

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4475536

The Registrar of Companies for England and Wales hereby certifies that

SUNMAC (UK) LIMITED

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

Given at Companies House, London, the 2nd July 2002



N04475536L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

4475536

Company Name in full

SUNMAC (UK) LIMITED



F0120C60

I,

JAYENDRA. JAYANTILAL PARMAR.

of

34 WAVERLEY ROAD HARROW MIDDx HA2 9RD.

† Please delete as appropriate.

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

Declared at

189, NORTHOLT ROAD SOUTH HARROW

the

02

day of

July

One thousand nine hundred and ninety

2002

● Please print name.

before me ●

K SHANMUGARAJAH

K SHANMUGARAJAH
Solicitor
Administrator of Oaths

Signed

Date

2.07.02

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 the person Companies House should contact if there is any query.

SHAN & CO. SOLICITORS 189 NORTHOLT ROAD, SOUTH HARROW MIDDLESEX HA2 0LY TEL: 0181 254 5839	
Tel	
DX number	DX exchange



L01
COMPANIES HOUSE

LD4LACSE

0087
02/07/02

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

DX 235 Edinburgh



Companies House

for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

4475536

Company Name in full

SUNMAC (UK) LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

PENTAX HOUSE, SOUTH HILL AVENUE

NORTHOLT ROAD

Post town

SOUTH HARROW

County / Region

MIDDLESEX

Postcode

HA2 0DU

If 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

Address

Post town

County / Region

Postcode

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
contact if there is any query.

FORWARD CONSULTANTS

1 LANCELOT PARADE, LANCELOT ROAD

WEMBLEY HA2 9JY Tel 0208 9009052

DX number

DX exchange



LD1
COMPANIES HOUSE

0088
02/07/02

Form revised July 1998

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

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

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

Company Secretary (see notes 1-5)

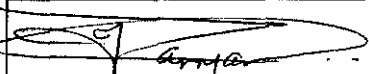
Company name		SUNMAC (UK) LIMITED.	
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname		FORWARD CONSULTANTS LTD.	
Previous forename(s)		/	
Previous surname(s)		/	
Address		1 LANCELOT PARADE	
Usual residential address		LANCELOT ROAD	
For a corporation, give the registered or principal office address.		Post town	
		WEMBLEY	
County / Region		Postcode	
MIDDLEX		HA0 2AJ	
Country		ENGLAND	
I consent to act as secretary of the company named on page 1			
Consent signature		Date	
S. K.		02/07/2002.	

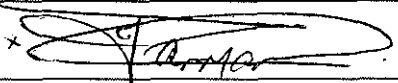
Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
Address			
Usual residential address			
For a corporation, give the registered or principal office address.		Post town	
County / Region		Postcode	
Country			
Date of birth		Nationality	
Day Month Year			
Business occupation			
Other directorships			
I consent to act as director of the company named on page 1			
Consent signature		Date	

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR .		*Honours etc	
* Voluntary details	Forename(s)	JAYENDRA .			
	Surname	PARMAR .			
	Previous forename(s)				
	Previous surname(s)				
Address	34 WAVERLEY ROAD				
Usual residential address	HARROW				
For a corporation, give the registered or principal office address.	Post town				
	County / Region	MIDDLESEX	Postcode	HA2 9RD	
	Country	U.K .			
	Date of birth	Day	Month	Year	Nationality
		11	09	1962	BRITISH .
	Business occupation	ESTATE AGENT			
	Other directorships				
	I consent to act as director of the company named on page 1				
	Consent signature			Date	02/07/02 .

This section must be signed by					
Either					
an agent on behalf of all subscribers	Signed		Date		
Or the subscribers	Signed		Date	02/07/2002	
(i.e those who signed as members on the memorandum of association).	Signed		Date		
	Signed		Date		
	Signed		Date		
	Signed		Date		
	Signed		Date		

10 idn
Nuna
cash

The Companies Acts 1985 to 1989
Private Company Limited by Shares



MEMORANDUM OF ASSOCIATION OF
SUNMAC (UK)

1. The Company's name is "SUNMAC (UK) Limited"
2. The company's registered office is to be situated in England or Wales.
3. The object of the company is to carry on business as a general commercial company.
4. The liability of the members is limited.
5. The company's share capital is £1000 divided into 1000 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.

Signatures, names and addresses of subscribers:

Number of shares
taken by each subscriber.

1. Signatures

ONE

Name

MR. JAYENDRA. PARMAR.

Address

34 WAVERLEY ROAD

HARROW MIDDLESEX HA29RD

2. Signatures

Name

Address

ONE

Total Shares taken:

Dated this 02 day of July 2002

Witness to the above signatures:

Signature

S. Kumarapalan

Name

MR S. KUMARAPALAN

Address

1 LANCELOT PARADE LANCELOT ROAD

WEMBLEY, MIDDX, HA02AT



LD1
COMPANIES HOUSE

LD4LBC5F

0086
02/07/02

COMPANY LIMITED BY SHARES

**Articles of Association
Of**

SUNMAC (UK) LIMITED

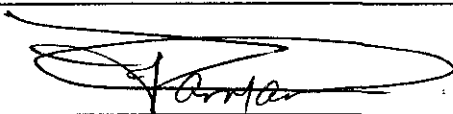
1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.
3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
4. At the date of the adoption of these Articles the capital of the Company is £1000 - divided into 1000 - Ordinary Shares of £1 each.
5.
 - (a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.
 - (b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on the date of the fifth anniversary of the incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Act.
 - (c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

6. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled an limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner herein before provided.

(b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.
7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.
8. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.
9. In accordance with section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
10. In Regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."

11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.
 12. The Company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as a Directors, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
 13. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless:-
 - (i) He is recommended by the Directors; or
 - (ii) Not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.
 14. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.
-

NAMES AND ADDRESSES OF SUBSCRIBERS

1. Signature: 

Name:

MR. JAYENDRA. PARMAR.

Address:

34 WAVERLEY ROAD

HARROW, MIDDLESEX HA2 9RD.

2. Signature: _____

Name: _____

Address: _____

3. Signature: _____

Name: _____

Address: _____

4. Signature: _____

Name: _____

Address: _____

Dated this 02 day of July 2002

Witness to the above Signatures:-

Signature: 

Name:

MR S. KUMARAPALAN

Address:

1 LANCELOT PARADE LANCELOT ROAD
WEMBLEY, MIDDY, HA0 2AJ