

**Ordinary and Special Resolutions
Companies Acts**

COMPANY NAME: **INTERNATIONAL
GEOTHERMAL LIMITED**

COMPANY NUMBER: **5397984**

By written resolutions of the members of the above named company, duly made pursuant to the Articles of Association of the above-named company on 29 July 2005 the following Ordinary and Special Resolutions were duly passed:

(A) As Ordinary Resolutions:

1. THAT the 1,000 ordinary shares of £1 each in the capital of the Company be subdivided into 8,000 ordinary shares of 12.5 pence each.
2. THAT the authorised share capital of the Company be increased to £25,000 by the creation of 192,000 additional shares of 12.5 pence each ranking pari passu in all respects with the existing ordinary shares of the Company.
3. THAT with effect from the time of the passing of this resolution the directors be unconditionally authorised, pursuant to section 80, Companies Act 1985, to allot (either at par value or at any premium) relevant securities (as defined in that Act) up to a maximum nominal value of £24,500 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.

(B) As a Special Resolution:

4. THAT the directors be empowered pursuant to section 95 of the Companies Act 1985 until the Company's next annual general meeting to allot or agree to allot equity securities pursuant to the authority conferred by resolution 3 above as if section 89(1) of the Companies Act 1985 did not apply to any such allotment provided that the Company may make any offer or agreement before the expiry of this authority which would or might require equity securities to be allotted after this authority had expired and the directors may allot equity securities in pursuance of any such offer or agreement. For the purposes of this resolution the expression "equity securities" and "allot" shall bear the meanings respectively given to the same in Section 94, Companies Act 1985.

Signature: *A Shakespeare*
Secretary



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

GEOHERMAL INTERNATIONAL LIMITED*

1. The Company's name is GEOHERMAL INTERNATIONAL LIMITED.*
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are
 - (1) To carry on any trade or business whatsoever and to do all such things as are incidental or conducive to the carrying on of any trade or business.
 - (2)
 - (a) To raise and borrow money, guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by section 736 of the Companies Act 1985, (as re-enacted by the Companies Act 1989 or any subsequent re-enactment or amendment thereof) or a subsidiary undertaking or parent undertaking (as defined by section 258 of the Companies Act 1985 or any re-enactment or amendment thereof) of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings;
 - (b) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time directors or officers or in the employment or service of the Company or of any company which is a

* By Special Resolution dated 29 June 2005 the name of the Company was changed from TIGBUS LIMITED, under which name it was incorporated.

subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such person as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid;

- (c) To purchase and maintain insurance cover for directors and other officers or auditors of the Company against any liability to the Company or to any other person against any negligence, default, breach of duty or breach of trust;
- (d) To make donations gifts or contributions of any kind to any organisation club society whatsoever; and
- (e) To pay or settle any claims made against the Company whether legally enforceable or not;

and to do any of the foregoing either with or without receiving any payment or other consideration or benefit thereof and either in connection with any other business, activity or transaction or by itself.

(3)

- (a) Each of the objects specified in each paragraph of this clause shall, except whether otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
- (b) The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £25,000 divided into 200,000 ordinary shares of 12.5p each.*

* The Company was incorporated with a share capital of £1,000 divided into 1,000 ordinary shares of £1 each. Those shares were sub-divided into 12.5p shares and the share capital was increased to £25,000 by ordinary resolutions passed on 29 July 2005.

I, the subscriber of this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

NAME AND ADDRESS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY THE SUBSCRIBER
JOHN, MARTIN PAGE Ruskin Chambers 191 Corporation Street Birmingham B4 6RP	One

Dated 17/03/05