

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06676511

The Registrar of Companies for England and Wales hereby certifies that
AB ECOMOTIVE LTD

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

Given at Companies House on 19th August 2008



N06676511J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— for the record —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

6676511

Company name

AB ECOMOTIVE LTD

I,

TORÉ BISGAARD

of

**BRORVOLLÉN - HALVOREGGA
ROEROS
NORWAY
7374**

a

person named as a director of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House
— for the record —

10(ef)

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

Received for filing in Electronic Format on the: **19/08/2008**



*Company Name
in full:*

AB ECOMOTIVE LTD

*Proposed Registered
Office:*

**OFFICE 508 95 WILTON ROAD
LONDON
ENGLAND
SW1V 1BZ**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name:

HAVARD HAUGEN EUCOMPANY LLC

Agent's Address:

**2207 CONCORD PIKE NO 584
DELAWARE
USA
19803-2908**

Director]:

Name **TORE BISGAARD**

Address: **BRORVOLLEN - HALVOREGGA
ROEROS
NORWAY
7374**

Nationality: **NORWEGIAN**

Business occupation: **DIRECTOR**

Date of birth: **14/06/1946**

Consented to Act: **Y** *Date Authorised:* **19/08/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber**

Date Authorised: **19/08/2008**

Authenticated: **Yes**

The Companies Act 1985 to 1989

Private Company Limited by shares

MEMORANDUM OF ASSOCIATION OF AB ECOMOTIVE LTD

1. The company's name is AB ECOMOTIVE LTD.
2. The company's registered office is to be situated in England and Wales.
3. The company's objects are to carry on business as a general commercial company and to do all such things as are incidental to the carrying on of any trade or business by it.
4. The liability of the members is limited.
5. The Company's share capital is £10 divided into 100 Ordinary shares of £0.10 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 below our respective names.

Date: 19/08/2008

TORRE BISGAARD,
BRORVOLDEN - HALVOREGGA, ROEROS, 7374, NORWAY
Number of Shares taken: 100

The total number of shares allocated to the subscribers is 100

REGULATIONS FOR MANAGEMENT
OF A COMPANY LIMITED BY SHARES

The Companies Act 1985
(As amended by the companies Act 1989).

ARTICLES OF ASSOCIATION
OF AB ECOMOTIVE LTD

- (a) Subject as hereinafter provided the regulation incorporated in Table A as set out in the schedule to the Companies (Table A to F) Regulations 1985 as amended hereinafter called "table A" shall apply to the company.
- (b) The articles hereinafter contained, together with the regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the regulations of the company.

APPOINTMENT OF DIRECTORS

- 1. (a) 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 authorities vested in the Directors and regulation 89 of Table A shall be modified accordingly.

(b) Regulation 64 of table A shall not apply to the company.
- 2. The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the company.

Date: 19/08/2008

TORRE BISGAARD,
BRORVOLLEN - HALVOREGGA, ROEROS, 7374, NORWAY