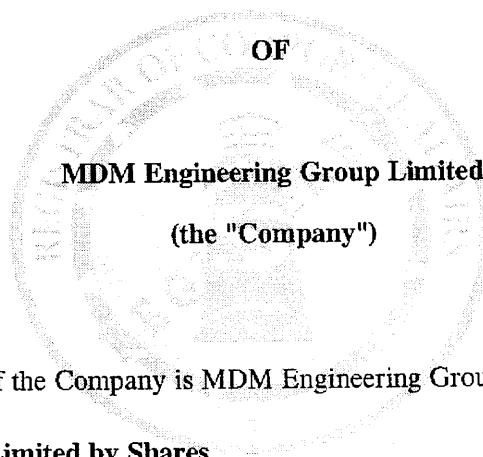


**TERRITORY OF THE BRITISH VIRGIN ISLANDS**

**THE BVI BUSINESS COMPANIES ACT, 2004**

**AMENDED AND RESTATED**

**MEMORANDUM OF ASSOCIATION**



1. **Name**

The name of the Company is MDM Engineering Group Limited.

2. **Company Limited by Shares**

The Company is a company limited by shares. The liability of each member is limited to the amount from time to time unpaid on such member's shares.

3. **Registered Office**

The first registered office of the Company will be situated at the office of the registered agent which is at Nerine Chambers, P.O. Box 905, Road Town, Tortola, British Virgin Islands or such other place as the directors or members may from time to time decide, being the office of the registered agent.

4. **Registered Agent**

The first registered agent of the Company will be Nerine Trust Company (BVI) Limited of Nerine Chambers, P.O. Box 905, Road Town, Tortola, British Virgin Islands or such other registered agent as the directors may decide from time to time.

5. **General Objects and Powers**

Subject to Regulation 6 below the objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the BVI Business Companies Act, 2004, as amended (the "BVI BC Act") or as the same may be revised from time to time, or any other law of the British Virgin Islands.

6. **Limitations on the Company's Business**

For the purposes of section 9(4) of the BVI BC Act the Company has no power to:

- 6.1 carry on banking or trust business, unless it is licensed under the Banks and Trust Companies Act, 1990;
- 6.2 carry on business as an insurance or as a reinsurance company, insurance agent or insurance broker, unless it is licensed under an enactment authorising it to carry on that business;
- 6.3 carry on the business of company management unless it is licensed under the Companies Management Act, 1990;
- 6.4 carry on the business of providing the registered office or the registered agent for companies incorporated in the British Virgin Islands; or
- 6.5 carry on the business as a mutual fund, mutual fund manager or mutual fund administrator unless it is licensed under the Mutual Funds Act, 1996.

7. **Authorised Shares**

- 7.1 The Company is authorised to issue a maximum of 200,000,000 shares of one class with a par value of US\$0.01 each (each a "Common Share").
- 7.2 The Common Shares in the Company shall be issued in the currency of United Kingdom Pounds Sterling.
- 7.3 Each Common Share in the Company confers on the holder:

- (a) the right to attend and vote at a meeting of the members of the Company or to vote on any resolution of the members of the Company;
- (b) the right to an equal share in any dividend paid by the Company in accordance with the BVI BC Act; and
- (c) the right to an equal share in the distribution of the surplus assets of the Company.

8. **Variation Of Rights**

8.1 Subject to the Acts, all or any of the special rights for the time being attached to any class of shares for the time being issued may from time to time (whether or not the Company is being wound-up) be altered or cancelled with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of such shares. To any such separate general meeting all the provisions of these Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be two or more persons holding or representing by proxy not less than one-third of the issued shares of the class except where there is only one holder of the relevant class of shares in which case the quorum shall be that holder, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, that any holder of shares of the class present in person or by proxy may demand a poll and that at any adjourned meeting of such holders one holder present in person or by proxy (whatever the number of shares held by him) shall be a quorum.

8.2 The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares, be deemed to be altered by the creation or issue of further shares ranking pari passu therewith.

9. **Registered Shares Only**

Shares in the Company may only be issued as registered shares and the

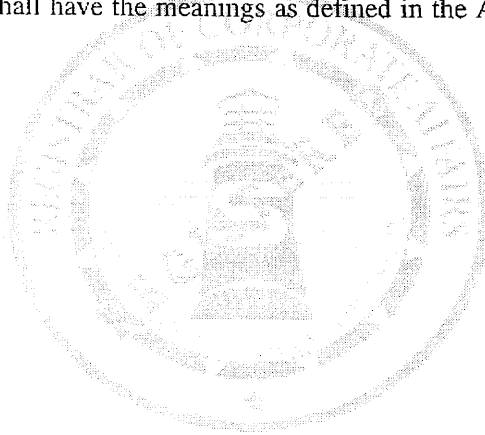
Company is not authorised to issue bearer shares. Registered shares may not be exchanged for bearer shares or converted to bearer shares.

10. **Amendments**

Subject to the provisions of the BVI BC Act, the Company shall by Special Resolution have the power to amend or modify any of the conditions contained in this Memorandum of Association or Articles of Association.

11. **Defined Terms**

Save as the context otherwise requires, words in this Memorandum of Association shall have the meanings as defined in the Articles of Association.



We, Nerine Trust Company (BVI) Limited of Nerine Chambers, P.O. Box 905, Road Town, Tortola, British Virgin Islands in our capacity as registered agent for the Company hereby apply to the Registrar for the incorporation of the Company this 29<sup>th</sup> day of November 2006.

Incorporator

(Sgd.)Jermaine N. Fahie / Marsha Wheatey

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Jermaine N. Fahie / Marsha Wheatey  
Authorised Signatories  
Nerine Trust Company (BVI) Limited

