

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 272942

The Registrar of Companies for Scotland hereby certifies that

TORMEYWHEEL WIND FARM LIMITED

having by special resolution changed its name, is now incorporated  
under the name of

TORMYWHEEL WIND FARM LIMITED

Given at Companies House, Edinburgh, the 16th November 2005



\*CSC272942F\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

SAME DAY PROCESSING

Certified Copy  
(19 pages)

Signed

**TORMEYWHEEL WIND FARM LIMITED**  
(registered number SC272942)  
(the "Company")

Special Resolution  
of the  
Shareholders of the Company



The undersigned, **PM RENEWABLES LIMITED** (registered number SC269784), a limited liability company incorporated in Scotland, with its registered office at 29 Brandon Street, Hamilton, ML3 6DA ("PMR"), being the holder of all of the issued shares of the Company required to constitute a quorum in accordance with Company's Articles of Association (the "Existing Articles"), do hereby adopt the following resolutions:

- (A) WHEREAS, under the terms of the Shareholders' Agreement dated 6<sup>th</sup> April 2004 relating to PMR (the "SHA"), (i) the Company was to be formed (i) with the name "*Tormywheel Wind Farm Limited*", (ii) with authorised share capital of £1000 divided into 100,000 shares of £0.01 each, (iii) only two (2) shares were to be issued to PMR, and (iv) a Warrant (as defined in the SHA) entitling MIL to subscribe for the remaining 99,998 of the Company's ordinary shares at their nominal value was to be issued to Mistral Invest Limited, a Bahamas limited company ("MIL");
- (B) WHEREAS, the Company was incorporated on 6<sup>th</sup> September 2004 (i) with the name aforesaid instead of the intended name "*Tormywheel Wind Farm Limited*", (ii) with a share capital of £1,000.00 divided into 1,000 ordinary shares of £1.00 each, (iii) 100 shares (presently constituting all of the issued ordinary shares of the Company) were issued to PMR as per the Company's existing memorandum of association ("Existing Memorandum");
- (C) WHEREAS, the Existing Articles incorrectly state that "the authorised Share Capital at the date of adoption of these Articles is £200 divided into 200 Ordinary Shares";
- (D) WHEREAS, under the terms of the SHA, the Company has issued the Warrant to MIL on 16<sup>th</sup> February, 2005, entitling MIL to subscribe for 99,998 of the Company's ordinary shares at their nominal value;
- (E) WHEREAS, in order to correct the aforesaid anomalies, the Company is considering various options, including the amendment or replacement of the Existing Memorandum and the Existing Articles with amended memorandum and the amended articles of association for the Company in the form of Attachments 1 and 2 hereto (the "Amended Memorandum" and the "Amended Articles", respectively).
- (F) WHEREAS, the Company has received communication from each of Richard Mardon and Simon Morton resigning as directors of the Company with effect from the date of these resolutions;

AFTER DUE CONSIDERATION, IT IS NOW:

- (1) RESOLVED that the Company's name be changed from "**TORMEYWHEEL WIND FARM LIMITED**" to "**TORMYWHEEL WIND FARM LIMITED**", effective immediately following the execution of these resolutions;
- (2) RESOLVED, that the Company's share capital of £1,000.00 (presently divided into 1,000 ordinary shares of £1.00 each) shall be sub-divided into 100,000.00 ordinary shares of £0.01 each, i.e., PMR's 100 ordinary shares of the Company of £1 each will now become 10,000 ordinary shares of the Company of £0.01 each;
- (3) RESOLVED, that the Company shall buy back from PMR, at nominal value, 9,998 of the 10,000 ordinary shares of the Company held by PMR pursuant to Resolution (2) above, i.e., PMR will hold only 2 ordinary shares of the Company, as originally contemplated in the SHA;


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- (4) RESOLVED, that the Company's Existing Memorandum and the Existing Articles shall be amended by entirely replacing the same with the Amended Memorandum and the Amended Articles, respectively;
- (5) RESOLVED, that resignations of Richard Mardon and Simon Morton as directors of the Company be and are accepted, effective forthwith, and the Company shall make the necessary entries in the Company's records;
- (6) RESOLVED, that, notwithstanding the aforesaid anomalies, the Warrant be and is ratified for all purposes whatsoever in the form already issued.
- (7) RESOLVED, that the directors of the Company be and are authorised and instructed to do all acts necessary, or in their opinion desirable, for the purposes specified herein, in each case under such terms and conditions, as such directors executing the same or taking such action may in their discretion deem necessary or appropriate to accomplish the purpose of these resolutions, their signatures thereto to conclusively evidence such approval thereof by and in the name and on behalf of the Company;
- (8) RESOLVED, any officer of the Company is hereby authorised to issue a certified copy of these resolutions and that all parties may rely upon the authority conferred by these resolutions unless, and to the extent that, these resolutions are revoked or modified by a subsequent resolution and a certified copy of such subsequent resolution has been received by such parties;
- (9) RESOLVED, that each of the said officers and directors may act on the authority of a certified copy of these resolutions, but nevertheless any officer of the Company is hereby authorised on behalf of the Company to execute and deliver power(s) of attorney constituting any other person as attorneys-in-fact with full power to act alone and with full power of substitution, to execute, deliver and/or cause to be recorded any documents and to do any other acts necessary in the opinion of such attorney-in-fact to accomplish the above actions;
- (10) RESOLVED, that the acts of the officers and directors of the Company and of any employees of the Company and said attorneys-in-fact carrying out the terms and provisions of the foregoing resolutions be, and the same are, hereby ratified, confirmed and approved; and
- (11) RESOLVED, that this Resolution be filed with the records of the Company.

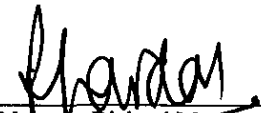
IN WITNESS WHEREOF, the undersigned have executed these resolutions on this 2nd day of November 2005 on behalf of PMR.



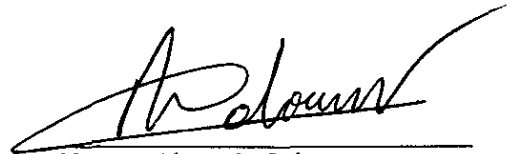
Name: Darrin Rooney  
Title: Director of PMR



Name: Simon Morton  
Title: Director of PMR



Name: Richard Mardon  
Title: Director of PMR



Name: Alexandre Labouret  
Title: Director of PMR