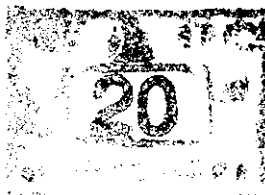


FOR/MISC/FINC 2786/GM



691

CHWP000

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

Address of place of business in
Great Britain

SIA "ALLIANCE BALTIC"

LATVIA

60 SOMERSET GARDENS

WHITE HART LANE

Post town LONDON

County / Region

Postcode N17 8JN

For official
use only FC 26271

Either

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

(04/02)



A15
COMPANIES HOUSE

0619
08/10/05

Directors (See notes 3,4 and 5)

Name * Style/Title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

†† 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, give the registered or principal office address.

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

†† 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, 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

JEVGENIJS

IZNOVS

☐ AD ZEMGALES 2-19

Post town OLAINĒ

County / Region

Postcode LV-2114

Country LATVIA

☐ DO 2 0 0 6 1 9 7 1Nationality ☐ NA LATVIAN☐ OC NONE☐ OD NONE☐ CD MISS

OKSANA

LAKTIONOVA

☐ AD ASPAZIAS 26-4

Post town RIGA

County / Region

Postcode LV-1050

Country LATVIA

☐ DO 1 4 0 5 1 9 8 1Nationality ☐ NA LATVIAN☐ OC NONE☐ OD NONE

Company Secretary(iës)*(See notes 4 and 6)***Name***** Style/Title****Forenames****Surname***** Honours etc****Previous forenames****Previous surname**

†† 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, give the registered or principal office

Address ††☐**Name***** Style/Title****Forenames****Surname***** Honours etc****Previous forenames****Previous surname**

†† 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, give the registered or principal office

Address ††☐**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***** Voluntary details****CS** MS

JELENA

ZDANOVSKA

AD VIESTURA 27-6

Post town JURMALA

County / Region

Postcode LV-2110

Country LATVIA

CS**AD**

Post town

County / Region

Postcode

Country

MR

JURIJS

GURSKIS

60 SOMERSET GARDENS

WHITE HART LANE

Post town LONDON

Country / Region ENGLAND

Postcode N17 8JN

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

MR JURIJS GURSKIS
60 SOMERSET GARDENS, WHITE HART LANE, LONDON

† 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

27 09 2005

(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

VLS Solicitors

Aban House, 806a High Road
Tottenham, London N17 0DH

Tel: +44-(0)20 8808 7999

Fax: +44-(0)20 8808 1999

on Day Month Year

27 09 2005

Solicitors

Aban House, 806a High Road
Tottenham, London N17 0DH

before me

Phil L...

Tel: +44-(0)20 8808 7999

Fax: +44-(0)20 8808 1999

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)

Number of continuation sheets attached

☐

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

MR JURIJS GURSKIS

60 SOMERSET GARDENS, WHITE HART LANE

LONDON

Postcode N17 8JN

Telephone 07960108229

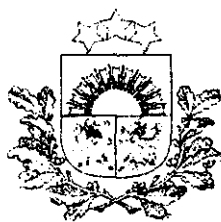
Extension

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

DX 235 Edinburgh
or LP - 4 Edinburgh 2



LATVIJAS REPUBLIKAS TIESLIETU MINISTRIJA
UZNĒMUMU REGISTRS

Pērses iela 2, Rīga, LV-1011, Latvija Tālr. 7031703, Fakss (371) 7031793

Lēmums
Rīgā

2005.gada 28.jūlijā
Nr. 6-12/81065

SIA "Alliance Baltic", vienotais
Reģ.Nr. 40002076838
Rīga, Observatorijas iela 7, LV-1067

Par komercsabiedrības Sabiedrība ar ierobežotu atbildību "KITE"
vienotais reģistrācijas nr. 40002076838 izmaiņām

Latvijas Republikas Uzņēmumu reģistra valsts notārs Važa Mārtiņš, izskatot Sabiedrība ar ierobežotu atbildību "KITE", vienotais reģistrācijas nr. 40002076838 iesniegtos dokumentus,

konstatēja un secināja:

1) 25.07.2005. Latvijas Republikas Uzņēmumu reģistrā saņemts pieteikums un tam pievienotie dokumenti par SIA "Alliance Baltic" izmaiņām komercreģistrā;

2) Iesniegtie dokumenti, izņemot 2005.gada 01.jūlija dalībnieku reģistru, atbilst Komerclikuma un citu normatīvo aktu prasībām.

Ņemot vērā iepriekš minēto un pamatojoties uz likuma "Par Latvijas Republikas Uzņēmumu reģistru" 14.panta trešo un ceturto daļām un 15.panta pirmo daļu,

nolēmu:

1) Reģistrēt dibināšanas dokumentu grozījumus.

2) Izdarīt ierakstus komercreģistrā:

1. Firma mainīta no *Sabiedrība ar ierobežotu atbildību "KITE"* uz *SIA "Alliance Baltic"*.

2. Juridiskā adrese mainīta no *"Rīga, Kurzemes prospekts 12-26"* uz *"Rīga, Observatorijas iela 7"*.

3. Izmaiņas amatpersonu sastāvā:

Atbrīvotas:

Kažberovs Vladislavs, personas kods 100770-10303, adrese: Rīga, Elijas iela 20-24 Revidents.

