



Companies House
— for the record —

L20

*Bankers Draft
395945.*

BR1

CHFP000

Return delivered for registration of a branch of an overseas company

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

This form should be completed in black.

For office use only	CN	EC 24039	BN	BR 6675
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(See note 5) Corporate name
(name in parent state)

Business name
(if different to corporate name)

Country of Incorporation

Identity of register
(if applicable)

Legal form
(See note 3)

GLOBAL TURBINE SERVICES, INC.
SAME AS ABOVE
UNITED STATES OF AMERICA
SECRETARY OF STATES OFFICE FOR STATE OF DELAWARE
USA and registration no. 3475927
Limited private company with authorized and paid-up
capital of 1000 shares @ \$1 (USD) each.

¹ See note 2



A50
COMPANIES HOUSE

0551
07/08/02

PART A - COMPANY DETAILS ¹

* State whether the company is
a credit or financial institution

* Is the company subject to Section 699A of the Companies Act 1985?

YES ☐

NO ☒

(1) These boxes need not be completed by companies formed in EC member states

Governing law
(See note 4)

GENERAL CORPORATION LAW OF DELAWARE (CHAPTER 1, TITLES 8
OF THE DELAWARE CODE ANN. (REVISED 1974) AS AMENDED

Accounting
requirements

Period for which the company is required to prepare accounts by
parent law. from JANUARY 1st to DECEMBER 31st
Period allowed for the preparation and public disclosure of accounts
for the above period 6 MONTHS months

(02/00)

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of business in home country

1302 N. 19th STREET, 4th Floor, TAMPA
FLORIDA, USA.

Objects of company

PROVIDE ENGINEERING AND TECHNICAL SERVICES

Issued share capital

1000 \$ Currency U.S.A.

Company Secretary(ies)

(See note 10)

Name

* Style / Title SECRETARY

Forenames MARK BALLETT

Surname

* Honours etc.

Previous Forenames NONE

Previous surname NONE

32 THE GALLOPS

Post town NASS

County / Region COUNTY KILDARE

Postcode Country IRELAND

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Company Secretary(ies)

(See note 10)

Name

* Style / Title ASSISTANT SECRETARY

Forenames ROBERT ALTON

Surname WILLIAMS

* Honours etc.

Previous Forenames NONE

Previous surname NONE

608 HAWKSBILL ISLAND DRIVE,

Post town SATELLITE BEACH FL.

County / Region FLORIDA

Postcode 32937 Country USA

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

(You may photocopy this page if required)

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title DIRECTORForenames THOMAS LAURENCESurname TEVLIN

* Honours etc. _____

Previous Forenames NONEPrevious surname NONE59 HOLMWOODPost town CABINTREELVCounty / Region DUBLINPostcode DUBLIN 18 Country IRELAND

Day	Month	Year
215	111	119514

Nationality IRISHBusiness Occupation ACCOUNTANTOther Directorships NONE

The extent of the authority to represent the company is :- (give details)

THE EXTENT OF POWERS ARE LIMITED TO
POWERS EXPRESSLY CONFERRED BY
THE BY-LAWS ARTICLE 111 SECTION 1-15
OF GTSI.

These powers :-

☐ May be exercised alone

OR

☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

FOREST HOWARD BERG (DIRECTOR)PAUL DANIEL (DIRECTOR)

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether powers are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title DIRECTOR

Forenames PAUL

Surname DANIELL

* Honours etc. _____

Previous Forenames NONE

Previous surname NONE

7 LUCERNE DRIVE

Post town STADHAMPTON

County / Region OXFORD

Postcode OX44 7OT Country UK

Day Month Year

Date of Birth

21 09 21 19 61 11

Nationality BRITISH

Business Occupation HUMAN RESOURCES MANAGER

Other Directorships FLEETWOOD POWER LTD, IGE ENERGY

SERVICES/UK LTD, TURBINE BLADING GROUP LTD,

TURBINE BLADING UK LTD, BAGLAN OPERATIONS LTD, MORE
ATTACHED

The extent of the authority to represent the company is :- (give details)

CROSS REFERENCE - SEE DIRECTOR THOMAS TEVLIN

These powers :-

☐ May be exercised alone

OR

☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

THOMAS LAURENCE TEVLIN

FOREST HOWARD BERG

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.)

Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title

Forenames

Surname

* Honours etc.

Previous Forenames

Previous surname

Post town

County / Region

Postcode

Country

Day

Month

Year

Date of Birth

Nationality

Business Occupation

Other Directorships

The extent of the authority to represent the company is :- (give details)

These powers :-

☐

May be exercised alone

OR

☐

Must be exercised with :-

(Give name(s) of co-authorised person(s))

Directors

(See note 10)

Name

* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title DIRECTOR
Forenames FOREST HOWARD
Surname BERG
* Honours etc. _____
Previous Forenames NONE
Previous surname NONE
7 WESTLAKE POINTE DRIVE,
Post town PINEHURST
County / Region NORTH CAROLINA
Postcode 28374 Country USA
Date of Birth

Day	Month	Year
11	9	014
11	9	415

Nationality USA
Business Occupation RETIRED EXECUTIVE
Other Directorships NONE

The extent of the authority to represent the company is :- (give details)

CROSS REFERENCE - SEE DIRECTOR THOMAS
TEVLIN

These powers :-

* ☐ May be exercised alone

OR

* ☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

THOMAS LAURENCE TEVLIN

PAUL DANIELL

Constitution of company

(See notes 6 to 9)

Mark box(es)
as applicable

(See note 9)

* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

- # ☒ A certified copy of the instrument constituting or defining the constitution of the company
- AND
- ☐ * A certified translation
- * is / are delivered for registration

- # ☐ A copy of the latest accounts of the company "NEW COMPANY"
- AND
- ☐ * A certified translation
- * is / are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

- # ☐ The Constitutional documents (* and certified translations)
- AND / OR
- ☐ The latest accounts (* and certified translations) "NEW COMPANY"
- of the company were previously delivered on the registration of the branch of the company at :-
- Cardiff ☐ Edinburgh ☐ Belfast ☐
- Registration no.

AND/OR

The company may rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

- ☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.

Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

- ☐ The Constitutional documents (* and certified translation)
- AND / OR
- ☐ Particulars of the current directors and secretary(ies)

were previously delivered in respect of a place of business of the company registered at THIS registry.

Registration no.

NOTE :- In all cases, the registration number of the branch or place of business relied upon must be given.

PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

* Style / Title	<u>DIRECTOR OF SERVICES</u>	
Forenames	<u>BARRIE</u>	
Surname	<u>POTTINGER</u>	
Address	<u>THE ARENA, DOWNSHIRE WAY,</u>	
Post town	<u>BRACKNELL</u>	
County / Region	<u>BERKSHIRE</u>	Postcode <u>RG12 1PL</u>
Is # <input checked="" type="checkbox"/>	Authorised to accept service of process on the company's behalf	
* AND/OR		
Is # <input type="checkbox"/>	Authorised to represent the company in relation to that business	
The extent of the authority to represent the company is :- (give details)		
<hr/>		
<hr/>		
<hr/>		
<hr/>		
<hr/>		
These powers :-		
# <input type="checkbox"/>	May be exercised alone	
OR		
# <input type="checkbox"/>	Must be exercised with :-	
(Give name(s) of co-authorised person(s))		
<hr/>		
<hr/>		
<hr/>		
<hr/>		

Persons authorised to represent the company- or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

* Delete as appropriate

SCOPE OF AUTHORITY

This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.)

Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title	<u>Director of Services</u>	
Forenames	<u>BARRIE</u>	
Surname	<u>POTTINGER</u>	
Address	<u>GREENLEA, "HOME ADDRESS"</u> <u>AUCHENTIBEL</u>	
Post town	<u>KILWINNING</u>	
County / Region	<u>AYRSHIRE</u>	Postcode <u>KA13 722</u>
Is # <input type="checkbox"/>	Authorised to accept service of process on the company's behalf	
* AND/OR		
Is # <input checked="" type="checkbox"/>	Authorised to represent the company in relation to that business	
The extent of the authority to represent the company is :- (give details)		
<u>Full Authority</u>		
These powers :-		
# <input checked="" type="checkbox"/>	May be exercised alone	
OR		
# <input type="checkbox"/>	Must be exercised with :-	
(Give name(s) of co-authorised person(s))		

