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This form must be completed for all 'Place of Business' registrations. (See note below for re-registration from a 'Branch')

This form should be completed in black.

Return and declaration delivered for registration of a place of business of an overseas company
(Pursuant to section 691 of the Companies Act 1985)

Previous branch number
(if applicable)

Company name

Country of incorporation

For official
use only

FC24165

BMCG (A1) Limited

Ireland

Address of place of business in
Great Britain

8 Abbey Walk

Post town **Grimsby**

County / Region **North East Lincolnshire**

Postcode **DN31 1NB**



A11
COMPANIES HOUSE

0467
24/10/02

Constitution of the company
(See notes 1 and 2)
(A certified English translation
must be included)

* Delete as applicable

Mark appropriate box(es)

A certified copy of the
#



Instrument(s) constituting or defining the constitution of the company; and



A certified translation

* is / ~~are~~ delivered for registration

OR

The company must deliver certified copies of its constitutional documents (with certified translations), and the particulars of the company's directors and secretary. However, if the company is closing a branch registration and effecting a place of business registration, it may rely on the documents or the particulars of the directors and secretary previously filed in that part of Great Britain, provided any relevant alterations, to those documents have been updated on the register.

The

#



The constitutional documents (and a certified translation*)

* and / or



Particulars of the current directors and secretary(ies)

were previously delivered in respect of a branch of the company registered at this registry

Branch
Number

Directors (See notes 3,4 and 5)

Name * Style/Title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

Address

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

Date of birth

(See note 5)

Business occupation
(if any). If none
other directorships.

Name

* Style/Title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

Address

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

Date of birth

(See note 5)

Business occupation
(if any). If none
other directorships.

* Voluntary details

CD Mr

Mark Edmund

Doyle

AD 6 Cluain Mhuire

Post town Glenageary

County / Region County Dublin

Postcode

Country Ireland

DO 2 6 / 0 7 / 5 5

Nationality NA Irish

OC Lawyer

OD

CD Miss

Pamela

O'Loughlin

AD 141 Wintergarden

Pearse Street

Post town Dublin

County / Region

Postcode 2

Country Ireland

DO 2 7 / 1 1 / 6 5

Nationality NA Irish

OC Lawyer

OD

Company Secretary(ies)

(See notes 4 and 6)

Name

* Style/Title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

Address

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

CS Mr

Mark Edmund

Doyle

AD 6 Cluain Mhuire

Post town Glenageary

County / Region County Dublin

Postcode Country Ireland

Name

* Style/Title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

Address

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

CS

AD

Post town

County / Region

Postcode

Country

Person(s) authorised

List of some one or more
persons resident in Great
Britain authorised to accept
on the company's behalf
services of process and any
notice required to be
served on it.

* Style/Title

Forenames

Surname

Address

Danbrit Ship Management Limited (Company No. 02824157)

8 Abbey Walk

Post town Grimsby

Country / Region England

Postcode DN31 1NB

* Voluntary details

Person(s) authorised *(continued)* *

List of some one or more persons resident in Great Britain authorised to accept on the company's behalf services of process and any notice required to be served on it.

*Style/Title

Forenames

Surname

Address

Post town

Country / Region

Postcode

* Style/Title

Forenames

Surname

Address

Post town

Country / Region

Postcode

* Style/Title

Forenames

Surname

Address

Post town

Country / Region

Postcode

* Style/Title

Forenames

Surname

Address

Post town

Country / Region

Postcode

* Voluntary details

Declaration (See note 8)

Full name and address

1 David Anthony Piers Cox

of (address) Ivy Dene House, Church Lane, North Thoresby, Grimsby, DN36 5QG

representing Danbrit Ship Management Limited

† delete as applicable

a ~~† director/~~ ~~† secretary/~~ ~~† person authorised~~ to accept on the company's behalf service of process or any notices required to be served on it, do solemnly and sincerely declare that the company established its place of business in Great Britain on

Day		Month		Year			
1	6	1	0	2	0	0	2

(enter date)

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

Signed



Declared at

BEETENSON & GIBBON,
SOLICITORS, LAURISTON HOUSE,
TOWN HALL SQUARE, GRIMSBY.

on

Day		Month		Year			
2	3	1	0	2	0	0	2

before me

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.~~ *(See note 8)*

J. H. LANGTON, F. INST. L. EX

COMMISSIONER FOR OATHS

Number of continuation sheets attached

☐

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

Andrew M Jackson

Essex House, Manor Street, Hull

Ref: RPSP

Postcode HU1 1XH

Telephone 01482 325242

Extension 314

Please ensure the form is fully completed and then send it to the Registrar of Companies at
(See note 9)

Companies House, Crown Way, Cardiff CF14 3UZ
for companies establishing a place of business in England and Wales

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
for companies establishing a place of business in Scotland

Notes

- 1 The copy of the instrument constituting or defining the constitution of the company must be certified in the place of incorporation of the company to be a true copy :-
 - (a) by an official of the Government to whose custody the original is committed; or
 - (b) by a notary public; or
 - (c) by an officer of the company on oath taken before:
 - (i) a person having authority in that place to administer an oath; or
 - (ii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889.
- 2 The translation of the instrument must be certified to be a correct translation :-
 - (a) if the translation was made in the United Kingdom, by
 - (i) a notary public in any part of the United Kingdom;
 - (ii) a solicitor (if the translation was made in Scotland), a solicitor of the Supreme Court of Judicature of England and Wales (if it was made in England or Wales), or a solicitor of the Supreme Court of Judicature of Northern Ireland (if it was made in Northern Ireland); or
 - (iii) a person certified by a person mentioned above to be known to him to be competent to translate the document into English; or
 - (b) if the translation was made outside the United Kingdom, by
 - (i) a notary public;
 - (ii) a person authorised in the place where the translation was made to administer an oath;
 - (iii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889.
 - (iv) a person certified by a person mentioned above to be known to him to be competent to translate the document into English.
- 3 'Director' includes any person who occupies the position of a director, by whatever name called.
- 4 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames 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 forenames or surname 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.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you 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 cases of a corporation or Scottish firm give the registered or principal office.
- 5 In the case of an individual who has a business occupation, this occupation should be named. In the case of an individual who has no business occupation but who holds other directorships, particulars should be given of them.
- 6 Where all the partners in a firm are joint secretaries, only the firm name and its principal office need be given.
- 7 Use photocopies of the relevant section(s) of this form to provide details of additional directors, joint secretaries or persons authorised.
- 8 If made in a foreign country the declaration may be made before any British official mentioned in section 6 of the Commissioners for Oaths Act 1889 or, before any person having authority to administer an oath in that country.
- 9 If the company establishes a place of business in England and Wales AND in Scotland whether at the same time or not a separate form must be sent to each Registrar.

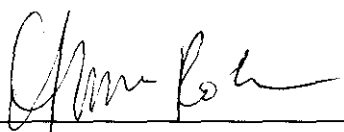
I, MARK EDMUND DOYLE of Newmount House, 22-24 Mount Street Lower, Dublin 2 being a Director and a Secretary of BMCG (A1) LIMITED DO HEREBY CONFIRM that the attached is a true copy of the original Certificate of Incorporation and Memorandum & Articles of Association of the said Company.

SWORN this 17th day of October 2002

Before me by the said Mark Edmund Doyle

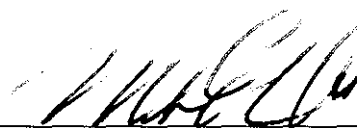
at 15 Lower Mount St. Dublin 2

And I know the Deponent



PRACTISING SOLICITOR/
COMMISSIONER FOR OATHS

17th



MARK EDMUND DOYLE

Number 362228

Certificate of Incorporation

I hereby certify that

BMCG (A1) LIMITED

is this day incorporated under
the Companies Acts 1963 to 2001.
and that the company is limited.

Given under my hand at Dublin, this
Friday, the 4th day of October, 2002


for Registrar of Companies

Companies Acts 1963 to 2001
Single Member Company Limited By Shares

MEMORANDUM AND ARTICLES OF ASSOCIATION

BMCG (A1) LIMITED

Company No: 362228
Incorporated On: 4th day of October 2002

ACTONS

Solicitors
Newmount House
22-24 Mount Street Lower
Dublin 2

TEL: (01) 6610 655

FAX: (01) 6610 664

COMPANIES ACTS 1963 TO 2001

SINGLE MEMBER COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BMCG (A1) LIMITED

1. The name of the Company is BMCG (A1) LIMITED

2. The objects for which the Company is established are:

(A) To carry on the business of a holding company and to carry on all activities in relation to the aforementioned business.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any

charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

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

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

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interest or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

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

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

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

(S) To redeem, purchase, or otherwise acquire in such manner permitted by Law and on such terms and in such manner as the Company may think fit any shares in the Capital of the Company.

(T) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or any other manner.

(U) To distribute to the member in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no

distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(V) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(W) To do all such things as are incidental or conducive to the above objects or any of them.

It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

3. The liability of the members is limited.

4. The Share Capital of the Company is € 1,000,000 divided into 1,000,000 ordinary shares of € 1.00 each.

The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise

I, the person whose name, address and description is subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of the Company set opposite my name.

Names, Addresses and Description
of Subscriber

Number of Shares taken
by each subscriber

STEMBRIDGE LIMITED

ONE HUNDRED

22 Northumberland Road
Ballsbridge
Dublin 4

Corporate Body

TOTAL NUMBER OF SHARES TAKEN UP

ONE HUNDRED

Dated this 18th day of September 2002

Witness to the above signatures :

Joanne Browne
22 Northumberland Road
Ballsbridge
Dublin 4

COMPANIES ACTS 1963 TO 2001

SINGLE MEMBER COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BMCG (A1) LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the first schedule to the Companies Act 1963 (hereinafter referred to as "Table A") together with The European Communities (Single-Member Private Limited Companies) Regulations 1994 shall apply to the Company.

(b) Regulations 5,8,24,47,51,54,55,56,75,79,84,86,91,92,93,94, and 95 of Table A Part I and regulation 7 in Part II of Table A, shall not apply.

2. The Company is a Private Company and accordingly :

(a) The right to transfer shares is restricted in the manner hereinafter prescribed;

(b) For so long as the Company shall remain a Single Member Company the number of shareholders shall not exceed one.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;

(d) The Company shall not have power to issue share warrants to bearer.

SHARES

3. No share shall be offered at a discount.

4.(a) The Directors of the company are generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (within the meaning of section 20 of the Companies (Amendment) Act 1983) up to an amount equal to the authorised but as yet unissued share capital of the company on the date of incorporation of the company. The authority hereby conferred shall expire five years from the date of incorporation of the company or the adoption of this article, whichever is the later, unless previously renewed revoked or varied by the company in general meeting, save that the company may before such expiry date make an offer or agreement which would or might require relevant securities to be allotted after the authority has expired and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

(b) The pre-emption provisions of sub-sections (1), (7) and (8) of section 23 of the Companies (Amendment) Act 1983 shall not apply to any allotment by the Company of equity securities (within the meaning of the said Section 23). Provided that in the event of relevant securities being allotted to a person/persons other than the sole member of the Company, the Company shall cease to be a Single Member Company.

5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

6. Subject to the provisions of Part XI of the Companies Act 1990 the Company may:-

(a) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder, on such terms and in such manner as shall be provided by the Articles of Association of the Company provided always that the nominal value of the issued share capital which is not redeemable shall not at any time, be less than one tenth of the nominal value of the total issued share capital of the Company.

(b) purchase its own shares.

(c) cancel any of its own shares following purchase.

(d) re-designate any of its own shares following purchase as treasury shares provided always that the nominal value of treasury shares held by the Company, may not, at any one time, exceed ten per cent of the nominal value of the issued share capital of the Company.

For so long as the Company holds shares as treasury shares

(i) the Company shall not exercise any voting rights in respect of those shares and any purported exercise of those rights shall be void; and

(ii) no dividend or other payment (including any payment in a winding up of the Company) shall be payable to the Company in respect of those shares.

(e) cancel or re-issue as shares of any class any shares held by the Company as treasury shares.

(f) not make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares.

(g) Notice of redemption in writing shall be given in accordance with this subparagraph (g) to the holders of Ordinary Shares to be purchased or redeemed. Any notice of purchase or redemption shall specify the number of shares to be purchased or redeemed, the date fixed for purchase or redemption and the place at which the certificates for such shares are to be presented for purchase or redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the Certificates for the shares to be purchased or redeemed. If any certificate so delivered to the Company includes any shares not to be purchased or redeemed on that occasions a fresh certificate for such shares shall forthwith be issued to the holder delivering such certificate to the Company.

7. When any shares have been forfeited an entry shall be made in the Register of Members of the Company recording the forfeiture and the terms and date thereof.

BORROWING POWERS

8. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

GENERAL MEETINGS

9. Regulation 6 of Table A Part II shall apply to the Company and subject to Section 141 of the Act, a resolution in writing signed by the member entitled to attend and vote on such a resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Company duly convened and held, and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Act.

10. The sole member of the Company shall act as Chairman of all general meetings of the Company.

11. All powers, except those conferred by sections 160(2)(b), 160(5) and 160(6) of

the Companies Act 1963 relating to the removal of an auditor from office, exercisable by the Company in general meeting under the Companies Acts 1963 to 2001 or otherwise shall be exercisable by the sole member without the need to hold a general meeting of the Company.

12. Where the sole member makes a decision, which would normally be taken by the Company in general meeting he/she must provide the Company with a written record of that decision. Such written record, together with any resolutions passed in accordance with Article 9, shall be retained by the Company in a book or some other means suitable for such purpose.

13. General Meetings of the Company shall be held in the state.

VOTES OF MEMBER

14. No business shall be transacted at a General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, one member present in person or by proxy shall be a quorum.

DIRECTORS

15. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two or more than seven. The first Directors will be the persons named in the statement delivered to the Registrar of Companies in accordance with Section 3 of the Companies (Amendment) Act 1982.

16. In regulation 98 of Table A Part I, the words "but shall" to the end shall be omitted.

17. (a) For the purpose of these Articles, the contemporaneous linking together by telephone or other means of audio communication of a number of Directors not less than the quorum shall be deemed to constitute a meeting of the Directors, and all the provisions in these Articles as to meetings of the Directors shall apply to such meetings.

(b) Each of the Directors taking part in the meeting must be able to hear each of the other Directors taking part.

(c) At the commencement of the meeting each Director must acknowledge his presence and that he accepts that the conversation shall be deemed to be a meeting of the Directors.

(d) A Director may not cease to take part in the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the chairman of the meeting, and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he has previously obtained the express consent of the chairman of the meeting to leave the meeting as aforesaid.

(e) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairman of the meeting.

18. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid as if it had been passed at a meeting of the Directors duly convened and held.

19. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be two.

20. Provided that he shall have declared the nature of his interest in accordance with Regulation 83 of Table A part I, a Director may vote in respect of any contract, appointment or arrangement in which he is interested, and he shall be counted in the quorum present at the meeting.

DISQUALIFICATION OF DIRECTORS

21. The office of Director shall be vacated if the Director :

- (a) Ceases to be a Director by virtue of Section 180 of the Act; or
- (b) Is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally; or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 184 of the Act; or
- (d) Becomes of unsound mind; or
- (e) Resigns his office by notice in writing to the Company; or
- (f) Is convicted of an indictable offence unless the Directors otherwise determine; or
- (g) Is for more than six months absent without permission of the Directors from meetings of the Directors held during that period.
- (h) Is disqualified or restricted pursuant to an Order made under the provisions of the Companies Act, 1990.

22. Where a notice is sent by post it shall be deemed to have been served at the expiration of forty eight hours after it was posted; and regulation 133 of Table A shall be modified accordingly.

23. A member who has no Registered Address in the Republic of Ireland, Northern Ireland or Great Britain, and has not supplied to the Company an address within the Republic of Ireland, Northern Ireland or Great Britain for the giving of notices to him shall not be entitled to receive any notices from the Company.

INDEMNITY

24. In addition to the indemnity contained in regulation 138 of Table A part I, the Company shall indemnify every Director, Secretary or other officer against all costs and expenses incurred in or about the execution and discharge of the duties of his office.

SECRETARY

25. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 3 of the Companies (Amendment) Act 1982.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

STEMBRIDGE LIMITED

22 Northumberland Road
Ballsbridge
Dublin 4

Corporate Body

Dated this 18th day of September 2002

Witness to the above signatures :

Joanne Browne
22 Northumberland Road
Ballsbridge
Dublin 4

FILE COPY



**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Establishment of a place of business)

Company No. FC024165

The Registrar of Companies for England and Wales hereby certifies that
BMCG (A1) LIMITED

has this day been registered under Section 691 of the Companies Act
1985 as having established a place of business in England and Wales

Given at Companies House, Cardiff, the 24th October 2002



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —