proposed resolution and specify that it is proposed as a special, extraordinary or elective resolution.

Service of notice

28. Notice of meetings shall be given to each Director and in the case of annual general meetings and extraordinary general meetings notice shall also be given to any patron(s) and to the auditors of the Company.

Quorum

29. No business shall be transacted at any meeting unless a quorum is present. Except where there is only one Director, two people present and entitled to vote shall be a quorum. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

Chair

30. The chair, if any, of the Directors or in his or her absence another Director nominated by the Directors present shall preside as chair of each meeting.

Adjournment

31. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

Voting

32. Every person present and entitled to vote shall have one vote. A resolution put to the vote of a meeting shall be decided on a show of hands.
33. A declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
34. Except where otherwise required by the Act, questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the

chair shall be entitled to a casting vote in addition to any other vote he or she may have.

Irregularities

35. The proceedings at any meeting shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Act.
36. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

Conflicts of interest

37. Whenever a person has a personal interest in a matter to be discussed at a meeting, and whenever a person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Company in relation to a matter to be discussed at a meeting, he or she must:
 - 37.1 declare an interest before discussion begins on the matter;
 - 37.2 withdraw from that part of the meeting unless expressly invited to remain;
 - 37.3 in the case of personal interests not be counted in the quorum for that part of the meeting; and
 - 37.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

Written resolutions

38. A resolution in writing shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
 - 38.1 in the case of a members' resolution the written resolution must be signed by all of the members who would have been entitled to vote upon the resolution if it had been proposed at the meeting;
 - 38.2 in the case of a Directors' resolution the written resolution must be signed by all of the Directors';
 - 38.3 a written resolution may consist of several instruments in like form each signed by one or more persons; and
 - 38.4 the date of a written resolution shall be the date on which the last person signs.

Email approval of resolutions

39. A Directors' resolution which is approved by email in accordance with this Article 39 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- 39.1 such a resolution must be approved by email by all of the Directors;
- 39.2 approval from each Director must be received by such person as all the Directors shall have nominated in advance for that purpose ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;
- 39.3 approval from a Director must be sent from an email address previously notified in writing by that Director to the Secretary as intended for use by that Director for the purpose;
- 39.4 following receipt of a response on any resolution from each of the Directors, the Recipient shall circulate a further email to all of the Directors confirming whether the resolution has been formally approved by the Directors in accordance with the terms of this Article 39;
- 39.5 the date of a resolution shall be the date of the email from the Recipient confirming formal approval.

Virtual meetings

40. A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Directors in which all participants may communicate simultaneously with all other participants.

General

Secretary

41. The Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them.

Minutes

42. The Directors shall cause minutes to be made in books kept for the purpose:
- 42.1 of all appointments of officers made by the Directors;
- 42.2 of all resolutions of the Company and of the Directors; and
- 42.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding

meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.

Records and accounts

43. The Directors shall comply with the requirements of the Act as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:
- 43.1 annual reports;
- 43.2 annual returns;
- 43.3 annual statements of account.

Notices

44. Subject to Article 39.3 and Article 45, any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Directors need not be in writing.
45. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her.
46. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
47. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained in an electronic communication at the expiration of 48 hours after the time it was transmitted.

Indemnity

48. Subject to the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer of the Company shall be indemnified out of the assets of the Company:
- 48.1 against all costs charges expenses or liabilities incurred by him or her:

48.1.1 in defending any civil or criminal proceedings in which judgment is given in his or her favour or in which he or she is acquitted; and

48.1.2 in connection with any application in which relief from liability is granted to him or her by the court;

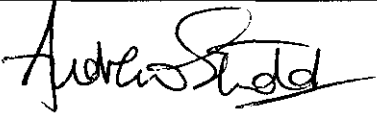
where such proceedings or application arise as a result of any actual or alleged negligence, default, breach of duty or breach of trust in relation to the Company; and

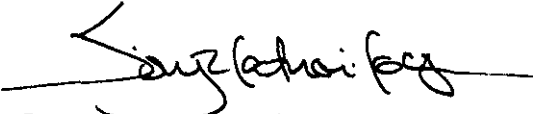
48.2 against all costs, charges, losses, expenses or liabilities incurred by him or her in or in relation to the proper execution and discharge of his or her duties.

Winding-up

49. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

Signature, Name and Address of Subscriber

1. Signature: 
Name: Andrew Studd
Address: Bates Wells and Braithwaite
2-6 Cannon Street
London EC4M 6YH
Date: 4th September 2006

Witnessed: 
Name: SOIYA GECASA
Address: BATES WELLS AND BRAITHWAITE
2-6 CANNON STREET
LONDON
EC4M 6YH
Date: 4th September 2006.