Valde

Karmazinovs Boriss, personas kods 140570-10136, adrese: Rīga, Ropažu iela 48/50-35 Valdes loceklis, ar tiesībām pārstāvēt kapitālsabiedrību atsevišķi.

Ieceltas:

Mirzojans Arsens, personas kods 200674-11823, adrese: Jelgavas rajons, Ozolnieku pagasts, Ozolnieki, Zvaigžņu iela 12, Revidents.

Valde

Iznovs Jevgeņijs, personas kods 200671-12356, adrese: Rīgas rajons, Olaine, Zemgales iela 2-19, Valdes priekšsēdētājs, ar tiesībām pārstāvēt kapitālsabiedrību atsevišķi.

Laktionova Oksana, personas kods 140581-11828, adrese: Rīga, Aspazijas bulvāris 26-4, Valdes loceklis, ar tiesībām pārstāvēt kapitālsabiedrību atsevišķi.

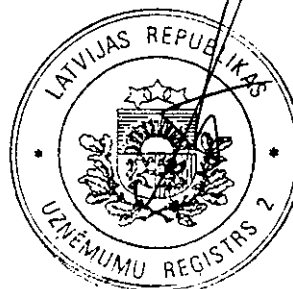
- 3) Atlikt precizētā Sabiedrības dalībnieku reģistra pievienošanu Sabiedrības reģistrācijas lietai. Komerclikuma 187.panta otrās daļas 1.punktā noteikts, ka dalībnieku reģistrā ieraksta fiziskajām personām ieraksta tai skaitā dalībnieka personas kodu. Saskaņā ar Ministru kabineta 23.04.1996. noteikumu Nr.154 "Dokumentu izstrādāšanas un noformēšanas noteikumi" 8.punktu dokumenta izteiksmei jābūt konkrētai, precīzai un nepārprotamai. **Iesniegtajā dalībnieku reģistrā norādītajai dalībniecei Zdanovskai Jeļenai norādītais personas kods, saskaņā ar Latvijas Republikas Iekšlietu ministrijas Pilsonības un migrācijas lietu pārvaldes pasu nodaļas datu bāzes datiem, ir piešķirts citai fiziskai personai.**
- 4) Vienu šī lēmuma eksemplāru pievienot reģistrācijas lietai, otru izsniegt adresātam, bet rešo pievienot lietvedībai.

Šis lēmums stājas spēkā 2005.gada 28.jūlijā.

Saskaņā ar likuma "Par Latvijas Republikas Uzņēmumu reģistru" 19.pantu un Administratīvā procesa likuma 76. un 79.pantu šo lēmumu viena mēneša laikā no lēmuma spēkā stāšanās dienas var apstrīdēt, iesniedzot Uzņēmumu reģistra galvenajam valsts notāram iesniegumu Pērses ielā 2, Rīgā, LV-1011.

Valsts notārs

Važa Mārtiņš



Rīgā, A.Deglava ielā 9,

2005.gada " 22 ". augustā es, zvērināts notārs Brigita Bazeviča, apliecinu šīs kopijas pareizību. Originālā labojumu, svītrojumu, pierakstījumu, dzēsumu un citu īpatnību nebija.

Dokumenta oriģinālu uzrādīja Jurijs Bogdanovs, dzīv. Rīgā.

Iereģistrēts ar Nr. 4496.

Iekasēta valsts nodeva Ls 0,10.

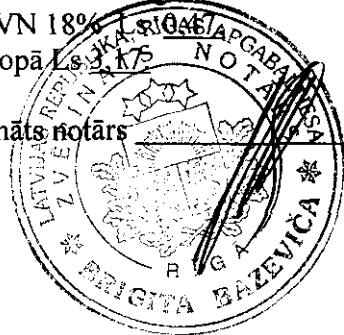
Amata atlīdzība Ls 0,60.

Dokumenta sagatavošana Ls 2,0.

PVN 18% Ls 0,45.

Kopā Ls 3,15.

Zvērināts notārs



B. Bazeviča.

THE MINISTRY OF JUSTICE OF THE REPUBLIC OF LATVIA
THE ENTERPRISES REGISTER

2 Perses Street, Riga LV-1011, Latvia Tel.: 7031703, Fax (371) 7031793

The judgment
Riga

July 28, 2005
No 6-12/81065

Alliance Baltic SIA, the unified registration No.
40002076838
7 Observatorijas street, Riga LV-1067

**Regarding changes in the *KITE* The Limited Liability Company,
The unified registration No. 40002076838**

Važa Mārtiņš, The State Notary of The Enterprises Register Of The Republic Of Latvia, upon examination of the documents submitted by *the KITE* the Limited Liability Company, The unified registration No. 40002076838

Has found and concluded that

- 1) On 25.07.2005, the Enterprises Register of the Republic Of Latvia Received an application and the enclosed documents regarding changes of the Alliance Baltic SIA in the register.
- 2) The submitted documents, excluding the participants' register of July 1, 2005 do correspond to the Law on Commercial Activities and other Standard Acts.

Taking into consideration the said above and on the grounds of the *Law On the Enterprises Register of the Republic Of Latvia*, article 14, parts 3 and 4 and the article 15, part 1

Hereby I judge:

- 1) To register changes in the foundation documents
- 2) To make correspondent entries at the Commercial register
 1. The company title changed from the *KITE*, The Limited Liability Company to the Alliance Baltic SIA
 2. The legal address changed from 12 Kurzemes Prospekts 26, Riga to 7 Observatorijas street, Riga.
 3. Changes in the positions of the officers:

Freed:

Kažberovs Vladislavs, identity number 100770-10303, address: Elijas street 20-24, Riga.
Auditor.

Board

Karmazinovs Boriss, identity number 140570-10136, address 48/50 Ropažu Street 35. Member of the board with the right of personal representation of the company.

Assigned:

Mirzojans Arsens, identity number 200674-11823, address: Jelgavas region, Ozolnieku parish, Ozolnieki, Zvaigžņu street 12. Auditor.

Board

Iznovs Jevgeņijs, identity number 200671-12356, address: Riga region, Olaine, Zemgales street 2-19, Board Chairperson with the right of personal representation of the company.

Laktionova Oksana, identity number 140581-11828, address: Aspazijas boulevard 26-4, Board Member with the right of personal representation of the company.

3) Delay enclosing the corrected Register of the company participants to the company registration case. In the article 187, part 2, paragraph 1 of the Law on Commerce it is stated that the Register of the company participants must contain the records of the physical persons which include the identity numbers of the physical persons. In accordance to the Regulation No 154 of the Cabinet of Ministers of 23.04.1996, *On the Order of Compilation of Documents*, Article 8, it is stated that a document must be specific, accurate and unequivocal. **The submitted Register of the company participants contained the identity number of the participant Zdanovska Jeļena, which according to the information of the database of the passport department of the Citizenship and Migration Administration of the Ministry of Internal Affairs was issued to another physical person.**

4) To add one copy of the given judgment to the registration case, to issue the second copy to the addressee and to enclose the third copy to the office documents.

This given judgment becomes effective on July 28, 2005.

In accordance to the law *On the Enterprises Register of the Republic of Latvia*, article 19 and the Administrative Law articles 76 and 79, the given judgment can be appealed during the period of one month from the day of its becoming effective, by submitting an application addressed to the General State Notary of the *Enterprises Register* at 2 Pērses street, Riga, LV-1011.

Važa Mārtiņš The State Notary

SEAL: THE ENTERPRISES REGISTER OF THE REPUBLIC OF LATVIA

Riga City, 9 Deglava St., on August 22, 2005, Sworn Notary
BAZEVICHA BRIGITA certify that this is a true photocopy of the
Instrument. In this document were made no mistakes,
no additions, no postscripts. The original copy was submitted by Juriy
Bogdanov whose permanent residence is Riga.

Register entry No. 4496.

State fee paid: 0,10 Ls.

Official fee Ls 0,60.

Documents preparation Ls 2,0.

VAT 18% Ls 0,47.

Total Ls 3,17.



Sworn Notary: /Signature/ Bazevicha B.

/Seal/

Translated by Juriy Bogdanov [Signature]

Riga City, 9 Deglava St., on August 22, 2005, Sworn Notary
BAZEVICHA BRIGITA hereby certify the authenticity of the
signature made by Sworn translator JURIY BOGDANOV.

Register entry No. 4497

State fee paid: 0,20 Ls.

Official fee and documents preparation Ls 2,50.

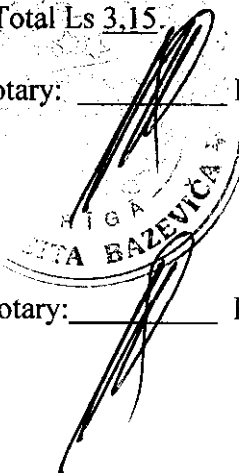
VAT 18% Ls 0,45.

Total Ls 3,15.

Sworn Notary: [Signature] Bazevicha B.

Corded, numbered, endorsed
with the seal 4 pages.

Sworn Notary: [Signature] Bazevicha B.

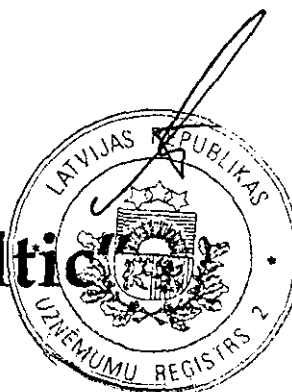


Latvijas Republikas Komercreģistrā
Latvijas Republikas Uzņēmumu reģistrā

2005. gada 28. jūlijs
ar Nr. 40002076838

SIA "Alliance Baltic"

STATŪTI



APSTIPRINĀTI
ar SIA "Alliance Baltic"
2005. gada 01. jūlija
sapulces protokolu Nr.7

RĪGA
2005

1. Firma.

1.1. Sabiedrības firma: **SIA „Alliance Baltic”**.

2. Pamatkapitāls.

2.1. Sabiedrības pamatkapitāls ir LVL 2000,00 (divi tūkstoši lati). Sabiedrības pamatkapitāls sadalīts 100 (viens simts) kapitāla daļās. Vienas kapitāla daļas nominālvērtība ir 20,00 LVL (divdesmit lati).

3. Komerccarbības veidi.

Sabiedrībai ir tiesības brīvi izvēlēties komerccarbības veidus, kas nav aizliegti ar likumu.

Licencējamie komerccarbības veidi ir atļauti pēc licences saņemšanas.

4. Izpildinstitūcija

4.1. Sabiedrības izpildu institūcija sastāv no diviem valdes locekļiem, kuri pārstāv Sabiedrību katrs atsevišķi.

4.2. Sabiedrības valdes locekļi vada Sabiedrības darbu, patstāvīgi pārstāv Sabiedrības intereses un darbojas tās vārdā attiecībā ar trešajām personām.

4.3. Savā darbībā Sabiedrības valdes locekļi ievēro un vadās pēc Latvijas Republikas spēkā esošās likumdošanas, pēc Statūtiem, kā arī pēc darba līguma un citiem dokumentiem, ja tādi būs.

5. Īpaši noteikumi.

5.1. Tikai dalībnieku sapulces kompetencē ietilpst:

5.1.1. statūtu izmaiņa;

5.1.2. pamatkapitāla palielināšana vai samazināšana;

5.1.3. Sabiedrības valdes locekļu iecelšana vai atsaukšana;

5.1.4. gada pārskata apstiprināšana un peļņas sadale;

5.1.5. Sabiedrības revidenta, kontroliera un likvidatora ievēlēšana un atsaukšana;

5.1.6. lēmumu pieņemšana par prasības uzrādīšanu Sabiedrības valdes locekļiem, dibinātājiem vai dalībniekiem un par Sabiedrības pārstāvja iecelšanu lietu kārtošanai tiesā;

5.1.7. lēmuma pieņemšana par Sabiedrības darbības pārtraukšanu, turpināšanu vai tas reorganizāciju,

5.1.8. lēmuma pieņemšana par atļauju Sabiedrības dalībniekam atsavināt, mainīt vai citādā veidā atsavināt daļu (izņemot pārdošanu);

5.1.9. lēmumu pieņemšana par jebkura darījuma veikšanu ar intelektuālo īpašumu un tiesībām (patenti, licences, nou-hau, frančaizings, sub-frančaizings u.c.);

5.1.10. Sabiedrības gada biznesa plāna, kā arī budžeta un investīciju plāna apstiprināšana;

5.1.11. lēmumu pieņemšana par Sabiedrības līdzdalības iegādi citās personās;

5.1.12. lēmumu pieņemšana par jebkuriem Sabiedrības noslēdzamajiem nekustamā īpašuma darījumiem, to skaitā par nekustamā īpašuma iekāršanu, nomu un/vai apgrūtinājumiem citādā veidā;

5.1.13. lēmumu pieņemšana par jebkuriem Sabiedrības noslēdzamajiem darījumiem, kas saistīti ar Sabiedrības īpašuma un/vai naudas līdzekļu nodošanu un/vai citu apgrūtinājumu par labu trešajam personām, kurām Sabiedrībā ir līdzdalība;

5.1.14. lēmumu pieņemšana par Sabiedrības veicamo akciju, obligāciju vai citu vērtspapīru (vai to tiesību) iegādi, kurus izlaidušas trešās personas;

5.1.15. lēmumu par Sabiedrības veicamo aizņemto naudas līdzekļu piesaisti gadījumā, ja aizdevuma apmērs pārsniedz gada budžeta summu;

5.1.16. atlīdzības apmēra noteikšana, kas izmaksājama Sabiedrības izpildu institūcijas locekļiem;

5.1.17. Sabiedrības neatkarīgā auditora iecelšana;

5.1.18. lēmumu pieņemšana par darījumu (vienošanos, līgumu, kontraktu) noslēgšanu par summu, kas pārsniedz LVL 50 000,00;

5.1.19. lēmumu pieņemšana par Sabiedrībai izvirzīto pretenziju apmierināšanu vai noraidīšanu par summu, kas pārsniedz LVL 25 000,00;

5.1.20. lēmumu pieņemšana par galvojumu un garantiju piešķiršanu Sabiedrības vārdā.

5.2. Dalībnieku sapulce ir tiesīga pieņemt lēmumu jebkurā citā jautājumā, kā arī jautājumā, kas ir Sabiedrības valdes locekļu kompetencē.

5.3. Ja Sabiedrības dalībnieks pārdod viņam piederošo daļu, pārējiem Sabiedrības dalībniekiem ir pirkuma priekšrocības tiesības priekšrocības tiesības. Pirkuma priekšrocības tiesību termiņš nevar pārsniegt vienu mēnesi kopš pārdošanas iesnieguma dienas Sabiedrības valdei. Sabiedrības valdes locekļu pienākums ir pēc šāda ziņojuma saņemšanas nekavējoties darīt to zināmu visiem dalībniekiem.

5.4. Prasību par dalībnieka izslēgšanu var uzrādīt dalībnieki, kuri pārstāv ne mazāk kā 2/3 pamatkapitāla.

5.5. Gadījumā, ja Sabiedrības iekšējās revīzijas un kontroles veikšanai dalībnieku sapulce ievēl Sabiedrības kontrolierus, no katra dalībnieka tiek ievēlēts vismaz viens kontrolieris.

5.6. Dalībnieku sapulce ir tiesīga pieņemt lēmumus, ja tajā piedalās dalībnieki, kuri kopā pārstāv vairāk kā 51 % no balsstiesīgā kapitāla.

5.7. Dalībnieku lēmums jebkurā jautājumā, kurš, atbilstoši Latvijas Republikas spēkā esošajai likumdošanai un šiem Statūtiem, ietilpst dalībnieku sapulces kompetencē, uzskatāms par pieņemtu, ja par to atdoti ne mazāk kā 75% sapulcē pārstāvēto dalībnieku balsu.

5.7.1. Ja lēmums tiek pieņemts bez dalībnieku sapulces sasaukšanas, tad tas uzskatāms par pieņemtu, ja par to atdoti ne mazāk kā 75% visu dalībnieku balsu.

5.8. Valde paziņojumu par sapulces sasaukšanu:

5.8.1. izsūta visiem dalībniekiem pēc dalībnieku reģistrā norādītajām adresēm ne vēlāk kā trīs nedēļas pirms sapulces vai

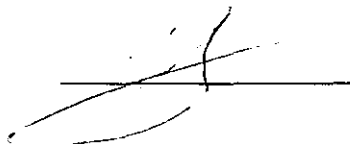
5.8.2. izsniedz dalībniekiem vai viņu pilnvarotajām personām personīgi pret parakstu ne vēlāk kā divas nedēļas pirms dalībnieku sapulces.

5.9. sabiedrības pamatkapitāldaļu apgrūtinājums ir aizliegts.

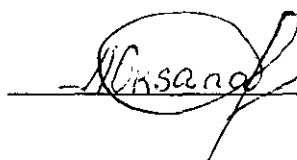
Rīgā, 2005.gada 01. jūlijā.

Paraksti:

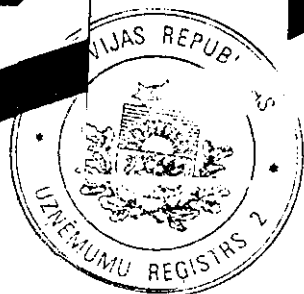
Valdes priekšsēdētājs:

 Jevgeņijs Iznovs

Valdes loceklis

 Oksana Laktionova

Cauršūtas un numurētas kopā
4 (četras) lapas



Rīgā, A.Deglava ielā 9,
2005.gada "19". augustā es, zvērināts notārs Brigita Bazeviča,
apliecinu šīs kopijas pareizību. Oriģinālā labojumu,
svītrojumu, pierakstījumu, dzēsumu un citu īpatnību
nebija.

Dokumenta oriģinālu uzrādīja Jurijs Bogdanovs, dzīv. Rīgā.

Iereģistrēts ar Nr. 4489.

Iekasēta valsts nodeva Ls 0,25.

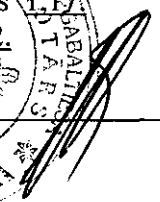
Amata atlīdzība Ls 1,50.

Dokumenta sagatavošana Ls 5,0.

PVN 18% Ls 1,17.

Kopā Ls 7,92.

Zvērināts notārs

 B. Bazeviča.

Translated from Latvian
COPY

REGISTERED AT THE
COMMERCIAL REGISTER
The Enterprises Register of the
Republic of Latvia
July 28, 2005
With the No 40002076838
Stamp: The State Notary
M. Važa

Alliance Baltic SIA

STATUTES

SEAL: THE ENTERPRISES REGISTER
THE REPUBLIC OF LATVIA
/signature/

APPROVED
At the meeting Alliance Baltic SIA
Of July 1, 2005, minutes # 7.

RIGA
2005

1. The Company

1.1. The Alliance Baltic SIA

2. Fixed capital

2.1. The Fixed capital of the company is LVL 2000.00 (two thousand Latvian Lats). The capital is divided into 100 (one hundred) capital shares. **The nominal value of a capital share is LVL 20.00 (twenty Latvian Lats).**

3 Types of business activities.

The company has the right to choose any types of legal business activities.

The licensed business activities are allowed upon receiving of the correspondent licenses.

4. The executive institution

4.1. The executive institution of the Company consists of two members of the board, each of whom represents the company separately.

4.2. The members of the board direct the activities of the Company, independently represent the interests of the Company and act on behalf of the Company in relations with the third parties.

4.3. The members of the board in their activities observe and are fully guided by the legislation presently effective in the Republic of Latvia, in accordance to the Statutes as well as to work contracts and other documents if such legally come into existence.

5. Separate clauses.

5.1. Only the meeting of participants is competent to:

5.1.1. Make changes in the Statutes.

5.1.2. Increase or decrease the fixed capital

5.1.3. Assign or dismiss the members of the board

5.1.4. Approve the annual report and division of profit

5.1.5. Assign or dismiss the auditor, controller and liquidator of the Company

5.1.6. Make judgments and announce requests for the members of the board, founders or participants and to assign a representative of the company for representation of the company at a court

5.1.7. Make judgments regarding discontinuation, continuation of activities of the Company, or its restructuring.

5.1.8. Make judgments regarding permission to the participants of the Company to alienate change or in any other form alienate the share (except selling)

5.1.9. Make judgments regarding any transactions with the intellectual property and the rights (patents, licenses, know-how, franchising, sub franchising)

5.1.10. Approve the annual business plan of the Company as well as the budget plan and the investment plan.

5.1.11. Make decisions regarding purchase of the company's shares by other persons

5.1.12. Make judgments regarding any transactions closed by the Company in the immovable property, including mortgaging, renting and/or burdening in any other manner

5.1.13. Make judgments regarding any transactions closed by the Company connected with the property of the Company and/or giving out monetary means and/or other burdening in favor of the third persons who possess the shares of the Company.

5.1.14. Make judgments regarding any purchases by the Company into stocks, bonds or other securities (or rights thereof), issued by the third persons.

5.1.15. Make judgments regarding fixation monetary means borrowed by the Company in case the amount of the loan exceeds the sum of the annual budget.

- 5.1.16. Determine the amount of payment the members of the executive institutions of the Company
- 5.1.17. Assign the independent auditor of the company.
- 5.1.18. Make judgments regarding any transactions (entering into agreements, closing contracts for the sums exceeding LVL 50 000.00)
- 5.1.19. Make judgments regarding satisfaction or denial of claims against the Company on the sums exceeding LVL 25 000.00
- 5.1.20. Make judgments regarding attributing bails, warranties on behalf of the Company.
- 5.2. The meeting of participants has the right to make decisions on any other issue including the issues being in competence of the members of the board.
- 5.3. In case a participant of the Company sales their own share the other participants of the Company have the right of the advantage of the first purchase. The time term of the right of the advantage of the first purchase cannot be longer than one month from receiving application of sale by the Board of the Company. The members of the Board of the Company are obligated after receiving this notification immediately notifies about it all other participants.
- 5.4. The request to exclude a participant can be submitted by the participants who represent not less than 2/3 of the fixed capital.
- 5.5. In case the meeting of participants select controllers to conduct the internal audit and control of the company, at least one controller is to be selected from each participant
- 5.6. The meeting of participants ahs the right to make decisions if there participate the participants whose total capital is more than 51% of the capital of the participants who have the right to vote.
- 5.7. The decision of the participants on any issue which in accordance to the legislation of the Republic of Latvia and these Statutes is included in to the competence of the meeting of participants is considered to be accepted if for it voted at least 75% of the votes of the participants represented at the meeting.
- 5.7.1. If the decision is made without the call of the meeting it is considered to be made if for it voted at least 75% of all the participants.
- 5.8. Notification of the Board on summons of the meeting
- 5.8.1. Is to be sent to all the participants in accordance to the addresses indicated in the register of participants not later three weeks before the meeting
- or
- 5.8.2. Issued to the participants or to their authorized representatives in person against their signature not later than two weeks before the meeting of the participants
- 5.9. It is forbidden to burden the fixed capital of the Company.

Riga. July 1, 2005.

Signatures:

Chairman of the Bord /Signature/ Jevgeņijs Iznovs

Member of the Board /Signature/ Oksana Laktionova

Stamp:

Corded, numbered,
4 (four) pages.

Stamp: The State Notary

M. Važa

/Signature/

SEAL: THE ENTERPRISES REGISTER
THE REPUBLIC OF LATVIA

Riga City, 9 Deglava St., on August 19, 2005, Sworn Notary BAZEVIČA BRIGITA certify that this is a true photocopy of the Instrument. In this document were made no mistakes, no additions, no postscripts. The original copy was submitted by Juriy Bogdanov whose permanent residence is Riga.

Register entry No. 4489.

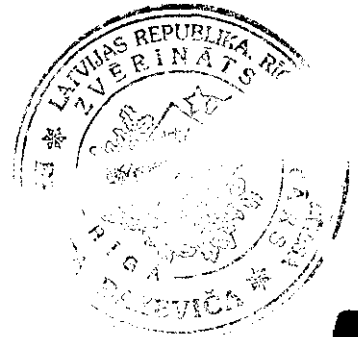
State fee paid: 0,25 Ls.

Official fee Ls 1,50.

Documents preparation Ls 5,0.

VAT 18% Ls 1,17.

Total Ls 7,92.



Sworn Notary: /Signature/ Bazevicha B.

/Seal/

Translated by Juriy Bogdanov [Signature]

Riga City, 9 Deglava St., on August 19, 2005, Sworn Notary BAZEVIČA BRIGITA hereby certify the authenticity of the signature made by Sworn translator JURIY BOGDANOV.

Register entry No. 4490.

State fee paid: 0,20 Ls.

Official fee and documents preparation Ls 2,50.

VAT 18% Ls 0,45.

Total Ls 3,15.

Sworn Notary: [Signature]

Bazevicha B.

Corded, numbered, endorsed
with the seal 7 pages.

Sworn Notary: [Signature]

Bazevicha B.



LATVIJAS REPUBLIKAS UZŅĒMUMU REĢISTRS

KOMERSANTA REĢISTRĀCIJAS APLIECĪBA

Nosaukums:

SIA "Alliance Baltic"

Veids: Sabiedrība ar ierobežotu atbildību

Vienotais reģistrācijas numurs: 40002076838

Reģistrācijas datums uzņēmumu reģistrā: 14.10.1998

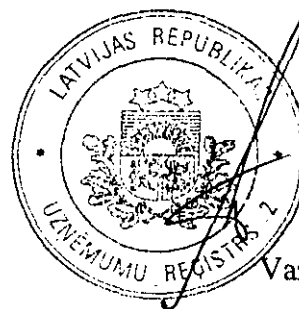
Reģistrācijas datums komercreģistrā: 03.11.2004

Reģistrācijas vieta: Rīgā

Apliecības izdošanas datums: 28.07.2005 atkārtoti

Latvijas Republikas Uzņēmumu reģistra

Valsts notārs



Važa Mārtiņš

Latvijas Republikas Uzņēmumu reģistrs. Pērses iela 2, Rīga, LV-1011, Latvija Tālr. 7031703, Fakss (371) 7031793, e-pasts: riga@ur.gov.lv, internets: http://www.ur.gov.lv

K 021251

Rīgā, A.Deglava ielā 9,
2005.gada " 19 ". augustā es, zvērināts notārs Brigita Bazeviča,
apliecinu šīs kopijas pareizību. Oriģinālā labojumu,
svītrojumu, pierakstījumu, dzēsumu un citu īpatnību
nebija.

Dokumenta oriģinālu uzrādīja Jurijs Bogdanovs, dzīv. Rīgā.

Iereģistrēts ar Nr. 4487.

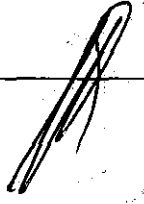
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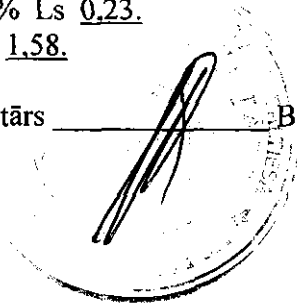
Amata atlīdzība Ls 0,30.

Dokumenta sagatavošana Ls 1,0.

PVN 18% Ls 0,23.

Kopā Ls 1,58.

Zvērināts notārs  B. Bazeviča.



THE ENTERPRISES REGISTER OF THE REPUBLIC OF LATVIA
BUSINESS ENTITY REGISTRATION CERTIFICATE

Title:

Alliance Baltic SIA

Type: The Limited Liability Company

The unified registration No. 40002076838

Date of registration at the Enterprises Register: 14.10.1998

Date of registration at the Commercial Register: 3.11.2004

Place of registration: Riga

Date of issuance of the certificate: 28.7.2005 repeated

The State Notary of The Enterprises Register Of The Republic Of Latvia

/signature/ Važa Mārtiņš

SEAL: THE ENTERPRISES REGISTER THE REPUBLIC OF LATVIA

The Enterprises Register 2 Perses Street, Riga LV-1011, Latvia Tel. 7031703,
Fax (+371)7031793, E-mail: riga@ur.gov.lv, internet: <http://www.ur.gov.lv>

K 021251

Riga City, 9 Deglava St., on August 19, 2005, Sworn Notary
BAZEVICHA BRIGITA certify that this is a true photocopy of the
Instrument. In this document were made no mistakes,
no additions, no postscripts. The original copy was submitted by Juriy
Bogdanov whose permanent residence is Riga.

Register entry No. 4488.

State fee paid: 0,05 Ls.

Official fee Ls 0,30.

Documents preparation Ls 1,0.

VAT 18% Ls 0,23.

Total Ls 1,58.

Sworn Notary: /Signature/ Bazevicha B.

/Seal/

Translated by Juriy Bogdanov /Signature/

Riga City, 9 Deglava St., on August 19, 2005, Sworn Notary
BAZEVICHA BRIGITA hereby certify the authenticity of the
signature made by Sworn translator JURIY BOGDANOV.

Register entry No. 4488.

State fee paid: 0,20 Ls.

Official fee and documents preparation Ls 2,50.

VAT 18% Ls 0,45.

Total Ls 3,15.

Sworn Notary: /Signature/ Bazevicha B.

Corded, numbered, endorsed
with the seal 2 pages.

Sworn Notary: /Signature/ Bazevicha B.

LATVIJAS REPUBLIKAS
VALSTS IEŅĒMUMU DIENESTS

AR PIEVIENOTĀS VĒRTĪBAS NODOKLI
APLIEKAMĀS PERSONAS REĢISTRĀCIJAS APLIECĪBA

1. Nosaukums

SIA "Alliance Baltic"

reģistrēta ar pievienotās vērtības nodokli apliekamo personu reģistrā

1998. gada 26. oktobrī,

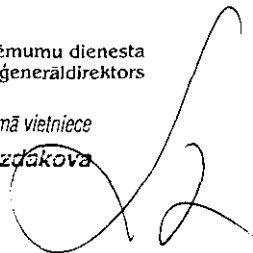
Rīgā ar kodu **LV40002076838**

Sagatavošanas datums **2005. gada 15. augustā**

Valsts ieņēmumu dienesta
ģenerāldirektors

VID ģenerāldirektora pirmā vietniece

N. Jozdākova



Z.V.



Rīgā, A.Deglava ielā 9,
2005.gada " 22 " . augustā es, zvērināts notārs Brigita Bazeviča,
apliecinu šīs kopijas pareizību. Oriģinālā labojumu,
svītrojumu, pierakstījumu, dzēsumu un citu īpatnību
nebija.

Dokumenta oriģinālu uzrādīja Jurijs Bogdanovs, dzīv. Rīgā.

Iereģistrēts ar Nr. 4497.

Iekasēta valsts nodeva Ls 0,05.

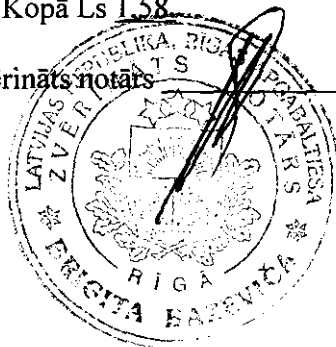
Amata atlīdzība Ls 0,30.

Dokumenta sagatavošana Ls 1,0.

PVN 18% Ls 0,23.

Kopā Ls 1,58.

Zvērināts notārs



B. Bazeviča.

THE REPUBLIC OF LATVIA
STATE REVENUE SERVICE

REGISTRATION CERTIFICATE OF A VALUE ADDED
TAX PAYER

1. Title

SIA Alliance Baltic

Registered at the Register of the Value Added Tax Payers
On *October 26, 1998*, Riga

Registration number **LV40002076838**

Prepared on August 15, 2005

General director of the State Revenue Service

/signature/

stamp: **The first deputy of the
General director of the SRS
N. Jezdakova**

SEAL: THE STATE REVENUE SERVICE OF THE REPUBLIC OF LATVIA

Riga City, 9 Deglava St., on August 22, 2005, Sworn Notary BAZEVIČHA BRIGITA certify that this is a true photocopy of the Instrument. In this document were made no mistakes, no additions, no postscripts. The original copy was submitted by Juriy Bogdanov whose permanent residence is Riga.

Register entry No. 4498

State fee paid: 0,05 Ls.

Official fee Ls 0,30.

Documents preparation Ls 1,0.

VAT 18% Ls 0,23.

Total Ls 1,58.

Sworn Notary: /Signature/ Bazevicha B.

/Seal/

Translated by Juriy Bogdanov [Signature]

Riga City, 9 Deglava St., on August 22, 2005, Sworn Notary BAZEVIČHA BRIGITA hereby certify the authenticity of the signature made by Sworn translator JURIY BOGDANOV.

Register entry No. 4459

State fee paid: 0,20 Ls.

Official fee and documents preparation Ls 2,50.

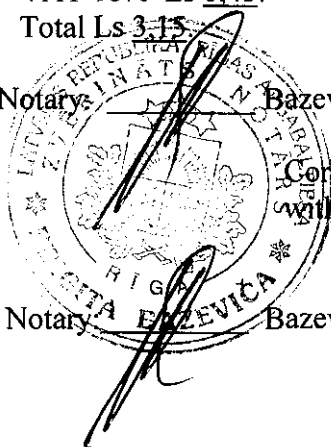
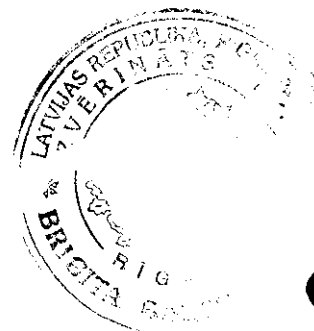
VAT 18% Ls 0,45.

Total Ls 3,15.

Sworn Notary: [Signature] Bazevicha B.

Corded, numbered, endorsed
with the seal 2 pages.

Sworn Notary: [Signature] Bazevicha B.



FILE COPY



**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Establishment of a place of business)

Company No. FC026271

The Registrar of Companies for England and Wales hereby certifies that
SIA "ALLIANCE BALTIC"

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 13th October 2005



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —