FILE COPY



OF A PRIVATE LIMITED COMPANY

Company No. 5542696

The Registrar of Companies for England and Wales hereby certifies that GREENFUEL MANAGEMENT LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Cardiff, the 22nd August 2005



N05542696O







Please complete in typescript, or in bold black capitals.

Declaration on application for registration

CHFP000				
Company Name in full	CREEN FUEL MANAGEMENT LIMITED			
of Please delete as appropriate.	INSRAM ALIGIAIL THOMNON LESSE J6 HAMILTON NOVALE BIRKOVIENS WILLIAM do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company][person named as director or secretary of the			
	company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.			
Declarant's signature	ello			
Declared at	BIRKENHEAD MERGEYSIDE			
On	Day Month Year 1 2 0 8 2 0 0 5			
D Please print name. before me	DAVID HATHUREST			
Signed	Date 12.03.05 † A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor			
Please give the name, address, telephone number and, if available, a DX number and Exchange of	174 LAW SOLICITORS 68 WHETSTONE LANE BIRKENHEAD			
the person Companies House should contact if there is any query.	CH41 2TF Tel 0151.647.7372			
· 	DX number 24254 DX exchange BIRKEN HEAD			
	When you have completed and signed the form please send it to the			

A49 AHURF COMPANIES HOUSE Form revised June 1998 ge

17/08/05

Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh



for the record -

Plea	ise co	mplete	in	typescript	,
or it	n bold	black o	cap	oitals.	
CHF	P000				

First directors and	secretary and	intended	situation	of
registered office				

Notes on completion appear on final page					
Company Name in full	GREENFUEL MANASEMENT LIMITED				

Proposed Registered Office	1 OT FLOOR				
(PO Box numbers only, are not acceptable)	56 HAMILTON NOVARE				
Post town	BIRKENHEND				
County / Region	WIRRAL		Postcode	CH 41 5 AM	
f the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's					
name and address. Agent's Name	INGRAM LEGGE & CO CHANTERED ACCOUNTANTS				
Address	Int FLOOL SO	6 HAMIL	TON SO	U AKE	
Post town	BIRKONHERS				
County / Region	WIRANZ	7.55	Postcode	CH415Ar	
Number of continuation sheets attached					
Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should	INGRAM LEGGE ADDREMO AN		·		
contact if there is any query.	Tel 0/5/ 647 0020				
	DX number	DX excha	nge		

A49 COMPANIES HOUSE 17/08/05

Form revised July 1998

When you have completed and signed the form please send it to the Registrar of Companies at:

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

Company Secretary (see notes 1-5) Company name GREENFUEL MANAGEMENT LIMITED NAME *Honours etc *Style / Title MR Forename(s) * Voluntary details INSRAM ALIATAIR THOMYON Surname 16456 Previous forename(s) NONE Previous surname(s) NONE **Address** CROFT COTTAGE Usual residential address BARTON ROAU For a corporation, give the registered or principal office HOYLAKE Post town address. County / Region Postcode WIKKKZ CH 47 145 Country ENGLAND I consent to act as secretary of the company named on page 1 Date August 8th 2005 Consent signature Directors (see notes 1-5) Please list directors in alphabetical order *Honours etc NAME *Style / Title MR Forename(s) INGRAM AZIOTAIR THOMPON Surname LEGGE Previous forename(s) NONE Previous surname(s) NONE **Address** CROFT COTTAGE Usual residential address BARTON ROAD For a corporation, give the registered or principal office HOYLAKE Post town address. County / Region LIKRAL Postcode Country ENSLAND Year Day Month **Nationality** Date of birth RR/T/NH 10 011 **Business occupation** CHARTERED ALLOWITHNI INSEAM LESSE LCO LTD. CHAMONEOUNT DIEDECTIENLTO VOLBY Other directorships ENGINEERING LTD. TRUET FOXIMLE LTD PORTIA PROPORTIEN LTD RICHMOND PTUNENT DERVICED LTH, ELMINDOD COUR PROPERTIES LTD . PILKHOOPE PROPORTY DEVELOPMENTA ATS I consent to act as director of the company named on page 1 Date AUGUAT STH 2001 Consent signature

Directors (continued)	(see notes 1-5)					
. NAME *S	Style / Title	MRT	*Honours etc			
* Voluntary details Fo	orename(s)	PAMELA				
	Surname	CURRIE				
Previous fo	orename(s)	S) NONE				
Previous s	surname(s)	s) NONE				
Address	!	19 DAGE DRIVE				
Usual residential address For a corporation, give the		EREAT VUTTON				
registered or principal office address.	Post town	ELLERMENE PORT				
Coun	ty / Region	CHERHIRE	Postcode	CH 65 7 EQ		
	Country	ENSLAND				
	l	Day Month Year				
Date of bi	rth	091111946	Nationality 2	R/T1014		
Business	occupation					
Other dire	ectorships	MODULAR HIMITES				
,		I consent to act as director of the	ne company named o	on page 1		
Consent s	ignature	P. Curre	Date	usur la loot		
This section must be s	igned by					
an agent on behalf of all subscribers	Signed		Date			
Or the subscribers	Signed	Dem	Date A	word 8th 2000		
(i.e those who signed as members on the	Signed	P. Curie	Date			
memorandum of	Oigilea	1. Curre		tusuar 12 2005		
association).	Signed		Date			
	Signed		Date			
	Signed		Date			
	5					
	Signed		Date			

Notes

 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) 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 forename(s) or surname(s) 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.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and 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 case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

- 2. Directors known by another description:
 - A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.
- 3. Directors details:
 - Show for each individual director the director's date of birth, business occupation and nationality.
 The date of birth must be given for every individual director.
- 4. Other directorships:
 - Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years, when the person was a director, was:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company:

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

93667



THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF GREENFUEL MANAGEMENT LIMITED

- 1. The Company's name is Greenfuel Management Limited
- 2. The Company is to be a private company.
- 3. The Company's registered office is to be situated in England and Wales.
- 4. The Company's objects are:-
- 4.1 To carry on the business of a holding company and to co-ordinate, finance and manage all or any part of the businesses and operations of any and all companies controlled directly or indirectly by the Company or in which the Company is interested, whether as a shareholder or otherwise and whether directly or indirectly.
- 4.2 To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.



- 4.3 To subscribe, underwrite, purchase, or otherwise acquire and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein, and to buy and sell foreign exchange.
- 4.4 To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.
- 4.5 To purchase, or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions, licenses, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
- 4.6 To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
- 4.7 To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.
- 4.8 To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person, or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

- 4.9 To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- 4.10 To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.
- 4.11 To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
- 4.12 To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- 4.13 To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- 4.14 To sell, lease, grant licenses, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be

thought fit, and in particular for shares or other securities, whether fully or partly paid up.

- 4.15 To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.
- 4.16 To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.
- 4.17 To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company or any of the predecessors of the Company or any other such company as aforesaid, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such person.
- 4.18 To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or

associated companies, and (so far as for the time being permitted by law) to lend money to employees of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.

- 4.19 (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, subsidiary undertaking or pension fund and (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.
- 4.20 To distribute among members of the Company in specie or otherwise, by way of dividend or bonus of by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company with and subject to any incident authorised and consent required by law.

- 4.21 To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.
- 4.22 To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

- 5 The liability of the members is limited.
- The Company's share capital is £100 divided into 100 shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names>

Names and addresses of Subscribers

Number of Shares taken by each Subscriber

Ingram Alistair Thomson Legge

56 Hamilton Square

Birkenhead

Wirral

CH41 5AS

Pamela Currie

19 Dale Drive

Great Sutton

Ellesmere Port

CH65 7EQ

Slogo P.C. is

1

Total shares taken 2

Dated this 4th day of August 2005

Witness to the above Signatures

SAMANTHA MEECH

35 RANKIN STREET

WALLASEL

WIRRAL

CH44 STG

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF GREENFUEL MANAGEMENT LIMITED

PRELIMINARY

- 1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No.805) as amended by the Companies (Tables A to F) (amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "The Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

- 2. (a) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to Sections 80 and 89 of the Act and to paragraphs (b) and (c) below allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company it incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that

period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

- (c) The Directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the Company pursuant to the authority conferred under paragraph (b) above as if Section 89(1) of the Act did not apply. This power shall enable the Directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company before its expiry.
- (d) Save as authorised by the Act, the company shall not give, whether directly or indirectly, any financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151 of the Act.
- (e) Save as permitted by Section 101(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium.

SHARES

3. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that my have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

- 4. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- 5. (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved.
 - (b) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

- 6. (a) Clause 64 in Table A shall not apply to the Company.
 - (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.
 - (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
 - (d) No person shall be appointed a Director at any General Meeting unless either:-
 - (i) he is recommended by the Directors; or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.
 - (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
 - (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

5. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over 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.

ALTERNATE DIRECTORS

- 8. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but shall count as only one for the purpose of determining whether a quorum is present.

GRATUITIES AND PENSIONS

- 9. (a) The Directors may exercise the powers of the Company conferred by Clause 4(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
 - (b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

10. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or

indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

THE SEAL

- 11. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 in Table A relating to the sealing of share certificates shall apply only if the company has a seal. Clause 101 in Table A shall not apply to the Company.
 - (b) The company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

INDEMNITY

- 12. (a) Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 (1) of the Act.
- (c) Clause 118 in Table A shall not apply to the Company.

his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 (1) of the Act.

(c) Clause 118 in Table A shall not apply to the Company.

Names and addresses of Subscribers

AQ6 P. Curro

1. Ingram Alistair Thomson Legge

56 Hamilton Square

Birkenhead

Wirral

CH41 5AS

2. Pamela Currie

19 Dale Drive

Great Sutton

Ellesmere Port

CH65 7EQ

Dated this 4th day of August 2005

Witness to the above Signatures

SAMANTHA MEECH

35 RANKIN STREET

WALLASEY WIRRAL

CHUY STG