

FILE COPY



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

Company No. 5613176

The Registrar of Companies for England and Wales hereby certifies that
ALPHA PREMA 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 4th November 2005



N05613176G



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

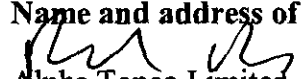


Companies House
— for the record —

6. The share capital of the Company is US\$1000 divided into 1000 shares of US\$1 each.

I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum. I agree to take the number of shares shown opposite my name.

Name and address of subscriber


Alpha Topco Limited
c/o Mourant due Feu & Jeune
22 Grenville Street
St. Helier, Jersey JE4 8PX
Channel Islands

Number of shares taken

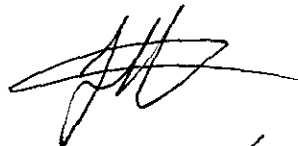
1 (one)

Total shares taken

1

Date: 4/11/05

Witness to signature:



J. Moorlan

16 ERVIN Crescent
Romford, Essex
RM5 3JJ