Address of branch

(See note 11)

Address THE ARENA, DOWNSHIRE WAY,

Post town BRACKNELL

County / Region BERKSHIRE Postcode RG12 1PU

Branch Details

(See note 12)

Day Month Year

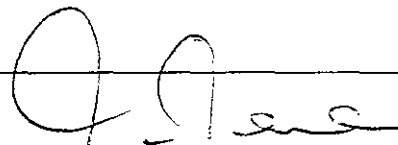
Date branch opened

1	13	0	6	2	0	0	2
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Business carried on at branch PROVIDING ENGINEERING AND
TECHNICAL SERVICES TO THE POWER GENERA-
TION INDUSTRY.

SIGNATURE

Signed



(* Director / Secretary / Permanent representative)

Date

13/06/2002This form contains 2 continuation sheets.

To whom should Companies House
direct any enquiries about the
information on this form?

Name SEAN CAREY

Address PENPOWER LIMITED CLONSILLAUGH
INDUSTRIAL ESTATE,
Postcode DUBLIN 17

Telephone 353-1-8037928 Extension —

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at

For branches established in England and Wales

For branches established in Scotland

Companies House
Crown Way
Cardiff
CF14 3UZ

Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GLOBAL TURBINE SERVICES, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JANUARY, A.D. 2002, AT 12:30 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3475927 81

AUTHENTICATION: 1800743

020340236

DATE: 05-29-02

JAN 01 2002 2:11 AM FR GE POWER SYSTEMS-CORP8397515 TO SECRETARY OF STATE P.02/03
 STATE OF DELAWARE
 DIVISION OF CORPORATIONS
 FILED 12:30 PM 01/02/2002
 020001139 - 3473927

CERTIFICATE OF INCORPORATION
 OF
 GLOBAL TURBINE SERVICES, INC.

FIRST: The name of the Corporation is Global Turbine Services, Inc.

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended ("Delaware Law").

FOURTH: The total authorized capital stock of the Corporation shall consist of 1000 shares of common stock, par value \$1.00 per share.

FIFTH: The name and mailing address of the incorporator are:

<u>Name</u>	<u>Mailing Address</u>
Donald Montgomery	4200 Wildwood Parkway Atlanta, GA 30339

The power of the Incorporator as such shall terminate upon the filing of this Certificate of Incorporation.

SIXTH: The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Mailing Address</u>
Forest H. Berg	2255 N. University Pkwy #15 Provo, UT 84604
Tom Tevlin	Clonsaugh Industrial Estate Clonsaugh Dublin, Ireland

Global Turbine Services CertofInc.doc

Paul Daniell

No. 2 The Arena
Downshire Way
Bracknell RG12 1PU
England

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: In furtherance and not in limitation of the powers covered by statute, the board of directors is expressly authorized:

To adopt, amend or repeal the bylaws of the Corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The bylaws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the bylaws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, any may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the bylaws of the corporation; and, unless the resolution or bylaws, expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

NINTH: Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

IN WITNESS WHEREOF, I have hereunto signed my name this 2nd day of January 2002.


Donald Montgomery

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America

This public document

2. has been signed by Jennifer Ann Schuermann

3. acting in the capacity of Notary Public of Florida

4. bears the seal/stamp of Notary Public, State of Florida

Certified

5. at Tallahassee, Florida

6. the Twenty-Third day of May, A.D., 2002

7. by Secretary of State, State of Florida

8. No. 2002-21787

9. Seal/Stamp:

10. Signature:

Katherine Harris

Secretary of State

"State of Florida" appears in small letters across the face of this 8 1/2 X 11" document.

If photocopied or chemically altered, the word "VOID" will appear.

**BY – LAWS
OF
GLOBAL TURBINE SERVICES, INC.**

ARTICLE I

CORPORATE OFFICES

Section 1. Delaware Registered Office. The registered office of the corporation in the State of Delaware shall be in the City of Wilmington, County of New Castle.

Section 2. Other Offices. The corporation may also have offices at such other places, both within and outside the State of Delaware, as the board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Time and Place. A meeting of stockholders for any purpose may be held at such time and place, within or outside the State of Delaware, as shall be stated in the notice of the meeting or in duly executed waiver of notice thereof

Section 2. Annual Meetings Annual meetings of stockholders, commencing with the year 2002, shall be held on the first Tuesday of April if not a legal holiday, then on the following business day, or at such other date and time as shall be designated from time to time by the board of directors and stated in the notice of the meeting, at which the stockholders shall elect a board of directors and transact such other business as may properly come before the meeting.

Section 3. Special Meetings. Special meetings of stock holders, for any purpose or purposes, unless otherwise prescribed by law or by the certificate of incorporation, may be called by the president or the board of directors and shall be called by the president or secretary at the request, in writing, of a majority in amount of the entire capital stock of the Corporation issued and outstanding and entitled to vote. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 4. Notice of Meetings. Written notice of a meeting, annual or special, stating the place, date and hour of the meeting, and in the case of a special meeting stating the purpose or purposes for which the meeting is called,

shall be given to each stockholder entitled to vote at such meeting, not less than five nor more than sixty days.

Section 5. **Stockholder List.** The officer who has charge of the stock ledger of the corporation shall prepare or cause to be prepared and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order and showing the address of each stockholder and the number of shares register in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the time and the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present.

Section 6. **Quorum.** The holders of ten percent of the stock outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at any meeting of stockholders for the transaction of business, except as otherwise required by law or by the certificate of incorporation. If, however, such quorum shall not be present or represented at a meeting of the stockholders, the stockholders entitled to vote thereat present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than the announcement at the meeting place, date and hour of the adjourned meeting, until a quorum shall be present or represented by proxy. At such adjourned meeting at which a quorum shall be present or represented by proxy, any business may be transacted which might have been transacted at the meeting as originally notified. When a quorum is present at any meeting, the vote of holders of a majority of the stock having voting power present in person or represented by proxy shall decide any matter or question before such meeting, including any election, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation, a different vote is required in which case such express provision shall govern. In the absence of the president, the chairman or vice chairman of the board of directors or a vice president of the Corporation may preside; if for any reason none of them presides, a presiding officer for the meeting shall be chosen by the stockholders and proxy-holders present. In the absence of the secretary or an assistant secretary, any person may be designated to act as secretary of the meeting by the presiding officer.

Section 7. **Required Vote.** Each election of directors or others shall be determined by a plurality vote, and except as otherwise required by law or by the certificate of incorporation, each other matter shall be determined by the affirmative vote of a majority of the shares present in person or represented by proxy.

Section 8. **Voting.** Unless otherwise required by law or by the certificate of incorporation, each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period.

Section 9. **Action by Written Consent.** Unless otherwise provided in the certificate of incorporation, any action required or permitted to be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing setting forth the action so taken shall be signed by the holders or outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the corporation. Every written consent shall bear the date of signature of each stockholder or member who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within sixty days of the earliest dated consent delivered to the corporation in the manner required by this section, written consents signed by a sufficient number of holders or members to take action are delivered to the corporation. Delivery to the corporation shall be made to its registered office in Delaware, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE III

DIRECTORS

Section 1. **Number and Term.** The number of directors constituting the whole board shall not be less than three (3) nor more than seven (7) or such other number as the board of directors may fix by resolutions adopted at a meeting of the board of directors or by unanimous written consent. Directors shall be elected at annual meetings of stockholders, except as provided in Section 2, of this article, and each director shall hold office until a successor is elected and qualified or until that director's earliest resignation or removal. Directors need not be stockholders.

Section 2. **Vacancies.** Except as otherwise required by law or by the certificate of incorporation, any vacancy on the board of directors, including a

newly crested directorship, may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director. If there are no directors in office, then an election of directors may be held in the manner provided by law.

Section 3. **Powers.** The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by law or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

Section 4. **Place of Meetings.** The board of directors of the corporation may hold meetings, both regular and special, either within or outside the State of Delaware.

Section 5. **Regular Meetings.** A regular meeting of the board of directors shall be held without other notice than this by-law immediately following and at the same place as the annual meeting of stockholders. In the event such a meeting is not held at the time and place specified in a notice given as hereinafter provided for special meetings of the board or as shall be specified in written waivers signed by all of the directors. Other regular meetings of the board may be held only with notice at such time and at such place as shall from time to time be determined by the board.

Section 6. **Special Meetings.** Special meetings of the board of directors may be called by the president or secretary and shall be called by the president or secretary on the written request of two directors, on not less than two days' notice to each director, either personally or by mail or by telegram.

Section 7. **Quorum.** At any special meeting of the board of directors a majority of the whole board of directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as otherwise required by law or by the certificate of incorporation. If there is not a quorum at a meeting of the board, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. **Action by Written Consent.** Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at a meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the board or committee.

Section 9. **Participation with Communications Equipment.** Unless otherwise restricted by law or by the certificate of incorporation or these by-laws,

members of the board of directors, or of any committee designated by the board of directors, may participate in a meeting of the board of directors, or of any committee, by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting by such means shall constitute presence at the meeting.

Section 10. Committees of Directors. The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of one or more of the directors of the corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act in the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all of the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require the seal; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or the certificate of incorporation expressly so provides, no such committee shall have the power of authority to declare a dividend, to authorize the issuance of stock or to adopt a certificate of ownership and merger. Each committee shall keep regular minutes of its meetings and shall furnish them to the board of directors when required.

Section 11. Chairman of the Board. The position of Chairman of the Board of Directors shall be filled by an otherwise duly elected director who is designated Chairman of the Board by the annual meeting of the stockholders, or in the event of a vacancy, is elected at a meeting of the Board of Directors by a majority of the directors present and voting. His term shall coincide with the normal term of directors. The Chairman of the Board of Directors shall be the chief executive of the Corporation; shall preside at meetings of the Board of Directors; shall see that all orders and resolutions of the Board of Directors are carried out, and shall have authority to take or to direct all such action as may be necessary or appropriate to the business of the Corporation, which is not exclusively delegated to another by the Board of Directors.

Section 12. **Vice - Chairman of the Board.** The position(s) of Vice – Chairman of the Board of Directors shall be filled by an otherwise duly elected director(s), appointed by the Chairman of the Board. The Vice – Chairman or Vice – Chairmen, in the order determined by the Board of Directors or by the Chairman, shall in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman of the Board of Directors and shall perform such other duties and have such other powers as the Chairman may from time to time prescribe.

Section 13. **Compensation of Directors.** Unless otherwise restricted by the certificate of incorporation, the Board of Directors shall have the authority to fix the compensation of directors. The receipt of such compensation shall not preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings. The directors may be reimbursed for any expenses of attending meetings of the board of directors and committees of the board.

Section 14. **Board Approval Required.** The following matters require approval of the Board of Directors:

- (a) Selection and contractual arrangement covering auditors and financial and payroll services.
- (b) Selection and contractual arrangements for legal services.
- (c) Sale and purchase of real property.
- (d) Real property leases to which the Corporation intends to become a party.
- (e) Purchase or sale of equipment with a value in excess of \$5,000.
- (f) Proposal for employment contracts.
- (g) Officers' and directors' compensation.
- (h) Employment of, or expenses reimbursed to, relatives of officers or directors of the corporation.
- (i) Charitable contributions or any expenditure that may not be tax deductible as a business expense.

- (j) Any guarantee of a third party obligation.
- (k) Loans granted by or to the Corporation.
- (l) Proposals and contracts of an unusual nature either with regard to the type, terms, and conditions, amount, or combination thereof.
- (m) Proposals and contracts with local, state and federal government entities.
- (n) All contracts which do not include a stated exclusion of responsibility by the Corporation for special, incidental, and consequential damages.
- (o) All contracts which do not include a stated limitation of liability of not more than the contract price.
- (p) All contracts to which a non-U.S. law would apply.

Section 15. **Financial Review.** The Board of Directors shall require the President to cause annual financial statements to be prepared and presented for review to the Board of Directors upon the request of any director. An independent accounting firm need not prepare such financials unless otherwise required by the Board of Directors.

ARTICLE IV

NOTICES

Section 1. **Method of Giving Notice.** Whenever, under any provision of law or of the certificate of incorporation or of these by-laws, notice is required to be given to any director or stockholder, such notice may be given in writing by mail. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, addressed to such director or stockholder, at that person's address as it appears on the records of the corporation. Notice to directors may also be given by telegram.

Section 2. **Waiver of Notice.** Whenever notice is required to be given under any provision of law or of the certificate of incorporation or of these by-laws, a written waiver of such notice, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to such notice. Attendance of a person at a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE V

OFFICERS

Section 1. Offices. The officers of the corporation shall be elected by the board of directors and shall be a Chairman, one or more presidents, one or more vice-presidents (the number, seniority and any other designations thereof to be determined by the board of directors), a secretary and a treasurer. In addition, the board of directors may elect one or more assistant secretaries, assistant treasurers, and other subordinate officers. Any number of offices may be held by the same person, unless the certificate of incorporation or these by-laws otherwise provide.

Section 2. Annual Election. The board of directors at its first meeting after each annual meeting of stockholders shall elect a president, one or more vice-presidents, a secretary and a treasurer. If the election of officers shall not be held at such a meeting, such election shall be held as soon thereafter as conveniently may be.

Section 3. Additional Officers and Agents. The board of directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 4. Compensation of Officers. The compensation of all officers and agents of the corporation shall be fixed by or under the direction of the board of directors.

Section 5. Term of Office and Vacancy. Each officer shall hold office until a successor is chosen and qualifies or until the officer's earlier registration or removal. Any officer elected or vacancy occurring in any office of the corporation shall be filled by the board of directors.

Section 6. Chairman. The chairman shall be the chief executive officer of the corporation and shall preside at all meetings of the stockholders and the board of directors.

Section 7. President. The president (a) shall be the chief operating officers of the corporation, (b) in absence of the chairman, shall preside at all meetings of the stockholders and the board of directors, (c) shall have general and active management of the business and affairs of the corporation, (d) shall see that all orders and resolutions of the board of directors are carried into effect and (e) shall have the power to execute bonds, mortgages, and other contracts, agreements and instruments, except where required or permitted by law to be otherwise signed and executed or where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

Section 8. Vice Presidents. In the absence of the president or in the event of the disability of the president, the vice president (or if there be more than one, the vice presidents in the order designated, or in the absence of any designation, then in order of their most recent election), shall perform the duties

of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president. The vice presidents shall perform such duties and have such other powers as the board of directors or the president may from time to time prescribe.

Section 9. **Secretary.** The secretary shall (a) attend all meetings of the board of directors and all meetings of the stockholders and record all of the proceedings of the meetings of the board of directors and of the stockholders in a book to be kept for that purpose and perform like duties for the standing committees when required, (b) give, or cause to be given, notice of all special meetings of the board of directors and all meetings of the stockholders and (c) perform such other duties as may be prescribed by the board of directors or the president, under whose supervision the secretary shall be. The secretary shall have custody of the corporate seal of the corporation and shall have authority to affix it to any instrument requiring the seal, and when so affixed, the seal may be attested, the seal may be attested by the signature of such officer. The board of directors may give general authority to any other to affix the seal of the corporation and to attest the affixing by signature.

Section 10. **Assistant Secretary.** The assistant secretary (or if there be more than one, the assistant secretaries in the order determined by the board of directors, or if there be no such determination, then in the order of their most recent election or appointment) shall, in the absence of the secretary or in the event of the disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors or the president may from time to time prescribe.

Section 11. **Treasurer.** The treasurer shall (a) have custody of the corporate funds and securities, (b) keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, (c) deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors, (d) disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, (e) render to the president and the board of directors, at its regular meetings, or when the board of directors so requests, an account of all the transactions of the treasurer and of the financial condition of the corporation, and (f) perform such other duties and have such other powers as the board of directors or the president may from time to time prescribe.

Section 12. **Assistant Treasurers.** The assistant treasurer (or if there shall be more than one, the assistant treasurers in the order determined by the board of directors, or if there be no such determination, then in the order of their most recent election or appointment) shall, in the absence of the treasurer or in the event of the disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors or the president may from time to time prescribe.

ARTICLE VI

STOCK CERTIFICATES

Section 1. Right of Holder to Certificate. Every holder of stock in the corporation shall be entitled to have a certificate signed by, or in the name of the corporation by, the president or a vice president and the treasurer or an assistant treasurer, or the secretary or assistant secretary of the corporation, certifying the number of shares owned by the holder in the corporation.

Section 2. Facsimile Signatures. Any or all of the signatures on the certificate may be facsimile. In the event any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, the certificate may be issued by the corporation with the same effect as if he were such officer at the date of issue.

Section 3. Lost Certificates. The board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issuance of a new certificate or certificates, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or the legal representative of the owner, to advertise the same in such manner as it shall require or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation in connection with the certificate alleged to have been lost, stolen or destroyed, or both.

Section 4. Registration of Transfers. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, the corporation or its transfer agent shall issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its stock records.

Section 5. Record Date. In order that the corporation may determine the stockholders entitled to notice of or vote at any meeting of stockholders or any adjournment thereof, the board of directors may fix a record date, which shall not precede the date upon which the resolution fixing the record date is adopted by the board of directors, and which shall not be more than sixty nor less than ten days before the date of such meeting. If no record date is fixed by the board of directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of

business on the next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

In order that the corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the board of directors may fix a record date is adopted by the board of directors, and which date shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the board of directors. If no record date has been fixed by the board of directors, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the board of directors is required by this chapter, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation as prescribed by these by-laws. If no record date has been fixed by the board of directors and prior action by the board of directors is required by this chapter, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the board of directors adopts the resolution taking such prior action.

In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect to any change, conversion or exchange of stock, or for the purpose of any other lawful action, the board of directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall not be more than sixty days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

Section 6. **Registered Stockholders.** The corporation shall be entitled to recognize the exclusive right of a person registered in its stock records as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered in its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise required by law.

ARTICLE VIII

OTHER PROVISIONS

Section 1. **Dividends.** Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation, if any,

may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation and requirements of law.

Section 2. **Signatures on Checks and Notes.** All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section 3. **Fiscal Year.** The fiscal year of the corporation shall end on December 31 of each year.

Section 4. **Seal.** The corporate seal shall be inscribed with the name of the corporation and the words "Corporate Seal" and "Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 5. **Indemnification of Directors and Officers.** Each person who is or was a director or officer of the corporation and each person who serves or served at the request of the corporation as a director or officer (or equivalent) of another corporation, partnership, joint venture, trust or other enterprise (and the heirs, executors, administrators and estates of any such persons), shall be indemnified by the corporation in accordance with, and to the fullest extent authorized by, the provisions of the General Corporation Law of the State of Delaware as it may from time to time be amended, except as to any action, suit or proceeding brought by or on behalf of the director or officer of the corporation without prior approval of the board of directors. Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this section. The indemnification and advancement of expenses provided by, or granted pursuant to, this section 5 shall not be deemed exclusive of any rights to which a person seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. This section shall not apply as to any action, suit or proceeding brought against the corporation by or on behalf of a director or officer or any person otherwise entitled to be indemnified hereunder without prior approval of the board of directors.

ARTICLE VIII

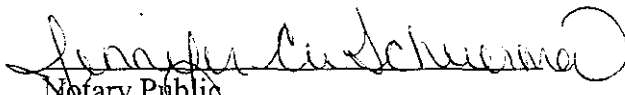
AMENDMENTS

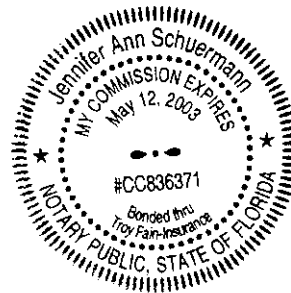
These by-laws may be altered, amended or repealed or new by-laws may be adopted by the stockholders or by the board of directors at any meeting of or by informal action of, the stockholders or the board of directors.

STATE OF: Florida
COUNTY OF: Hillsborough

On the 22nd day of May, in the year 2002, before me, Jennifer Ann Schuermann, Notary Public, personally appeared Mr. Bob Williams, personally known to me, to be the person whose name is subscribe in the instrument within and acknowledge to me that he executed the same in his authorized capacity and that by his signature on the instrument in person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.


Notary Public



FILE COPY



**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC024039

Branch No. BR006675

The Registrar of Companies for England and Wales hereby certifies that
GLOBAL TURBINE SERVICES, INC.

has this day been registered under Schedule 21A to the Companies
Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 7th August 2002



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —