

MAIN DATA FOR VISUAL CONTROL ONLY

|  |                                   |                             |
|--|-----------------------------------|-----------------------------|
| COMPANY: BRINGTON CAPITAL S.A.                                   |                                   |                             |
| JURISDICTION: BVI RA: NF INCORP/DATE: 05.07.99 INCORP/No: 332553 |                                   |                             |
| CAPITAL: \$50.000 DIVIDED: 50.000x1                              |                                   |                             |
| REGISTERED OFFICE: Akara Bldg.                                   |                                   |                             |
| SECRETARY:   |                                   |                             |
| NOMINEE SHAREHOLDERS: EUROSTOCK AG (2x 25.000)                   |                                   |                             |
| COMPANY'S SEAL: SPECIAL FEATURES:                                |                                   |                             |
| DIRECTORS:   | APPOINTED                         | RESIGNED                    |
| DIR/PRE: BEVERLY HUNT  | 14.07.99                          | 28.01.03                    |
| DIR/TRE:   |                                   |                             |
| DIR/SEC: DARLENE BAYNE   | 14.07.99                          |                             |
| DIR/PRE: YVETTE ROGERS   | 28.01.03                          |                             |
| DIR/TRE:   |                                   |                             |
| DIR/SEC:   |                                   |                             |
| DIR/PRE:   |                                   |                             |
| DIR/TRE:   |                                   |                             |
| DIR/SEC:   |                                   |                             |
| INV/DATE: B  | PERIOD: JULY                      | FILE: 531728 GROUP: 10/15   |
| \$/E: \$   | TAX: 300 RA: 750 DIR: 750 OTHERS: | TOTAL: \$1.800              |
| NOTES:   | 2 \$450                           | \$450<br>\$1.800<br>\$1.800 |

|   |                              |
|---|------------------------------|
| STATUTORY REGISTERED AGENT FOR SERVICE OF NOTICE: |                              |
| NAME  | : Monsieur Paul-Alain POLKAR |
| ATTENTION OF :                                    |                              |
| ADDRESS   | : Avenue de Rumine 34        |
| CITY/COUNTRY :                                    | 100 S LAUSANNE               |

|               |          |                         |                             |
|---------------|----------|-------------------------|-----------------------------|
| SEC: Claudine | CONTROL: | IBM: <i>[Signature]</i> | SCANNER: <i>[Signature]</i> |
|---------------|----------|-------------------------|-----------------------------|



## Ninotchka Cayuso

**De:** Ninotchka Cayuso  
**Envoyé:** mercredi, 18. juin 2003 12:53  
**À:** 'beluche@mossfon.com'  
**Cc:** 'botello@mossfon.com'  
**Objet:** PAGO RECIBIDO

**Importance:** Haute

Estimadas compas,

Despues de comunicarme con el cliente POLIKAR, quiere que el monto de \$ 1'877 sirva para cancelar las siguientes facturas :

|                           |               |                |
|---------------------------|---------------|----------------|
| 26123 STIMEX              | \$            | 460            |
| 913334 NAVODNY            | \$            | 375            |
| 730630 NAVODNY            | \$            | 30             |
| 913333 ALMORA             | \$            | 75             |
| 913536 BRINGTON           | \$            | 150            |
| <del>913556 CHILDAN</del> | <del>\$</del> | <del>125</del> |
| 914336 PALMLAKE           | \$            | 75             |
| 914338 SNT                | \$            | 75             |
| 914487 PALMLAKE           | \$            | 75             |
| 82617 PALMLAKE            | \$            | 125            |
| 82619 WEYLER              | \$            | 75             |
| 82803 VAST HOL.           | \$            | 50             |
| 82804 QUANTIC             | \$            | 50             |
| TOTAL                     | \$            | 1'740          |

\$ 1'877 - 1'740 = \$ 137.

Queda un saldo a favor del cliente de \$ 137.

Este monto debera ser atribuido a la factura 913266 WORLD. Pero el cliente solo quiere pagar el precio real de dicha factura, a saber \$ 750 - 137 = \$ 613.

Este monto de \$ 613 debera de ser cubierto con las retors de este cliente, quedando asi la factura completamente cubierta.

Favor hacer los ajustes necesarios en la base para que todo quede clarito.

Favor proceder rapidamente y confirmar que todo este clarito.

Como siempre agradecida

KISS

NINOTCHKA CAYUSO

POR FAVOR CONFIRMAR RECIBO

—Original Message—

**From:** Oris Botello - Incoming Cheques [SMTP:Botello@Mossfon.com]  
**Sent:** Friday, June 13, 2003 10:59 PM  
**To:** Ninotchka Cayuso - Geneva Office  
**Cc:** Elsa Cañizares - Geneva Office  
**Subject:** PAGO RECIBIDO  
**Importance:** High

Nino:

Hemos recibido el monto de US\$1,877 que según nos informa la Sra. Favre del banco UBS vino a traves del Union Bank of California, New York, para STIMEX S.A.

Agradezco me informes para que son los fondos ya que solo tiene una factura de trabajo pendiente y no es por este monto, sin embargo, veo un caso abierto.

Favor avisar para aplicar prontamente, ya que estos fondos vienen desde mayo pendientes por aplicar.

Saludos

Oris << File: ATT00026.htm >>

Urgent

04.02.03.

2 pages au total

à l'attn. de Mme Claudine KIENCING  
de la P.A. POLIKHA  
CONCE BRINGTON CAPITAL S.A.

Merci de préparer un power of attorney  
EN DEUX EXEMPLAIRES, Apostillés  
selon modèle ci-joint.

(S'il y a lieu, vous pouvez améliorer  
et/ou changer le texte, pour autant  
que l'idée générale ~~ne~~ reste la même).

Merci et meilleures salutations.





**MOSSACK FONSECA & CO.**  
Arango-Orillac Building  
East 54th Street  
PANAMA CITY

**DOCUMENTS ENCLOSED**

COMPANY: PRINGTON CAPITAL S.A.

DATE: 05.02.2003

1. \_\_\_\_\_ *Original Memorandum & Articles of Association*
2. \_\_\_\_\_ *Original Certificate of Incorporation*
3. \_\_\_\_\_ *M & A of Association / Certif. of Incorp. (Copies legalised by Apostille)*
4. \_\_\_\_\_ *Appointment of the first Director(s)*
5. \_\_\_\_\_ *Bearer share certificate(s)*
6. \_\_\_\_\_ *Minutes of the first meeting of the Board*
7. \_\_\_\_\_ *Banking resolution*
8.   X   *Power of Attorney (2) legalised by Apostille*
9.   X   *Minutes of a meeting of the Board*
10.   X   *Certificate of Incumbency*
11. \_\_\_\_\_ *Certificate of Good Standing*
12. \_\_\_\_\_ *Certificate of Dissolution*
13. \_\_\_\_\_ *Public Deed No. \_\_\_\_\_*
14. \_\_\_\_\_ *Registered share certificate(s)*
15. \_\_\_\_\_ *Trust Deed(s) & Assignment(s)*
16. \_\_\_\_\_ *Authentication of Corporate Documents*
17. \_\_\_\_\_ *Document(s) signed by the directors*
18.   X   *Our invoice(s) / ~~Our invoice(s) without charges~~*
19. \_\_\_\_\_ \_\_\_\_\_
20. \_\_\_\_\_ \_\_\_\_\_
21. \_\_\_\_\_ \_\_\_\_\_

*Sincerely yours*  
**Mossack Fonseca & Co.**  
(Form without signature)

*After signature, will you please return us  
copies of documents mentionned under  
items: \_\_\_\_\_ & \_\_\_\_\_*

MAIL ADDRESS

MR. PAUL-ALAIN POLIKAR  
AVENUE DE RUMINE, 34  
1005 LAUSANNE  
SWITZERLAND  
\*S.I.\*

ATTN: .

## Mossack Fonseca & Associates SA

A subsidiary of Mossack Fonseca & Co., Attorneys at Law

INVOICE No.: 913536  
DATE: TORTOLA, FEBRUARY, 05 2003  
TO: BRINGTON CAPITAL S.A.

|  |      |                    |
|--|------|--------------------|
| Legalisation and Apostille expenses<br>(two documents)   | US\$ | 150.00             |
| <b>ALL OUR INVOICES ARE PAYABLE<br/>UPON RECEIPT</b><br>The most convenient way to pay your invoices<br>is through our ONLINE PAYMENT SYSTEM. To<br>subscribe or obtain further information, please<br>e-mail us at <a href="mailto:cpayment@mossfon.com">cpayment@mossfon.com</a> or visit our<br>website at <a href="http://www.mossfon.com">www.mossfon.com</a> |      |                    |
| <b>TOTAL</b>   |      | <b>US\$ 150.00</b> |

MOSSACK FONSECA & ASSOCIATES S.A.  
Account No. 0240-385.042.60 H  
UBS S.A.  
Geneva

MOSSACK FONSECA & ASSOCIATES S.A.  
Account No. 1-102/4331/550  
BANQUE INTERNATIONALE A LUXEMBOURG  
Luxembourg

WHEN PAYING PLEASE REFER TO INVOICE NUMBER

**BRINGTON CAPITAL S.A.**  
(the "Company")

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS**  
held on January 28<sup>th</sup>, 2003

---

**NOTICE:** Notice to this meeting was waived by all persons entitled thereto.

**PRESENT:** Beverly Hunt  
Darlene Bayne

A quorum being present, Beverly Hunt was elected Chairman of the Meeting and Darlene Bayne acted as Secretary and kept the minutes thereof.

The following resolutions were unanimously adopted:

**RESOLVED:** To accept the resignation of Beverly Hunt as Director and Officer of the Company, with effect from the close of the Meeting.

**RESOLVED:** That the following person having consented to act, be and is hereby appointed additional director of the Company:

Mrs. Yvette ROGERS

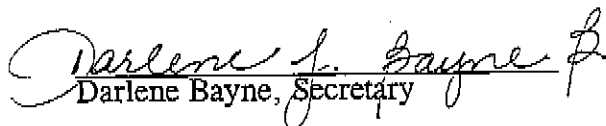
so that the Board of Directors and Officers of the Company is composed now by:

Yvette Rogers, President  
Darlene Bayne, Secretary

**RESOLVED:** That the obligations that bind and the contracts agreed upon by the Company will be executed in the following manner:

With the individual signature of any one of the directors.

There being no further business to be transacted at this meeting it was declared closed, and in witness thereof these Minutes have been issued on the date and place first above written.

  
Darlene Bayne, Secretary



TERRITORY OF THE BRITISH VIRGIN ISLANDS  
THE INTERNATIONAL BUSINESS COMPANIES ACT (CAP. 291)

**CERTIFICATE OF INCUMBENCY**

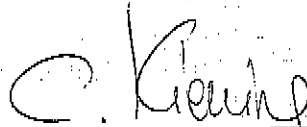
The Registered Agent  
(Art. 39 of the IBC Act)  
of

**BRINGTON CAPITAL S.A.**  
- ("the Company")

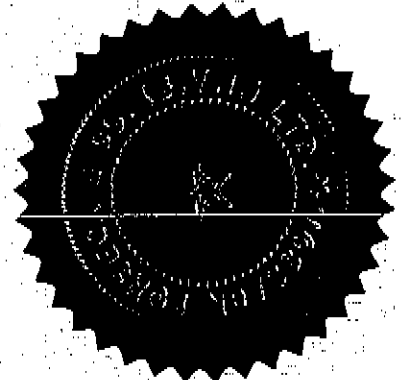
**DOES HEREBY  
CERTIFY:**

1. THAT the Company was duly incorporated in the British Virgin Islands on July 5<sup>th</sup>, 1999 and is registered under the registration No. 332553.
2. THAT the present appointed directors of the Company are Mrs. Yvette Rogers and Mrs. Darlene Bayne, each of them with individual signature right.
3. THAT according to the records maintained at the Company's Registered Office, the Company:
  - (a) is validly existing and in good standing under the laws of the British Virgin Islands.
  - (b) there are no actions, pending or threatened, against the Company and no resolutions have been passed for its voluntary winding up.

Dated this 5<sup>th</sup> day of February, 2003.



MOSSACK FONSECA & CO. (BVI) LTD.  
Registered Agent





## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that on this 4<sup>th</sup> day of February, 2003, we, BRINGTON CAPITAL S.A., a company incorporated on July 5<sup>th</sup>, 1999, as IBC N° 332553 and existing under the IBC Act of the British Virgin Islands, whose registered office is situated at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, B.V.I. (hereinafter referred to as "the Company") have made, constituted and appointed, and by these presents do hereby make, constitute and appoint Mr. GABRIEL VALENTIN COMANESCU, domiciled in Romania, Constanta City, owner of the Passport N° [REDACTED] issued by Constanta Authority on July 4<sup>th</sup>, 2000, valid until July 5<sup>th</sup>, 2005 (hereinafter referred to as "the Attorney") as our true and lawful Attorney-in-fact for us and in our name, place and stead, to do, execute and perform all and every act or acts in law needful and necessary to be done in and about and in relation with the following matters:

To negotiate, conclude and sign all necessary documents, in our name, in order to buy 64% from the total shares issued by the "ZAO YUZHURALNEFTEGAS" - Chelyabinsk, Russian Federation.

This instrument is to be construed and interpreted as a limited power of attorney with limitations on the power and authority of the attorney to act as long as such acts are lawful and in the interest of the Company, for nominated purpose.

IN WITNESS whereof this power of attorney has been issued and signed on the date first above written.

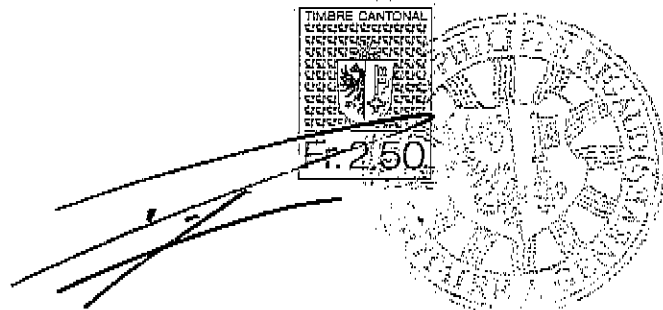


Yvette M. Rogers  
Yvette Rogers, Director

Darlene J. Bayne  
Darlene Bayne, Director

Seen for the legalisation of the above  
signatures of Mrs Yvette Rogers and Mrs  
Darlene Bayne.

Geneva, the 5th February 2003



# APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Pays: Suisse

Le présent acte public

2. a été signé par R.P. RIGAUD

3. agissant en qualité de NOTAIRE

4. est revêtu du sceau/timbre de h

Attesté

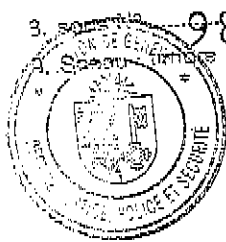
5. à Genève

6. le 05 FEV. 2009

7.

République et Canton de Genève

8. sous le n° 9810



10. Signature

*[Handwritten Signature]*  
Patrick MULLER  
commiss administratif

# APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Pays: Suisse  
Le présent acte public  
2. a été signé par Re P.P. RISBUD  
3. agissant en qualité de NOTAIRE  
4. est revêtu du sceau/limbre de h

Attesté le 5 FEV. 2003

5. à Genève 6. le .....  
7.

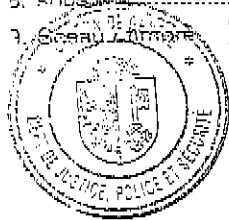
République et Canton de Genève

8. sous N° .....

9. Sceau / Limbre

9807

10. Signature



*[Handwritten Signature]*  
Patrick MULLER  
commissaire administratif

**POWER OF ATTORNEY**

**BRINGTON CAPITAL S.A.**

The undersigned ....., in his quality of Administrator of the above mentioned company, which is registered in the Register of International Business Companies of the British Virgin Islands on July 5<sup>th</sup> 1999 (Chapter 291), as IBC no. 332553, by the present appoint Mr. GABRIEL VALENTIN COMANESCU (hereinafter referred to as "the Attorney"), domiciled in Romania, Constanta City, owner of Passport no. [REDACTED] issued by Constanta Authority on July 4<sup>th</sup> 2000, valid till July 5<sup>th</sup> 2005, as our true and lawful Attorney -- in fact for us and in our name, place and stead to do, execute and perform all and every acts in law needful and necessary to be done in and about and in relation to the following matter:

- to negotiate, conclude and sign all necessary documents, in our name, in order to buy 64% from the total shares issued by the "ZAO YUZHURALNEFTEGAS" - Chelyabinsk, Russian Federation.

This instrument is to be construed and interpreted as a general Power of Attorney with no limitation on Power of Attorney and time of the Attorney to act, as long as such acts are lawful and in the interest of the Company, for nominated purpose.

Signature

BRINGTON CAPITAL S.A.

Stamp

Public Notary

Note: Issued in two folds.

①

022-809 1030

23/05/02urgentà l'attn. de Mme Claudine KIENLING  
des P-A POLIKARres BRINGTON CAPITAL SA

[au total 2 pages]

Je vous prie de bien vouloir préparer  
un power of attorney "spécifique" selon  
modèle ci-joint et l'APOSTILLER  
(c'est urgent/merci).

Veuillez svp m'appeler dès que ce document  
sera prêt afin que je puisse le  
chercher dans vos bureaux.

Très meilleures salutations





MOSSACK FONSECA & CO.  
 Arango-Orillac Building  
 East 54th Street  
 PANAMA CITY

DOCUMENTS ENCLOSED

COMPANY: BRINGTON CAPITAL S.A.

DATE: 27.05.2002

- 1. \_\_\_\_\_ *Original Memorandum & Articles of Association*
- 2. \_\_\_\_\_ *Original Certificate of Incorporation*
- 3. \_\_\_\_\_ *M & A of Association / Certif. of Incorp. (Copies legalised by Apostille)*
- 4. \_\_\_\_\_ *Appointment of the first Director(s)*
- 5. \_\_\_\_\_ *Bearer share certificate(s)*
- 6. \_\_\_\_\_ *Minutes of the first meeting of the Board*
- 7. \_\_\_\_\_ *Banking resolution*
- 8.  *Power of Attorney legalised by Apostille*
- 9. \_\_\_\_\_ *Minutes of a meeting of the Board*
- 10. \_\_\_\_\_ *Certificate of Incumbency*
- 11. \_\_\_\_\_ *Certificate of Good Standing*
- 12. \_\_\_\_\_ *Certificate of Dissolution*
- 13. \_\_\_\_\_ *Public Deed No. \_\_\_\_\_*
- 14. \_\_\_\_\_ *Registered share certificate(s)*
- 15. \_\_\_\_\_ *Trust Deed(s) & Assignment(s)*
- 16. \_\_\_\_\_ *Authentication of Corporate Documents*
- 17. \_\_\_\_\_ *Document(s) signed by the directors*
- 18.  *Our invoice(s) / ~~Order excluded without charges~~*
- 19. \_\_\_\_\_ \_\_\_\_\_
- 20. \_\_\_\_\_ \_\_\_\_\_
- 21. \_\_\_\_\_ \_\_\_\_\_

*Sincerely yours*  
 Mossack Fonseca & Co.  
 (Form without signature)

*After signature, will you please return us  
 copies of documents mentionned under  
 items: \_\_\_\_\_ & \_\_\_\_\_*

MAIL ADDRESS

MR. PAUL-ALAIN POLIKAR  
AVENUE DE RUMINE, 34  
1005 LAUSANNE  
SWITZERLAND

ATTN:

## Mossack Fonseca & Associates SA

A subsidiary of Mossack Fonseca & Co., Attorneys at Law

INVOICE No. : **911407**  
DATE: TORTOLA, MAY , 27 2002  
TO: BRINGTON CAPITAL S.A.

|  |      |                   |
|--|------|-------------------|
| Legalisation and Apostille expenses<br>(one document)  | US\$ | 75.00             |
| <b>ALL OUR INVOICES ARE PAYABLE<br/>UPON RECEIPT</b><br>The most convenient way to pay your invoices<br>is through our <b>ONLINE PAYMENT SYSTEM</b> . To<br>subscribe or obtain further information, please<br>e-mail us at <a href="mailto:epayment@mossfon.com">epayment@mossfon.com</a> or visit our<br>website at <a href="http://www.mossfon.com">www.mossfon.com</a> |      |                   |
| <b>TOTAL</b>   |      | <b>US\$ 75.00</b> |

MOSSACK FONSECA & ASSOCIATES S.A.  
Account No. 0240-355.042.60 H  
UBS S.A.  
Geneva

MOSSACK FONSECA & ASSOCIATES S.A.  
Account No. 1-102/4331/550  
BANQUE INTERNATIONALE A LUXEMBOURG  
Luxembourg

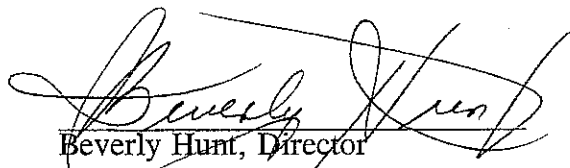
WHEN PAYING PLEASE REFER TO INVOICE NUMBER

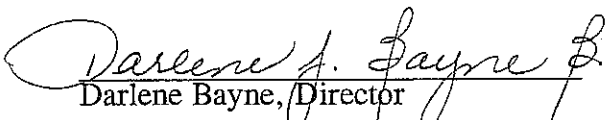
**POWER OF ATTORNEY**

We, Beverly Hunt and Darlene Bayne, Directors of BRINGTON CAPITAL S.A., having its legal office at Akara Building, 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands, hereby authorize Mr. POROSNICU CONSTANTIN, with residence in [REDACTED] Onesti, Bacau county, holder of the Identity Card series [REDACTED] issued on January 5<sup>th</sup>, 1988 by the Police of Moinesti, to participate, represent BRINGTON CAPITAL S.A. and to vote with the number of votes representing a number of 472200 shares owned at S.C. "FOSERCO" S.A. Tg. Ocna, a company registered at the Commerce Register of Bacau under N°. J04/563/1991, during developing of the ordinary and extraordinary General Assemblies of the shareowners of this company, any decision and document signed by the latter being opposable to us under the limits in which they are not detrimental to our interest.

Dated this 23<sup>rd</sup> day of May, 2002.

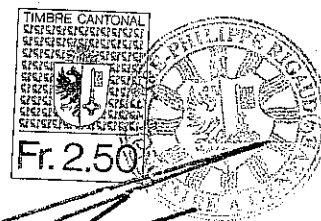


  
Beverly Hunt, Director

  
Darlene Bayne, Director

Seen for the legalisation of the above  
signature of Mrs Beverly Hunt and Mrs Darlene  
Bayne.

Geneva, the 27th May 2002





## APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Pays: Suisse

Le présent acte public

2. a été signé par M. P. RIGAUD -  
3. agissant en qualité de Citoyen -  
4. est revêtu du sceau/timbre de .....

Attesté

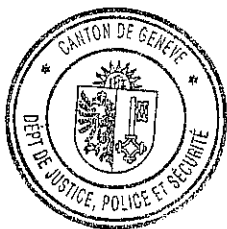
5. à Genève 6. le 27 MAI 2002  
7.

République et Canton de Genève

8. sous N° 6019

9. Sceau / timbre

10. Signature



Annick FOLLY  
caissière

2

### POWER OF ATTORNEY

We, the subscriber "BRINGTON CAPITAL" S.A. having legal office in .....  
 ....., registered under no....., legal  
 represented by ..... as ....., hereby  
 authorizes Mr. Porosnicu Constantin, with residence in [REDACTED]  
 [REDACTED] Onesti, Bacau county having identity card series [REDACTED], issued  
 in January 05, 1988, by the Police of Moinesti , to participate , to represent us and  
 to vote with the number of votes representing a number of 472200 shares owned at  
 S.C. "FOSECO" S.A. Tg. Ocna, company registered at the Commerce Register  
 of Bacau under no. J04/563/1991, during developing of the ordinary and  
 extraordinary General Assemblies of the shareowners of this company, any  
 decision and document signed by the latter being opposable to us under the limits  
 in which they are not detrimental to our interests.

Date

Signature

Paul-Alain POLIKAR  
Rumine 34  
1005 Lausanne

Lausanne, le 18.06.01

MORLACK FONTECA & CO (Geneva) SA  
8, rue des Conzel Général  
1205 GENEVE

à l'attn. de Mme Claudine KIENING

Conc: BRINGTON CAPITAL S.A.

Chère Madame,


Vous trouverez ci-joint, en retour, deux certificats d'actions et deux certificats de cession aux noms de Mr Gabriel Valentin COTANERCU (50%) et Mr Ioan DANCAU (50%).

Je vous prie de bien vouloir émettre, en lieu et place des documents ci-joints en retour:

- un cert. d'action pour USD 12'500.- avec un nominée shareholder (Eurostock AB) assigné en faveur de Mr Gabriel Valentin COTANERCU (25%)
- de même en faveur de Mr Ioan DANCAU (25%)
- " " " " " Mr Vitalie CARABET (25%)
- " " " " " Mr Livia LUCA (25%)

Vous en remerciant par avance, veuillez agréer Chère Madame, l'expression de mes salutations les meilleures.

Annexe: ment



TO: Mr. Gabriel Valentin COMANESCU

OF:

*AGREED*

WE, EUROSTOCK AG

of 5 Commercial Centre Square, P.O. Box 71, Alofi, Niue  
(hereinafter called "the Trustees")

1. ADMIT that the shares specified in the Schedule hereto (hereinafter called "the said shares") are your absolute property and that they only stand registered in our name at your request as your nominee in trust for you absolutely and that we have no beneficial interest whatsoever in the said shares.

2. AGREE to deal with the said shares and all dividends and interest thereon and any other benefits or advantages accruing in respect thereof and to vote at all meetings whether of the Board of Directors or of the Company in respect of the said shares in such manner as you may direct.

3. APPOINT you irrevocably our Attorney in our name and on our behalf to execute a transfer of the said shares as you think fit and to complete any other deed or document for the purpose of completing or effecting such a transfer.

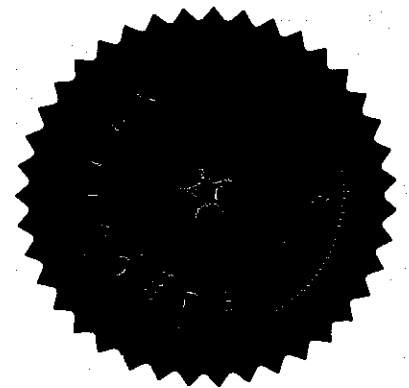
4. DECLARE and agree that you have the power from time to time by writing under your hand to remove us as such Trustees and to appoint new Trustees in our place.

SCHEDULE above referred to TWENTY FIVE THOUSAND (25,000) fully paid ordinary shares of US\$1,00 each in the Undertaking know as BRINGTON CAPITAL S.A.

a Company Registered in British Virgin Islands under the International Business Companies Act (Cap 291), with Registered Office at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.

IN WITNESS whereof the Trustees have cause their Common Seal to be hereunto affixed this 30th day of May, 2000.

THE COMMON SEAL of the within named Trustees was hereunto affixed in the presence of:



*[Signature]*  
Director

*[Signature]*  
Director

| SHAREHOLDER  | CERTIFICATE No. | DATE OF ISSUE | NUMBER OF SHARES | AUTHORIZED CAPITAL |
|--------------|-----------------|---------------|------------------|--------------------|
| EUROSTOCK AG | 3               | 30.05.2000    | 25.000           | US\$ 50.000,00     |

Certificate No. 3

Number of shares: 25.000

*Cancelled*

**BRINGTON CAPITAL S.A.**

Incorporated under the International Business Companies Act (Cap 291) of the British Virgin Islands

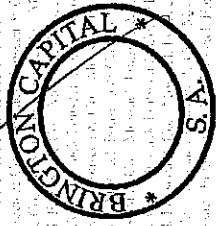
**AUTHORISED CAPITAL: US\$ 50.000,00**  
 Divided into 50.000 shares with a par value of US\$ 1,00 each

This is to certify that EUROSTOCK AG is entitled to TWENTY FIVE THOUSAND (25.000) shares of US\$ 1,00 each in the above named company, subject to the Memorandum and Articles of Association of the said company

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 30th day of May, 2000.

*Barry King*  
 Director

*Darlene J. Payne P.*  
 Director



TO: Mr. Ioan DANCAU

OF:

WE, EUROSTOCK AG

of 5 Commercial Centre Square, P.O. Box 71, Alofi, Niue  
(hereinafter called "the Trustees")

*Handwritten signature*

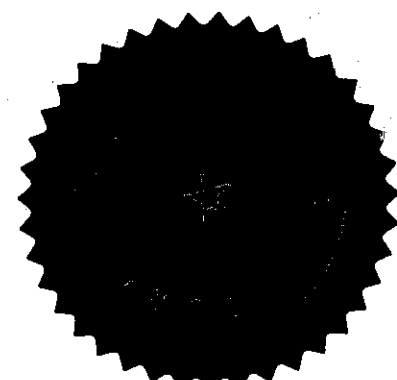
1. ADMIT that the shares specified in the Schedule hereto (hereinafter called "the said shares") are your absolute property and that they only stand registered in our name at your request as your nominee in trust for you absolutely and that we have no beneficial interest whatsoever in the said shares.
2. AGREE to deal with the said shares and all dividends and interest thereon and any other benefits or advantages accruing in respect thereof and to vote at all meetings whether of the Board of Directors or of the Company in respect of the said shares in such manner as you may direct.
3. APPOINT you irrevocably our Attorney in our name and on our behalf to execute a transfer of the said shares as you think fit and to complete any other deed or document for the purpose of completing or effecting such a transfer.
4. DECLARE and agree that you have the power from time to time by writing under your hand to remove us as such Trustees and to appoint new Trustees in our place.

SCHEDULE above referred to TWENTY FIVE THOUSAND (25,000) fully paid ordinary shares of US\$1.00 each in the Undertaking know as BRINGTON CAPITAL S.A.

a Company Registered in British Virgin Islands under the International Business Companies Act (Cap 291), with Registered Office at Akara Bldg, 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.

IN WITNESS whereof the Trustees have cause their Common Seal to be hereunto affixed this 30th day of May, 2000.

THE COMMON SEAL of the within named Trustees was hereunto affixed in the presence of:



*[Signature]*  
Director

*[Signature]*  
Director

| SHAREHOLDER  | CERTIFICATE No. | DATE OF ISSUE | NUMBER OF SHARES | AUTHORIZED CAPITAL |
|--------------|-----------------|---------------|------------------|--------------------|
| EUROSTOCK AG | 2               | 30.05.2000    | 25.000           | US\$ 50.000,00     |

Certificate No. 2

Number of shares: 25.000

**BRINGTON CAPITAL S.A.**

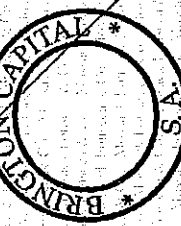
Incorporated under the International Business Companies Act  
(Cap 291) of the British Virgin Islands

*Handwritten signature*

AUTHORISED CAPITAL: US\$ 50.000,00  
Divided into 50.000 shares with a par value of US\$ 1,00 each

This is to certify that EUROSTOCK AG is entitled to TWENTY FIVE THOUSAND (25.000) shares of US\$ 1,00 each in the above named company, subject to the Memorandum and Articles of Association of the said company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 30th day of May, 2000.



*Handwritten signature*  
Director

*Handwritten signature*  
Director



**MOSSACK FONSECA & CO.**

Arango-Orillac Building  
East 54th Street  
PANAMA CITY

**DOCUMENTS ENCLOSED**

COMPANY: BRINGTON CAPITAL S.A.

DATE: 22.06.2001

1.  Original Memorandum & Articles of Association
2.  Original Certificate of Incorporation
3.  M & A of Association / Certif. of Incorp. (Copies legalised by Apostille)
4.  Appointment of the first Director(s)
5.  ~~XXXXX~~ share certificate(s)
6.  Minutes of the first meeting of the Board
7.  Banking resolution
8.  Power of Attorney
9.  Minutes of a meeting of the Board
10.  Certificate of Incumbency
11.  Certificate of Good Standing
12.  Certificate of Dissolution
13.  Public Deed No. \_\_\_\_\_
14.  Registered share certificate(s)
15.  Trust Deed(s) & Assignment(s)
16.  Authentication of Corporate Documents
17.  Document(s) signed by the directors
18.  Our invoice(s) / Order executed without charges
19.  \_\_\_\_\_
20.  \_\_\_\_\_
21.  \_\_\_\_\_

Sincerely yours  
Mossack Fonseca & Co.  
(Form without signature)

After signature, will you please return us  
copies of documents mentionned under  
items: \_\_\_\_\_ & \_\_\_\_\_



**BRINGTON CAPITAL S.A.**  
(the "Company")

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS**  
held on May 31st, 2001

---

**NOTICE:** Notice to this meeting was waived by all persons entitled thereto.

**PRESENT:** Beverly Hunt  
Darlene Bayne

A quorum being present, Beverly Hunt was elected Chairman of the Meeting and Darlene Bayne acted as Secretary and kept the minutes thereof.

The following resolutions were unanimously adopted:

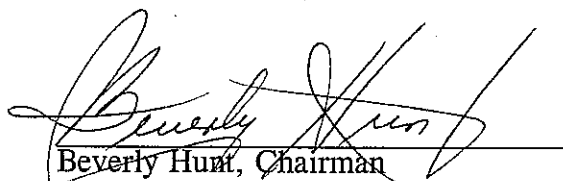
**RESOLVED:** To cancel the bearer share certificates numbered 2 and 3, issued by the Company on May 30th, 2000.

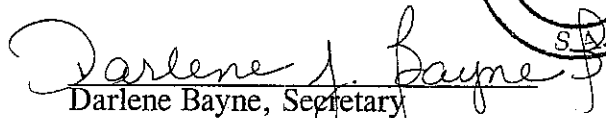
**RESOLVED:** To authorise, as it is hereby authorised, the issuance of the following share certificates:

- 1) Share certificate No. 4, in the name of EUROSTOCK AG, for 12.500 shares with a par value of US\$ 1 each.
- 2) Share certificate No. 5, in the name of EUROSTOCK AG, for 12.500 shares with a par value of US\$ 1 each.
- 3) Share certificate No. 6, in the name of EUROSTOCK AG, for 12.500 shares with a par value of US\$ 1 each.
- 4) Share certificate No. 7, in the name of EUROSTOCK AG, for 12.500 shares with a par value of US\$ 1 each.

---

There being no further business to be transacted at this meeting it was declared closed, and in witness thereof these Minutes have been issued on the date and place first above written.

  
Beverly Hunt, Chairman

  
Darlene Bayne, Secretary



TO: MR. GABRIEL VALENTIN COMANESCU

OF:

WE, EUROSTOCK AG

of 5 Commercial Centre Square, P.O. Box 71, Alofi, Niue  
(hereinafter called "the Trustees")

1. ADMIT that the shares specified in the Schedule hereto (hereinafter called "the said shares") are your absolute property and that they only stand registered in our name at your request as your nominee in trust for you absolutely and that we have no beneficial interest whatsoever in the said shares.

2. AGREE to deal with the said shares and all dividends and interest thereon and any other benefits or advantages accruing in respect thereof and to vote at all meetings whether of the Board of Directors or of the Company in respect of the said shares in such manner as you may direct.

3. APPOINT you irrevocably our Attorney in our name and on our behalf to execute a transfer of the said shares as you think fit and to complete any other deed or document for the purpose of completing or effecting such a transfer.

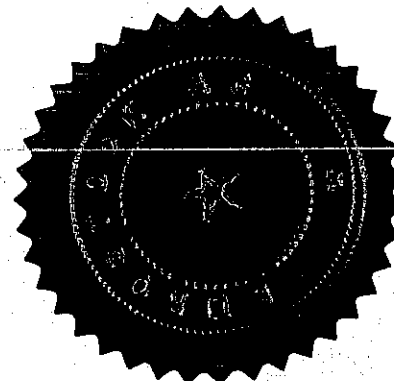
4. DECLARE and agree that you have the power from time to time by writing under your hand to remove us as such Trustees and to appoint new Trustees in our place.

SCHEDULE above referred to TWELVE THOUSAND FIVE HUNDRED (12.500) fully paid ordinary shares of US\$1,00 each in the Undertaking know as BRINGTON CAPITAL S.A.

a Company Registered in British Virgin Islands under the International Business Companies Act (Cap 291), with Registered Office at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.

IN WITNESS whereof the Trustees have cause their Common Seal to be hereunto affixed this 31st day of May, 2001.

THE COMMON SEAL of  
the within named Trustees  
was hereunto affixed in  
the presence of:



Director

Director

TO: MR. IOAN DANCAU

OF:

WE, EUROSTOCK AG

of 5 Commercial Centre Square, P.O. Box 71, Alofi, Niue  
(hereinafter called "the Trustees")

1. ADMIT that the shares specified in the Schedule hereto (hereinafter called "the said shares") are your absolute property and that they only stand registered in our name at your request as your nominee in trust for you absolutely and that we have no beneficial interest whatsoever in the said shares.

2. AGREE to deal with the said shares and all dividends and interest thereon and any other benefits or advantages accruing in respect thereof and to vote at all meetings whether of the Board of Directors or of the Company in respect of the said shares in such manner as you may direct.

3. APPOINT you irrevocably our Attorney in our name and on our behalf to execute a transfer of the said shares as you think fit and to complete any other deed or document for the purpose of completing or effecting such a transfer.

4. DECLARE and agree that you have the power from time to time by writing under your hand to remove us as such Trustees and to appoint new Trustees in our place.

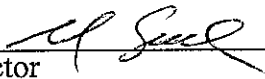
SCHEDULE above referred to TWELVE THOUSAND FIVE HUNDRED (12.500) fully paid ordinary shares of US\$1,00 each in the Undertaking know as BRINGTON CAPITAL S.A.

a Company Registered in British Virgin Islands under the International Business Companies Act (Cap 291), with Registered Office at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.

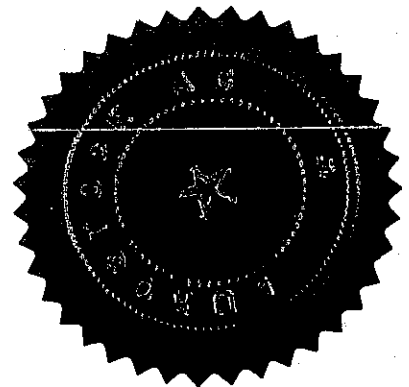
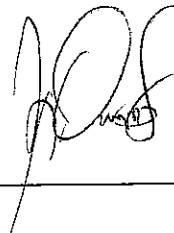
IN WITNESS whereof the Trustees have cause their Common Seal to be hereunto affixed this 31st day of May, 2001.

THE COMMON SEAL of  
the within named Trustees  
was hereunto affixed in  
the presence of:

Director



Director



TO: MR. VITALIE CARABET

OF:

WE, EUROSTOCK AG

of 5 Commercial Centre Square, P.O. Box 71, Alofi, Niue  
(hereinafter called "the Trustees")

1. ADMIT that the shares specified in the Schedule hereto (hereinafter called "the said shares") are your absolute property and that they only stand registered in our name at your request as your nominee in trust for you absolutely and that we have no beneficial interest whatsoever in the said shares.

2. AGREE to deal with the said shares and all dividends and interest thereon and any other benefits or advantages accruing in respect thereof and to vote at all meetings whether of the Board of Directors or of the Company in respect of the said shares in such manner as you may direct.

3. APPOINT you irrevocably our Attorney in our name and on our behalf to execute a transfer of the said shares as you think fit and to complete any other deed or document for the purpose of completing or effecting such a transfer.

4. DECLARE and agree that you have the power from time to time by writing under your hand to remove us as such Trustees and to appoint new Trustees in our place.

SCHEDULE above referred to TWELVE THOUSAND FIVE HUNDRED (12,500) fully paid ordinary shares of US\$1,00 each in the Undertaking know as BRINGTON CAPITAL S.A.

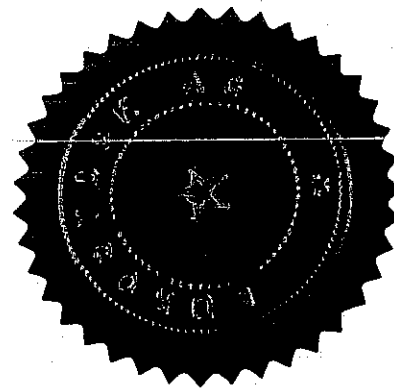
a Company Registered in British Virgin Islands under the International Business Companies Act (Cap 291), with Registered Office at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.

IN WITNESS whereof the Trustees have cause their Common Seal to be hereunto affixed this 31st day of May, 2001.

THE COMMON SEAL of  
the within named Trustees  
was hereunto affixed in  
the presence of:

Director

Director



TO: MR. LIVIU LUCA

OF:

WE, EUROSTOCK AG

of 5 Commercial Centre Square, P.O. Box 71, Alofi, Niue  
(hereinafter called "the Trustees")

1. ADMIT that the shares specified in the Schedule hereto (hereinafter called "the said shares") are your absolute property and that they only stand registered in our name at your request as your nominee in trust for you absolutely and that we have no beneficial interest whatsoever in the said shares.

2. AGREE to deal with the said shares and all dividends and interest thereon and any other benefits or advantages accruing in respect thereof and to vote at all meetings whether of the Board of Directors or of the Company in respect of the said shares in such manner as you may direct.

3. APPOINT you irrevocably our Attorney in our name and on our behalf to execute a transfer of the said shares as you think fit and to complete any other deed or document for the purpose of completing or effecting such a transfer.

4. DECLARE and agree that you have the power from time to time by writing under your hand to remove us as such Trustees and to appoint new Trustees in our place.

SCHEDULE above referred to TWELVE THOUSAND FIVE HUNDRED (12.500) fully paid ordinary shares of US\$1,00 each in the Undertaking know as BRINGTON CAPITAL S.A.

a Company Registered in British Virgin Islands under the International Business Companies Act (Cap 291), with Registered Office at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.

IN WITNESS whereof the Trustees have cause their Common Seal to be hereunto affixed this 31st day of May, 2001.

THE COMMON SEAL of  
the within named Trustees  
was hereunto affixed in  
the presence of:



Director

Director

| SHAREHOLDER  | CERTIFICATE No. | DATE OF ISSUE | NUMBER OF SHARES | AUTHORIZED CAPITAL |
|--------------|-----------------|---------------|------------------|--------------------|
| EUROSTOCK AG | 4               | 31.05.2001    | 12.500           | US\$ 50.000,00     |

Certificate No. 4

Number of shares: 12.500

**BRINGTON CAPITAL S.A.**

Incorporated under the International Business Companies Act  
(Cap 291) of the British Virgin Islands

**AUTHORISED CAPITAL: US\$ 50.000,00**

Divided into 50.000 shares with a par value of US\$ 1,00 each

This is to certify that EUROSTOCK AG is entitled to TWELVE THOUSAND FIVE HUNDRED (12.500) shares of US\$ 1,00 each in the above named company, subject to the Memorandum and Articles of Association of the said company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 31st day of May, 2001.

*Beverly Ann*  
Director

*Darlene J. Payne*  
Director

| SHAREHOLDER  | CERTIFICATE No. | DATE OF ISSUE | NUMBER OF SHARES | AUTHORIZED CAPITAL |
|--------------|-----------------|---------------|------------------|--------------------|
| EUROSTOCK AG | 5               | 31.05.2001    | 12.500           | US\$ 50.000,00     |

Certificate No. 5

Number of shares: 12.500

**BRINGTON CAPITAL S.A.**

Incorporated under the International Business Companies Act  
(Cap 291) of the British Virgin Islands

AUTHORISED CAPITAL: US\$ 50.000,00

Divided into 50.000 shares with a par value of US\$ 1,00 each

This is to certify that EUROSTOCK AG is entitled to TWELVE THOUSAND FIVE HUNDRED (12.500) shares of US\$ 1,00 each in the above named company, subject to the Memorandum and Articles of Association of the said company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 31st day of May, 2001.

*[Signature]*  
Director

*[Signature]*  
1 Darlene J. Payne  
Director

| SHAREHOLDER  | CERTIFICATE No. | DATE OF ISSUE | NUMBER OF SHARES | AUTHORIZED CAPITAL |
|--------------|-----------------|---------------|------------------|--------------------|
| EUROSTOCK AG | 6               | 31.05.2001    | 12.500           | US\$ 50.000,00     |

Certificate No. 6

Number of shares: 12,500

**BRINGTON CAPITAL S.A.**

Incorporated under the International Business Companies Act  
(Cap 291) of the British Virgin Islands

AUTHORISED CAPITAL: US\$ 50.000,00  
Divided into 50.000 shares with a par value of US\$ 1,00 each

This is to certify that EUROSTOCK AG is entitled to TWELVE THOUSAND FIVE HUNDRED (12.500) shares of US\$ 1,00 each in the above named company, subject to the Memorandum and Articles of Association of the said company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 31st day of May, 2001.

*Barney King*  
Director

*Darlene J. Payne*  
Director



| SHAREHOLDER  | CERTIFICATE No. | DATE OF ISSUE | NUMBER OF SHARES | AUTHORIZED CAPITAL |
|--------------|-----------------|---------------|------------------|--------------------|
| EUROSTOCK AG | 7               | 31.05.2001    | 12.500           | US\$ 50.000,00     |

Certificate No. 7

Number of shares: 12.500

**BRINGTON CAPITAL S.A.**

Incorporated under the International Business Companies Act  
(Cap 291) of the British Virgin Islands

**AUTHORISED CAPITAL: US\$ 50.000,00**  
Divided into 50.000 shares with a par value of US\$ 1,00 each

This is to certify that EUROSTOCK AG is entitled to TWELVE THOUSAND FIVE HUNDRED (12.500) shares of US\$ 1,00 each in the above named company, subject to the Memorandum and Articles of Association of the said company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 31st day of May, 2001.

*Barbara J. Payne B.*  
Director

*Barbara J. Payne B.*  
Director

Paul-Alain POLIKAR  
Ave de Rumine 34  
1205 Lausanne

tel: 079-200 47 17

Lausanne, le 30/05/00

MOSPACH FONSECA + Co (Geneva) SA  
8, rue des Corneilles Général  
1205 Genève

A l'attn. de Mme Claudine KIENING

Conc: BRINGTON CAPITAL S.A.

Chère Claudine,

Vous trouverez ci-joint les documents suivants:

- 1) Le certificat d'actions pour USD 50'000.- attribué en faveur de M. Gabriel Valentin COMANESCU, EN RETOUR
- 2) Un document signé par Gabriel V. COMANESCU qui est self-explanatory.

Je vous prie donc de bien vouloir annuler le certificat d'action + le doc. d'attribution en faveur de Gabriel V. Comanescu

et a) d'établir deux certificats d'actions de USD 25'000.- chacun et assigner ~~en~~ l'un en faveur de

M. Gabriel Valentin COMANESCU

et le deuxième, en faveur de Monsieur Ioan DANCAU

b) Annuler l'ancien power of attorney (en faveur de Gabriel V. Comanescu et établir un nouveau power of attorney en faveur de Monsieur Gabriel Valentin COMANESCU (signature individuelle) et Monsieur Ioan DANCAU (autre signature individuelle).

c) annuler l'ancienne résolution bancaire et la remplacer avec une nouvelle autorisant à chacune des deux personnes citées plus haut, des signatures individuelles.

d) S'il y a lieu (si vous jugez utile) il faudrait peut-être établir une nouvelle décision du conseil d'administration, qui permette ce que j'ai expliqué plus haut.

Merci de m'expédier les documents demandés dans les plus brefs délais.

Meilleures salutations.



P.-A. Poitka

Annexes: ment.



**MOSSACK FONSECA & CO.**  
Arango-Orillac Building  
East 54th Street  
PANAMA CITY

**DOCUMENTS ENCLOSED**

COMPANY: BRINGTON CAPITAL S.A.

DATE: 06.06.2000

1.  Original Memorandum & Articles of Association
2.  Original Certificate of Incorporation
3.  M & A of Association / Certif. of Incorp. (Copies legalised by Apostille)
4.  Appointment of the first Director(s)
5.  Bearer share certificate(s)
6.  Minutes of the first meeting of the Board
7.  Banking resolution
8.  Power of Attorney
9.  Minutes of a meeting of the Board (2)
10.  Certificate of Incumbency
11.  Certificate of Good Standing
12.  Certificate of Dissolution
13.  Public Deed No. \_\_\_\_\_
14.  Registered share certificate(s) (2)
15.  Authentication of Corporate Documents
16.  ~~Trust Deed(s)~~ / Assignment(s)
17.  Document(s) signed by the directors
18.  ~~Order executed with charges~~ / Order executed without charges
19.  \_\_\_\_\_
20.  \_\_\_\_\_
21.  \_\_\_\_\_

Sincerely yours  
**Mossack Fonseca & Co.**

(Form without signature)

After signature, will you please return us  
copies of documents mentioned under  
items: \_\_\_\_\_ & \_\_\_\_\_

**BRINGTON CAPITAL S.A.**  
(the "Company")

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS**  
held on May 30th, 2000

---

**NOTICE:** Notice to this meeting was waived by all persons entitled thereto.

**PRESENT:** Beverly Hunt  
Darlene Bayne

A quorum being present, Beverly Hunt was elected Chairman of the Meeting and Darlene Bayne acted as Secretary and kept the minutes thereof.

The following resolutions were unanimously adopted:

**RESOLVED:** To cancel the share certificate number 1, in the name of EUROSOTCK AG, issued by the Company on July 14th, 1999.

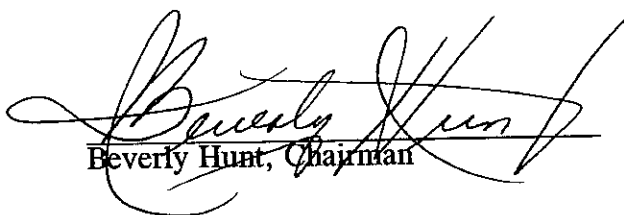
**RESOLVED:** To authorise, as it is hereby authorised, the issuance of the share certificates Nos. 2 and 3, in the name of EUROSTOCK AG, for 25.000 shares each.

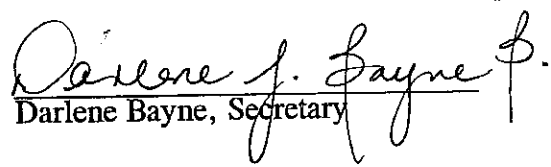
**RESOLVED:** To cancel, as it is hereby cancelled, the General Power of Attorney granted by the Company on July 14th, 1999, in favour of Mr. Gabriel Valentin COMANESCU.

**RESOLVED:** To grant, as it is hereby granted, a General Power of Attorney in favour of Mr. Gabriel Valentin COMANESCU and Mr. Ioan DANCAU.

There being no further business to be transacted at this meeting it was declared closed, and in witness thereof these Minutes have been issued on the date and place first above written.



  
Beverly Hunt, Chairman

  
Darlene Bayne, Secretary

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that on this 30th day of May, 2000, we, BRINGTON CAPITAL S.A., a company incorporated and existing under the IBC Act of the British Virgin Islands, whose registered office is situated at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, B.V.I. (hereinafter referred to as "the Company") have made, constituted and appointed, and by these presents do hereby make, constitute and appoint Mr. Gabriel Valentin COMANESCU and Mr. Ioan DANCAU, each of them with individual signature right (hereinafter referred to as "the Attorney") as our true and lawful Attorney-in-fact for us and in our name, place and stead, to do, execute and perform all and every act or acts in law needful and necessary to be done in and about and in relation, but not limited to, the following matters:

1. To negotiate, conclude, sign, execute and deliver on behalf of the Company such conveyances, transfers, assignments, deeds, documents, licenses, authorities or agreements as said Attorney shall consider necessary or proper to enable it to dispose of or acquire any assets in any part of the world (hereinafter referred to as "the assets") on such terms as the Attorney shall consider proper or desirable in his absolute discretion.
2. To ask, demand, sue for, recover, enforce payment of, and receive all sums of money, securities of moneys, debts, shares, goods, effects and things, whether movable or immovable now or hereafter owing, payable or belonging to us by virtue of any security or upon any balance of accounts or otherwise however, and to give, sign and execute receipts, quittances and other discharges for any property or thing in action whatsoever.
3. To create, sign, execute, deliver, register, acknowledge or perfect in any way required by applicable law such mortgages, charges, liens or encumbrances over the assets and any ancillary assets, properties and developments so acquired by the Company for such consideration and on such terms and subject to such conditions as the Attorney shall consider necessary or desirable in his absolute discretion.
4. To pay, settle, adjust, deduct and allow all taxes, rates, charges, deductions, expenses and all other payments and outgoings whatsoever due and payable or to become due and payable for or on account of any property, whether movable or immovable and whether in possession or in action, now or hereafter belonging to us or to which we may become entitled.
5. To enter into leases and collect rents on behalf of the Company with regard to any properties.
6. To open and to close bank accounts, to deposit funds and securities in our accounts whether existing or to be opened, to dispose of any funds or securities deposited in such accounts and to draw cheques on our accounts, whether existing or to be opened, to establish credit facilities with banks, borrow funds, and pledge the Company's assets (including any properties or bank accounts) as security for such borrowings or

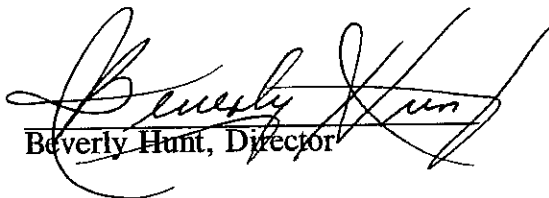
credit facilities, to lend money to, or to guarantee debts and obligations of, any person, corporate or natural, whether or not related to the Company and to sign all kinds of documents in connection with our accounts or money.

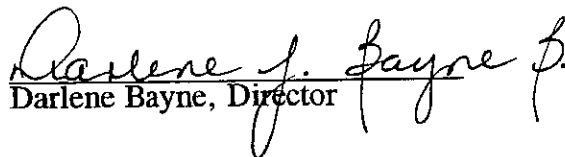
7. To take such steps as may be necessary under applicable law to qualify the Company to do business and for such purpose to complete, sign and deliver such documents, appear before authorities and enter into such undertakings or bonds as may be necessary or desirable.
8. To purchase or sell on behalf of the Company all or any stocks, shares, annuities, debentures, bonds, obligations and all other kinds of securities or investments and to that end to employ and pay brokers and other agents on its behalf.
9. To subscribe to any Memorandum or Articles of Association of any company to be incorporated, to apply for any shares or debentures in any company incorporated or to be incorporated, to execute and do on our behalf and in our name all such deeds, documents, instruments and things in connection with or relating to our membership or directorship in any company in which we are members or directors or in which we shall become members or directors at any time, but without derogating from the generality of the foregoing, to execute on our behalf and in our name any declarations or declaration, consents to act as directors, trust deeds, debentures, application for shares or debentures, consent to short notice for meeting and other documents and waivers whatsoever, and to act for us in our capacity as shareholders, members and-or directors of any company.
10. To substitute this power of attorney wholly or partially, in favour of third parties.

And the Company hereby declares that this instrument shall at all times be conclusively binding on the Company in favour of third parties who have not received notice of the revocation thereof, and the exercise by the Company itself, from time to time, of any of the powers hereby conferred shall not of itself be deemed to be a revocation.

This instrument is to be construed and interpreted as a general power of attorney with no limitations on the power and authority of the attorney to act as long as such acts are lawful and in the interest of the Company.

IN WITNESS whereof this power of attorney has been issued and signed on the date first above written.

  
Beverly Hunt, Director

  
Darlene Bayne, Director



**BRINGTON CAPITAL S.A.**

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS**  
held on May 30th, 2000

---

**NOTICE:** Notice to this meeting was waived by all persons entitled thereto.

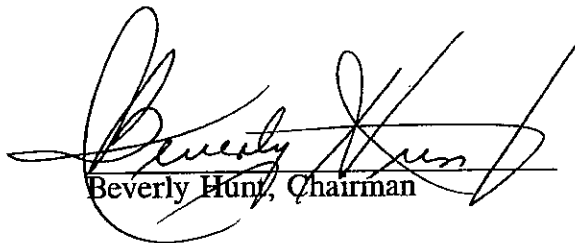
**PRESENT:** Beverly Hunt  
Darlene Bayne

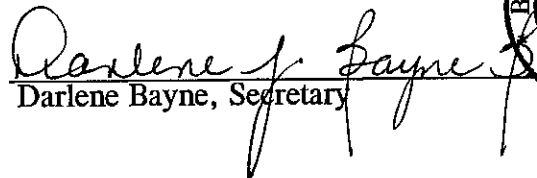
A quorum being present, Beverly Hunt was elected Chairman of the Meeting and Darlene Bayne acted as Secretary and kept the minutes thereof.

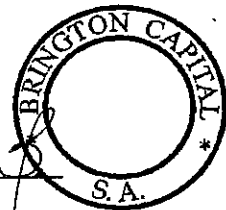
The following resolution was unanimously adopted:

**RESOLVED:** To appoint Mr. Ioan DANCAU as authorised signatory on the bank account maintained by the Company with UNITED GARANTI BANK INTERNATIONAL N.V., Amsterdam, The Netherlands, so that the authorised signatories on the Company's bank account will be Mr. Gabriel Valentin COMANESCU and Mr. Ioan DANCAU, each of them with individual signature right.

There being no further business to be transacted at this meeting it was declared closed, and in witness thereof these Minutes have been issued on the date and place first above written.

  
Beverly Hunt, Chairman

  
Darlene Bayne, Secretary





TO: Mr. Ioan DANCAU

OF:

WE, EUROSTOCK AG

of 5 Commercial Centre Square, P.O. Box 71, Alofi, Niue  
(hereinafter called "the Trustees")

1. ADMIT that the shares specified in the Schedule hereto (hereinafter called "the said shares") are your absolute property and that they only stand registered in our name at your request as your nominee in trust for you absolutely and that we have no beneficial interest whatsoever in the said shares.
2. AGREE to deal with the said shares and all dividends and interest thereon and any other benefits or advantages accruing in respect thereof and to vote at all meetings whether of the Board of Directors or of the Company in respect of the said shares in such manner as you may direct.
3. APPOINT you irrevocably our Attorney in our name and on our behalf to execute a transfer of the said shares as you think fit and to complete any other deed or document for the purpose of completing or effecting such a transfer.
4. DECLARE and agree that you have the power from time to time by writing under your hand to remove us as such Trustees and to appoint new Trustees in our place.

SCHEDULE above referred to TWENTY FIVE THOUSAND (25,000) fully paid ordinary shares of US\$1,00 each in the Undertaking know as BRINGTON CAPITAL S.A.

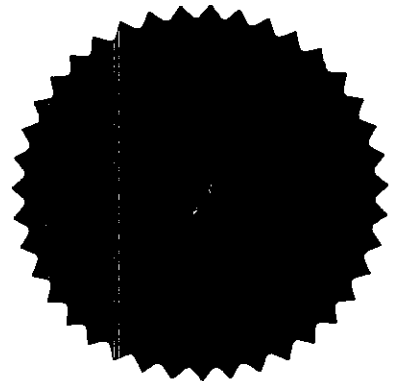
a Company Registered in British Virgin Islands under the International Business Companies Act (Cap 291), with Registered Office at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.

IN WITNESS whereof the Trustees have cause their Common Seal to be hereunto affixed this 30th day of May, 2000.

THE COMMON SEAL of  
the within named Trustees  
was hereunto affixed in  
the presence of:

Director

Director



TO: Mr. Gabriel Valentin COMANESCU

OF:

WE, EUROSTOCK AG

of 5 Commercial Centre Square, P.O. Box 71, Alofi, Niue  
(hereinafter called "the Trustees")

1. ADMIT that the shares specified in the Schedule hereto (hereinafter called "the said shares") are your absolute property and that they only stand registered in our name at your request as your nominee in trust for you absolutely and that we have no beneficial interest whatsoever in the said shares.
2. AGREE to deal with the said shares and all dividends and interest thereon and any other benefits or advantages accruing in respect thereof and to vote at all meetings whether of the Board of Directors or of the Company in respect of the said shares in such manner as you may direct.
3. APPOINT you irrevocably our Attorney in our name and on our behalf to execute a transfer of the said shares as you think fit and to complete any other deed or document for the purpose of completing or effecting such a transfer.
4. DECLARE and agree that you have the power from time to time by writing under your hand to remove us as such Trustees and to appoint new Trustees in our place.

SCHEDULE above referred to TWENTY FIVE THOUSAND (25,000) fully paid ordinary shares of US\$1,00 each in the Undertaking know as BRINGTON CAPITAL S.A.

a Company Registered in British Virgin Islands under the International Business Companies Act (Cap 291), with Registered Office at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.

IN WITNESS whereof the Trustees have cause their Common Seal to be hereunto affixed this 30th day of May, 2000.

THE COMMON SEAL of  
the within named Trustees  
was hereunto affixed in  
the presence of:

Director

Director



| SHAREHOLDER  | CERTIFICATE No. | DATE OF ISSUE | NUMBER OF SHARES | AUTHORIZED CAPITAL |
|--------------|-----------------|---------------|------------------|--------------------|
| EUROSTOCK AG | 2               | 30.05.2000    | 25.000           | US\$ 50.000,00     |

Certificate No. 2

Number of shares: 25.000

**BRINGTON CAPITAL S.A.**

Incorporated under the International Business Companies Act  
(Cap 291) of the British Virgin Islands

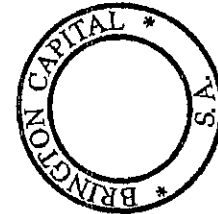
**AUTHORISED CAPITAL: US\$ 50.000,00**  
Divided into 50.000 shares with a par value of US\$ 1,00 each

This is to certify that EUROSTOCK AG is entitled to TWENTY FIVE THOUSAND (25.000) shares of US\$ 1,00 each in the above named company, subject to the Memorandum and Articles of Association of the said company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 30th day of May, 2000.

*[Signature]*  
Director

*[Signature]*  
Director



| SHAREHOLDER  | CERTIFICATE No. | DATE OF ISSUE | NUMBER OF SHARES | AUTHORIZED CAPITAL |
|--------------|-----------------|---------------|------------------|--------------------|
| EUROSTOCK AG | 3               | 30.05.2000    | 25.000           | US\$ 50.000,00     |

Certificate No. 3

Number of shares: 25.000

**BRINGTON CAPITAL S.A.**

Incorporated under the International Business Companies Act  
(Cap 291) of the British Virgin Islands

**AUTHORISED CAPITAL: US\$ 50.000,00**

Divided into 50.000 shares with a par value of US\$ 1,00 each

This is to certify that EUROSTOCK AG is entitled to TWENTY FIVE THOUSAND (25.000) shares of US\$ 1,00 each in the above named company, subject to the Memorandum and Articles of Association of the said company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 30th day of May, 2000.

*[Signature]*  
Director

*[Signature]*  
Director



## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that on this 14th day of July, 1999, we, BRINGTON CAPITAL S.A., a company incorporated and existing under the IBC Act of the British Virgin Islands, whose registered office is situated at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, B.V.I. (hereinafter referred to as "the Company") have made, constituted and appointed, and by these presents do hereby make, constitute and appoint Mr. Gabriel Valentin COMANESCU (hereinafter referred to as "the Attorney") as our true and lawful Attorney-in-fact for us and in our name, place and stead, to do, execute and perform all and every act or acts in law needful and necessary to be done in and about and in relation, but not limited to, the following matters:

1. To negotiate, conclude, sign, execute and deliver on behalf of the Company such conveyances, transfers, assignments, deeds, documents, licenses, authorities or agreements as said Attorney shall consider necessary or proper to enable it to dispose of or acquire any assets in any part of the world (hereinafter referred to as "the assets") on such terms as the Attorney shall consider proper or desirable in his absolute discretion.
2. To ask, demand, sue for, recover, enforce payment of, and receive all sums of money, securities of moneys, debts, shares, goods, effects and things, whether movable or immovable now or hereafter owing, payable or belonging to us by virtue of any security or upon any balance of accounts or otherwise however, and to give, sign and execute receipts, quittances and other discharges for any property or thing in action whatsoever.
3. To create, sign, execute, deliver, register, acknowledge or perfect in any way required by applicable law such mortgages, charges, liens or encumbrances over the assets and any ancillary assets, properties and developments so acquired by the Company for such consideration and on such terms and subject to such conditions as the Attorney shall consider necessary or desirable in his absolute discretion.
4. To pay, settle, adjust, deduct and allow all taxes, rates, charges, deductions, expenses and all other payments and outgoings whatsoever due and payable or to become due and payable for or on account of any property, whether movable or immovable and whether in possession or in action, now or hereafter belonging to us or to which we may become entitled.
5. To enter into leases and collect rents on behalf of the Company with regard to any properties.
6. To open and to close bank accounts, to deposit funds and securities in our accounts whether existing or to be opened, to dispose of any funds or securities deposited in such accounts and to draw cheques on our accounts, whether existing or to be opened, to establish credit facilities with banks, borrow funds, and pledge the Company's assets (including any properties or bank accounts) as security for such borrowings or

original

TO: Mr. Gabriel Valentin COMANESCU

OF:

WE, EUROSTOCK AG

of 5 Commercial Centre Square, P.O. Box 71, Alofi, Niue  
(hereinafter called "the Trustees")

1. ADMIT that the shares specified in the Schedule hereto (hereinafter called "the said shares") are your absolute property and that they only stand registered in our name at your request as your nominee in trust for you absolutely and that we have no beneficial interest whatsoever in the said shares.

2. AGREE to deal with the said shares and all dividends and interest thereon and any other benefits or advantages accruing in respect thereof and to vote at all meetings whether of the Board of Directors or of the Company in respect of the said shares in such manner as you may direct.

3. APPOINT you irrevocably our Attorney in our name and on our behalf to execute a transfer of the said shares as you think fit and to complete any other deed or document for the purpose of completing or effecting such a transfer.

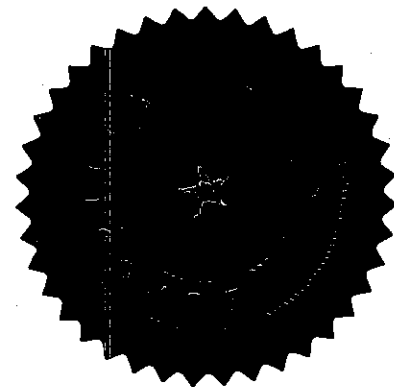
4. DECLARE and agree that you have the power from time to time by writing under your hand to remove us as such Trustees and to appoint new Trustees in our place.

SCHEDULE above referred to FIFTY THOUSAND (50 000) fully paid ordinary shares of US\$1.00 each in the Undertaking known as BRINGTON CAPITAL S.A.

a Company Registered in British Virgin Islands under the International Business Companies Act (Cap 291), with Registered Office at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.

IN WITNESS whereof the Trustees have caused their Common Seal to be hereunto affixed this

THE COMMON SEAL of  
the within named Trustees  
was hereunto affixed in  
the presence of:



Director

Director

| SHAREHOLDER  | CERTIFICATE No. | DATE OF ISSUE | NUMBER OF SHARES | AUTHORIZED CAPITAL |
|--------------|-----------------|---------------|------------------|--------------------|
| EUROSTOCK AG | 1               | 14.07.1999    | 50.000           | US\$ 50.000,00     |

Certificate No. 1

Number of shares: 50.000

*Original*

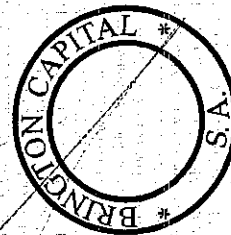
**BRINGTON CAPITAL S.A.**

Incorporated under the International Business Companies Act.  
(Cap 29) of the British Virgin Islands

**AUTHORISED CAPITAL: US\$ 50.000,00**  
Divided into 50.000 shares with a par value of US\$ 1,00 each

This is to certify that EUROSOTCK AG is entitled to FIFTY THOUSAND (50,000) shares of US\$ 1,00 each in the above named company, subject to the Memorandum and Articles of Association of the said company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 14th day of July, 1999.



*Beverly Sun*  
Director

*Barlene J. Payne P.*  
Director

# BRINGTON CAPITAL S.A.

Certificate of Incorporation no. 332553 – Territory of British Virgin Island

TO : UGBI - Rep. Office Geneva Switzerland  
ATT : Mr. Polikar

Dear SIR,

Please help us in order to transfer 50 % of the share of BRINGTON CAPITAL S.A. from Mr. COMANESCU GABRIEL VALENTIN to Mr. DANCAU IOAN ( copy of his passport attach).

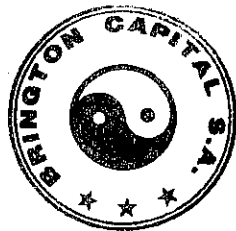
The future distribution of the share will be :

- 50 % - COMANESCU GABRIEL VALENTIN
- 50 % - DANCAU IOAN

For any other information please contact us.

Sincerely yours

Gabriel Comanescu



Head office : Akara Building, 24 de Castro Street  
Wickam Cay I, Tortola, British Virgin Island

Bank : United Garanti Bank International N.V. Amsterdam  
USD Account : 8263136377  
DEM Account : 8263136385



## Ninotchka Cayuso

**De:** Ninotchka Cayuso  
**Envoyé:** vendredi, 10. septembre 1999 11:51  
**À:** 'Oris Botello - Incoming Cheques'  
**Objet:** RE: PAGOS DEL UBS EN USD DEL 30 al 2 de septiembre  
**Importance:** Haute

Oris,

Buenos días, espero hayas amanecido en forma.  
Apuntate que todo lo que recibas con Consultant center Corp. (es FIDEPAR)  
El monto de \$ 650 corresponde a la sdad "BESTINVER COMPANY LTD." facturas siguientes :

599241 Us\$ 500  
608441 Us\$ 30  
610639 US\$ 120

Aplica y cancela. Gracias.

Por el pago de US\$ 1.300,-- del 30.08.99, mira por casualidad si Sonia no te ha enviado un fax de algun cliente por ese monto o alguna informacion por email reciente. Porque, yo si no me envias el aviso de credito no puedo pedir mas informacion al banco. Si corresponde al fax de un cliente y aun asi tienes dudas, consultalo conmigo y ya veremos.

Pago 31.08.99 por US\$ 750 ETUDE GARRARD. He llamado al cliente y me ha confirmado que dicho pago concierne la anualidad 605018 de la sdad AFAX, porque la factura 23568 ya fue cancelada el 03.02.99 por el mismo monto.

Pago 31.08.99 por Us\$ 1.800,-- corresponde a la factura 901449 sdad BRINGTON CAPITAL. Favor aplica y cancela.

Pago 31.08.99 de \$ 1.025,-- COMINA PAYOT. He llamado hoy mismo al cliente preguntando, me volveran a llamar y te tendre informada.

Espero haya sido de ayuda.  
Un beso  
Ninotchka

-----Original Message-----

**From:** Oris Botello - Incoming Cheques [SMTP:Botello@Mossfon.com]  
**Sent:** Friday, September 03, 1999 10:05 PM  
**To:** Ninotchka Cayuso - Geneva Office  
**Subject:** PAGOS DEL UBS EN USD DEL 30 al 2 de septiembre

Estimada Ninotchka:

Te informo de algunos pagos que no he podido aplicar por desconocer a quien pertenecen, te agradezco me informes.

30.08.99 PAYMENT CONSULTANT CENTER CORP. x \$650.00  
Notre fax du 27 aout 99 (no lo he recibido)

30.08.99 PAYMENT ONE OF OUR CLIENTS x \$1,300.00 (ya se que no puedes hacer nada pero esto es para que ambas nos acordemos, si en 2 semanas no te he enviado copia del extracto, please remind me)

31.'08.99 Etude Carrard, Pashoud, Heim x \$750.00  
Afax Group Inv. 23568 (tuya)  
Yo tengo pendiente la anualidad de esta sociedad por ese mismo monto, pero es de junio (esta cancelación corresponde a la anualidad?)  
Avisarme sobre esto por favor.

31.08.99 PAYMENT X 1,025.00  
Etude Comina Payot  
Rue Saint-Ours 4, 1205 Geneve

31.08.99 Payment x 1,800.00  
Tolga Kocayusufpasaoglu  
On behalf of Mr. Gabriel

Te agradezco me informes, acusar recibo de este email.


**Mossack Fonseca & Co.(B.V.I.) Ltd.**

A member of the Mossack Fonseca International Group

MR. PAUL-ALAIN POLIKAR AVENUE DE RUMINE,  
34 1005 LAUSANNE SWITZERLAND

Please remit your payment  
by way of a banker's draft  
drawn against a New York  
bank in favour of  
**MF TREASURER LTD.**

to the address quoted below  
or to any of our offices, at  
your convenience.

To effect payment by direct  
bank transfer please consult  
us for bank details.

**DATE:** July 26, 1999

**INVOICE NO:** 901449

**YOUR REFERENCE:** MR. P. POLIKAR

**OUR REFERENCE:** MOSFON/10115/531728

**NAME OF MATTER:** BRINGTON CAPITAL S.A.

|  |                       |
|--|-----------------------|
| REGISTRATION FEE                           | 300.00                |
| OUR FEES FOR ACTING AS RESIDENT AGENTS     | 325.00                |
| ANNUAL REGISTERED OFFICE FEE               | 25.00                 |
| ADDITIONAL SHARE CERTIFICATES              | 10.00                 |
| FOR THE INCORPORATION OF THE ABOVE COMPANY | 90.00                 |
| OUR FEE                                    | 1,050.00              |
| <b>TOTAL</b>                               | <b>US \$ 1,800.00</b> |

Cheques to be issued to "MF TREASURER LTD." and sent to:  
P.O. Box 400 St. Helier, Jersey JE4 9WF Channel Islands  
or to any of our offices, at your convenience.

**WHEN PAYING PLEASE REFER TO INVOICE NUMBER**

fax no: 022-8095030

14/7/99


à l'attn. de Monsieur SIMON  
de: P-A. POLIKAR

Conc: BRINGTON CAPITAL S.A. réservée il y a ~ 1 semaine

Prière de préparer les documents suivants et me les expédier SI POSSIBLE AVANT LE MERCREDI 21/7/99, accompagnés des docs suivants pour BRINGTON CAPITAL SA :

- 1) Un certificat d'actions pour USD 50'000. - pour lequel un NOMINEE SHAREHOLDER devrait amigner en faveur de Monsieur Gabriel Valentin COMANESCU
- 2) Un power of attorney en faveur de Monsieur Gabriel Valentin COMANESCU
- 3) Une résolution bancaire autorisant l'ouverture d'un compte auprès de la UNITED GARANTI BANK INT'L N.V à Amsterdam, avec signature individuelle en faveur de Monsieur Gabriel Valentin COMANESCU
- 4) Une facture pour USD 1'800. -  
(les futures factures d'annuités seront aussi de USD 1'800.)

Merci et meilleures salutations.





**MOSSACK FONSECA & CO.**

Arango-Orillac Building  
East 54th Street  
PANAMA CITY

**DOCUMENTS ENCLOSED**

COMPANY: BRINGTON CAPITAL S.A.

DATE: 26.07.1999

1.  Original Memorandum & Articles of Association
2.  Original Certificate of Incorporation
3.  M & A of Association / Certif. of Incorp. (Copies legalised by Apostille)
4.  Appointment of the first Director(s)
5.  Bearer share certificate(s)
6.  Minutes of the first meeting of the Board
7.  Banking resolution
8.  Power of Attorney
9.  Minutes of a meeting of the Board
10.  Certificate of Incumbency
11.  Certificate of Good Standing
12.  Bound copies of the M & A of Association
13.  Public Deed No. \_\_\_\_\_
14.  Registered share certificate(s)
15.  Form \_\_\_\_\_ to be completed, signed and returned to us
16.  Trust Deed(s) & Assignment(s)
17.  Document(s) signed by the directors
18.  Our invoice / ~~Order executed without charge~~
19.  \_\_\_\_\_
20.  \_\_\_\_\_
21.  \_\_\_\_\_

Sincerely yours  
**Mossack Fonseca & Co.**

(Form without signature)

After signature, will you please return us  
copies of documents mentioned under  
items: \_\_\_\_\_ & \_\_\_\_\_

MAIL ADDRESS

MR. PAUL-ALAIN POLIKAR  
AVENUE DE RUMINE, 34  
1005 LAUSANNE  
SWITZERLAND

ATTN.: MR. P. POLIKAR

## Mossack Fonseca & Associates SA

A subsidiary of Mossack Fonseca & Co., Attorneys at Law

INVOICE No. : 901449

DATE: TORTOLA, JULY , 26 1999

TO: BRINGTON CAPITAL S.A.

|   |                   |                 |
|---|-------------------|-----------------|
| In respect of the incorporation of the above referenced company in the territory of the British Virgin Islands, included incorporation tax and all fees up to June 30th, 2000   | US\$              | 1,800.00        |
| <div data-bbox="381 1804 858 1994" style="border: 1px solid black; padding: 5px;"><p>Payments can be made in the following currencies at the specified rates:</p><p>1 US\$ = 1.5 SFr.<br/>1 US\$ = 0.7 £st.</p></div> |                   |                 |
|   | <b>TOTAL US\$</b> | <b>1,800.00</b> |

MOSSACK FONSECA & ASSOCIATES S.A.  
Account No. 355.042.60 H  
UNION BANK OF SWITZERLAND  
Geneva

MOSSACK FONSECA & ASSOCIATES S.A.  
Account No. 1-102/4331/550  
BANQUE INTERNATIONALE A LUXEMBOURG  
Luxembourg

WHEN PAYING PLEASE REFER TO INVOICE NUMBER

APPOINTMENT OF THE FIRST DIRECTOR(S)  
OF


BRINGTON CAPITAL S.A.

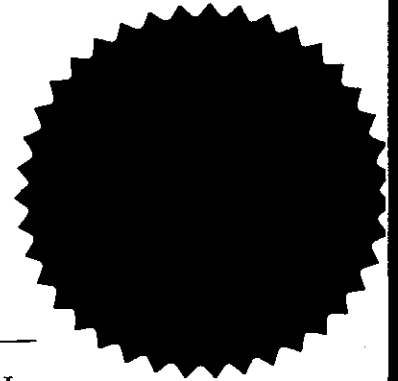
The undersigned, being the Subscriber to the Memorandum and Articles of Association of the above-named Company, incorporated under the International Business Companies Act (CAP. 291) of the British Virgin Islands, hereby appoints:

Mrs. BEVERLY HUNT  
and  
Mrs. DARLENE BAYNE

each of them with individual signature right, the first Directors of the Company, to serve as such until their successors shall be elected or until their resignation or removal; such election shall be effective immediately and without further qualification.

IN WITNESS whereof we have caused our Common Seal to be hereunto affixed this 14th day of July, 1999.

  
\_\_\_\_\_  
Mossack Fonseca & Co. (B.V.I.) Ltd.  
Akara Building, 24 De Castro Street, Wickhams Cay I,  
Road Town, Tortola,  
B.V.I.



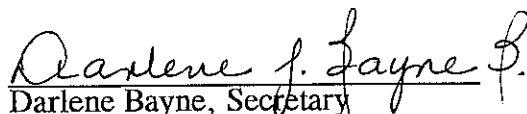
**BRINGTON CAPITAL S.A.**  
("the Company")

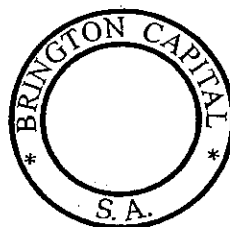
**MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS OF  
THE COMPANY, HELD ON JULY 14TH, 1999.**

---

- NOTICE:** Notice to this meeting was waived by all persons entitled thereto.
- PRESENT:** Beverly Hunt and Darlene Bayne, being the totality of the members of the Board of Directors.
- CHAIRMAN:** Mrs. Beverly Hunt was elected Chairman of the meeting.
- SECRETARY:** Mrs. Darlene Bayne was elected Secretary of the meeting.
- INCORPORATION:** The Chairman laid before the meeting a copy of the Memorandum and Articles of Association of the Company and presented the Certificate of Incorporation.
- DIRECTORS:** The form of appointment of Directors signed by the Subscriber was produced to the Meeting.
- OFFICERS:** It was resolved that the following persons be and hereby are appointed to the offices designated opposite their names:
- Beverly Hunt. - President  
Darlene Bayne - Secretary
- REGISTERED OFFICE:** It was reported and confirmed that the registered office of the Company be situated at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, B.V.I.
- SEAL:** It was resolved that the Common Seal produced to the Meeting (an impression of which is affixed below) be and it is hereby adopted as the Common Seal of the Company.
- CORPORATE DOCUMENTS:** It was resolved that the books, records and minutes of the Company may be kept anywhere in the world.
- SHARES:** It was resolved that the Company be and hereby is authorised to issue, for value received, share certificate No. 1, in the name of EUROSTOCK AG, for 50.000 shares with a par value of US\$ 1,00 each.

There being no further business the Meeting then terminated.

  
Darlene Bayne, Secretary



**BRINGTON CAPITAL S.A.**  
("the Company")

Minutes of a meeting of the Board of Directors of the Company, held at Akara Building, 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, B.V.I. on July 14th, 1999.

**NOTICE:** Notice to this meeting was waived by all persons entitled thereto.

**PRESENT:** Beverly Hunt and Darlene Bayne, being the totality of the members of the Board of Directors.

**CHAIRMAN:** Mrs. Beverly Hunt, President of the Company, was elected Chairman of the meeting.

**SECRETARY:** Mrs. Darlene Bayne, Secretary of the Company, was elected Secretary of the meeting.

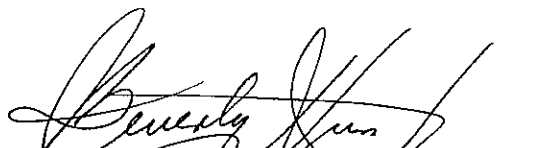
**RESOLVED:** That the Company shall open a bank account with UNITED GARANTI BANK INTERNATIONAL N.V., Amsterdam, The Netherlands [hereinafter called "the Bank"] and by means of this resolution grants power of attorney to Mr. Gabriel Valentin COMANESCU [hereinafter called "the Attorney"] to open and manage the Company's bank account with the Bank in accordance with the terms and conditions the Attorney may agree with the Bank at his sole discretion.


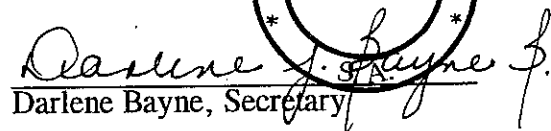
Any documents signed and any acts done by the Attorney in pursuance of the foregoing are hereby fully approved and ratified.

The standard form of banking resolution and/or general conditions of business of the Bank are hereby accepted by the Company.

This power of attorney shall remain in full force until the Company notifies the Bank otherwise.

There being no other business, the meeting ended.

  
Beverly Hunt, Chairman

  
  
Darlene Bayne, Secretary



## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that on this 14th day of July, 1999, we, BRINGTON CAPITAL S.A., a company incorporated and existing under the IBC Act of the British Virgin Islands, whose registered office is situated at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, B.V.I. (hereinafter referred to as "the Company") have made, constituted and appointed, and by these presents do hereby make, constitute and appoint Mr. Gabriel Valentin COMANESCU (hereinafter referred to as "the Attorney") as our true and lawful Attorney-in-fact for us and in our name, place and stead, to do, execute and perform all and every act or acts in law needful and necessary to be done in and about and in relation, but not limited to, the following matters:

1. To negotiate, conclude, sign, execute and deliver on behalf of the Company such conveyances, transfers, assignments, deeds, documents, licenses, authorities or agreements as said Attorney shall consider necessary or proper to enable it to dispose of or acquire any assets in any part of the world (hereinafter referred to as "the assets") on such terms as the Attorney shall consider proper or desirable in his absolute discretion.
2. To ask, demand, sue for, recover, enforce payment of, and receive all sums of money, securities of moneys, debts, shares, goods, effects and things, whether movable or immovable now or hereafter owing, payable or belonging to us by virtue of any security or upon any balance of accounts or otherwise however, and to give, sign and execute receipts, quittances and other discharges for any property or thing in action whatsoever.
3. To create, sign, execute, deliver, register, acknowledge or perfect in any way required by applicable law such mortgages, charges, liens or encumbrances over the assets and any ancillary assets, properties and developments so acquired by the Company for such consideration and on such terms and subject to such conditions as the Attorney shall consider necessary or desirable in his absolute discretion.
4. To pay, settle, adjust, deduct and allow all taxes, rates, charges, deductions, expenses and all other payments and outgoings whatsoever due and payable or to become due and payable for or on account of any property, whether movable or immovable and whether in possession or in action, now or hereafter belonging to us or to which we may become entitled.
5. To enter into leases and collect rents on behalf of the Company with regard to any properties.
6. To open and to close bank accounts, to deposit funds and securities in our accounts whether existing or to be opened, to dispose of any funds or securities deposited in such accounts and to draw cheques on our accounts, whether existing or to be opened, to establish credit facilities with banks, borrow funds, and pledge the Company's assets (including any properties or bank accounts) as security for such borrowings or

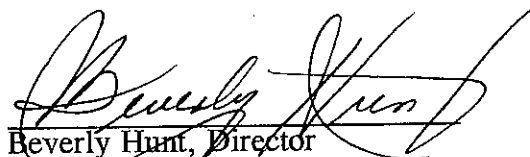
credit facilities, to lend money to, or to guarantee debts and obligations of, any person, corporate or natural, whether or not related to the Company and to sign all kinds of documents in connection with our accounts or money.


7. To take such steps as may be necessary under applicable law to qualify the Company to do business and for such purpose to complete, sign and deliver such documents, appear before authorities and enter into such undertakings or bonds as may be necessary or desirable.
8. To purchase or sell on behalf of the Company all or any stocks, shares, annuities, debentures, bonds, obligations and all other kinds of securities or investments and to that end to employ and pay brokers and other agents on its behalf.
9. To subscribe to any Memorandum or Articles of Association of any company to be incorporated, to apply for any shares or debentures in any company incorporated or to be incorporated, to execute and do on our behalf and in our name all such deeds, documents, instruments and things in connection with or relating to our membership or directorship in any company in which we are members or directors or in which we shall become members or directors at any time, but without derogating from the generality of the foregoing, to execute on our behalf and in our name any declarations or declaration, consents to act as directors, trust deeds, debentures, application for shares or debentures, consent to short notice for meeting and other documents and waivers whatsoever, and to act for us in our capacity as shareholders, members and-or directors of any company.
10. To substitute this power of attorney wholly or partially, in favour of third parties.

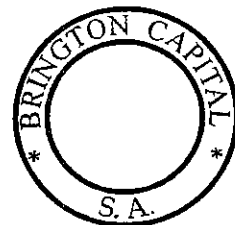
And the Company hereby declares that this instrument shall at all times be conclusively binding on the Company in favour of third parties who have not received notice of the revocation thereof, and the exercise by the Company itself, from time to time, of any of the powers hereby conferred shall not of itself be deemed to be a revocation.

This instrument is to be construed and interpreted as a general power of attorney with no limitations on the power and authority of the attorney to act as long as such acts are lawful and in the interest of the Company.

IN WITNESS whereof this power of attorney has been issued and signed on the date first above written.

  
Beverly Hunt, Director

  
Darlene Bayne, Director



TO: Mr. Gabriel Valentin COMANESCU

OF:

WE, EUROSTOCK AG

of 5 Commercial Centre Square, P.O. Box 71, Alofi, Niue  
(hereinafter called "the Trustees")

1. ADMIT that the shares specified in the Schedule hereto (hereinafter called "the said shares") are your absolute property and that they only stand registered in our name at your request as your nominee in trust for you absolutely and that we have no beneficial interest whatsoever in the said shares.
2. AGREE to deal with the said shares and all dividends and interest thereon and any other benefits or advantages accruing in respect thereof and to vote at all meetings whether of the Board of Directors or of the Company in respect of the said shares in such manner as you may direct.
3. APPOINT you irrevocably our Attorney in our name and on our behalf to execute a transfer of the said shares as you think fit and to complete any other deed or document for the purpose of completing or effecting such a transfer.
4. DECLARE and agree that you have the power from time to time by writing under your hand to remove us as such Trustees and to appoint new Trustees in our place.

SCHEDULE above referred to FIFTY THOUSAND (50 000) fully paid ordinary shares of US\$1,00 each in the Undertaking know as BRINGTON CAPITAL S.A.

a Company Registered in British Virgin Islands under the International Business Companies Act (Cap 291), with Registered Office at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands.

IN WITNESS whereof the Trustees have cause their Common Seal to be hereunto affixed this

THE COMMON SEAL of  
the within named Trustees  
was hereunto affixed in  
the presence of:

Director

Director

| SHAREHOLDER  | CERTIFICATE No. | DATE OF ISSUE | NUMBER OF SHARES | AUTHORIZED CAPITAL |
|--------------|-----------------|---------------|------------------|--------------------|
| EUROSTOCK AG | 1               | 14.07.1999    | 50.000           | US\$ 50.000,00     |

Certificate No. 1

Number of shares: 50.000

**BRINGTON CAPITAL S.A.**

Incorporated under the International Business Companies Act  
(Cap 291) of the British Virgin Islands

**AUTHORISED CAPITAL: US\$ 50.000,00**

Divided into 50.000 shares with a par value of US\$ 1,00 each

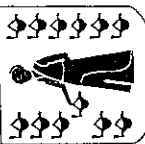
This is to certify that EUROSTOCK AG is entitled to FIFTY THOUSAND (50.000) shares of US\$ 1,00 each in the above named company, subject to the Memorandum and Articles of Association of the said company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 14th day of July, 1999.

*[Signature]*  
Director

*[Signature]*  
Director





TERRITORY OF THE BRITISH VIRGIN ISLANDS  
 THE INTERNATIONAL BUSINESS COMPANIES ACT  
 (CAP. 291)

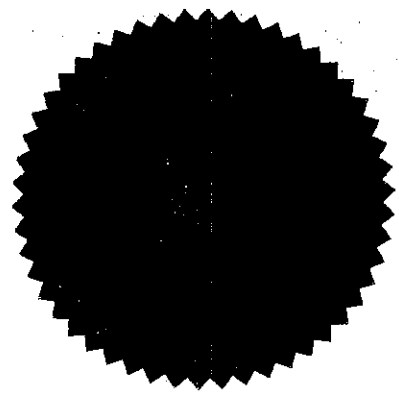
CERTIFICATE OF INCORPORATION (SECTIONS 14 AND 15)

No. 332553

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES  
 pursuant to the International Business Companies Act, Cap. 291 that all  
 the requirements of the Act in respect of incorporation having been satisfied,

BRINGTON CAPITAL S.A.

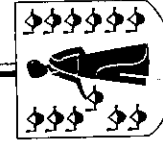
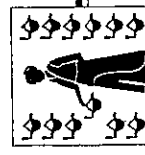
is incorporated in the British Virgin Islands as an International Business  
 Company this 5th day of July, 1999.



Given under my hand and seal at  
 Road Town, in the Territory of the  
 British Virgin Islands

*Anthony J. P. Jones*  
 REGISTRAR OF COMPANIES

CRTI001CC





BRITISH VIRGIN ISLANDS

THE INTERNATIONAL BUSINESS COMPANIES ACT  
(CAP 291)

MEMORANDUM OF ASSOCIATION  
AND  
ARTICLES OF ASSOCIATION  
OF  
BRINGTON CAPITAL S.A.

IBC NO: 332553

Incorporated the 5<sup>th</sup> day of July, 1982

MOSSACK FONSECA & CO. (B.V.I.)  
Tortola, British Virgin Islands



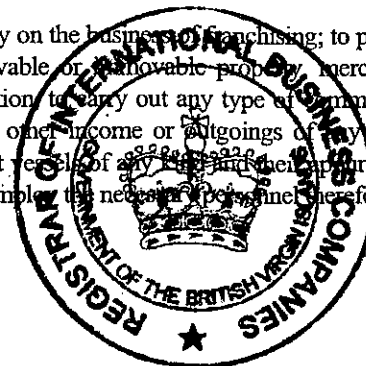
**BRITISH VIRGIN ISLANDS**  
**THE INTERNATIONAL BUSINESS COMPANIES ACT**  
(CAP. 291)

**MEMORANDUM OF ASSOCIATION**

**OF**  
**BRINGTON CAPITAL S.A.**

("the Company")

1. The Name of the Company is **Brington Capital S.A.**
2. The Registered Office of the Company is Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, British Virgin Islands or such other place within the British Virgin Islands as the directors may from time to time determine.
3. The Registered Agent of the Company is Mossack Fonseca & Co. (B.V.I.) Ltd., P.O. Box 3136, Road Town, Tortola, British Virgin Islands or such other person or company being a person or company entitled to act as a Registered Agent as the directors may from time to time determine.
4. The objects for which the Company is established are:
  - (a) To carry on the business of an investment company and for that purpose to acquire (by original subscription, contract, tender, purchase or exchange underwriting) and to hold, in the name of the Company or of any nominee, share stocks, debentures, debenture stocks, bonds, notes, obligations or securities, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
  - (b) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such share stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultancy services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.
  - (c) To buy, own, hold, subdivide, lease, sell, rent, prepare building sites, construct, reconstruct, alter, improve, decorate, furnish, operate, maintain, reclaim or otherwise deal with and/or develop land and buildings and otherwise deal in real estate in all its branches, to make advances upon the security of land or houses or other property or any interest therein, and whether erected or in course of erection and whether on first mortgage or charge or subject to a prior mortgage or mortgages or charge or charges, and to develop land and buildings as may seem expedient but without prejudice to the generality of the foregoing.
  - (d) To carry on the business of traders and merchants of any kind, nature or description, and the sale or rendering of related products and services, and the employment of the necessary personnel therefor.
  - (e) Without prejudice to the generality of the foregoing paragraphs: to carry on the business of franchising; to purchase, sell, exchange, lease, manage, hold, trade, invest in all kinds of movable or immovable property, merchandise, commodities, effects, products, services of any kind, nature or description; to carry out any type of commercial or financial operation, to receive and/or pay royalties, commissions and other income or outgoings of any kind, to purchase, construct, charter, own, operate, manage, administer transport vessels of any kind and their appurtenances and related services and agencies; to sell or render related services and employ the necessary personnel therefor.



- (f) To buy, sell, underwrite, invest in, exchange or otherwise acquire, and to hold, manage, develop, deal with and turn to account any bonds, debentures, shares (whether fully paid or not), stock options, commodities, futures, forward contracts, notes or securities of governments, states, municipalities, public authorities or public or private limited or unlimited companies in any part of the world, precious metals, gems, works of art and other articles of value, and whether on a cash or margin basis and including short sales, and to lend money against the security of any of the aforementioned property.
- (g) To borrow or raise money from, but not restricted to, banks by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities founded or based upon all or any of the assets or property of the Company or without any such security and upon such terms as to priority or otherwise as the Company shall think fit.
- (h) To engage in any other business or businesses whatsoever, or in any act or activity, which are not prohibited under any law for the time being in force in the British Virgin Islands.
- (i) To do all such other things as are incidental to, or the Company may think conducive to, the attainment of all or any of the above objects.

And it is hereby declared that the intention is that each of the objects specified in each paragraph of this clause shall, except where 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.

5. The Company has no power to:

- (a) carry on business with persons resident in the British Virgin Islands;
- (b) own an interest in real property situate in the British Virgin Islands, other than a lease referred to in paragraph (e) of subsection (2);
- (c) carry on banking or trust business, unless it is licensed under the Banks and Trust Companies Act, 1990;
- (d) carry on business as an insurance or reinsurance company, insurance agent or insurance broker, unless it is licensed under an enactment authorising it to carry on that business;
- (e) carry on the business of company management unless it is licensed under the Company Management Act, 1990, or
- (f) carry on the business of providing the Registered Office or the Registered Agent for companies incorporated in the British Virgin Islands.

Paragraph (e) of subsection (2) set out in paragraph 5 (b) above refers to section 5 of the International Business Companies Act (CAP. 291). According to paragraph (e) of subsection (2), an International Business Company shall not be treated as carrying on business with persons resident in the British Virgin Islands by reason that it holds a lease of property for use as an office from which to communicate with members or where books and records of the Company are prepared or maintained.

The Company Management Act, 1990 referred to in paragraph 5 (e) above governs company management activities carried out in or from within the British Virgin Islands only.

- 6. The shares in the Company shall be issued in the currency of the United States of America.
- 7. The authorised capital of the Company is US\$50,000.00 divided into 50,000 shares with a par value of US\$1.00 each. The directors are duly empowered to issue shares as registered shares or to the bearer as they may at their discretion determine by resolution.



8. The shares shall be divided into such number of classes and series as the directors shall by resolution from time to time determine and until so divided shall comprise one class and series.
9. The directors shall by resolution have the power to issue any class or series of shares that the Company is authorised to issue in its capital, original or increased, with or subject to any designations, powers, preferences, rights, qualifications, limitations and restrictions.
10. Shares issued as registered shares may be exchanged for shares issued to bearer, and shares issued to bearer may be exchanged for registered shares.
11. Where shares are issued to bearer, the bearer, identified for this purpose by the number of the share certificate, shall be requested to give to the Company the name and address of an agent or attorney for service of any notice, information or written statement required to be given to members, and service upon such agent or attorney shall constitute service upon the bearer of such shares. In the absence of such name and address being given, it shall be sufficient for the purpose of service for the Company to publish the notice, information or written statement in a newspaper circulated in the British Virgin Islands or in a newspaper in the place where the Company has its principal office.
12. The liability of members of the Company is limited.
13. The Company may by resolution of its members or of its directors, amend or modify any of the conditions contained in this Memorandum of Association and increase or reduce the authorised capital of the Company in any way which may be permitted by law.

We, MOSSACK FONSECA & CO. (B.V.I.) LTD., of P. O. Box 3136, Road Town, Tortola, British Virgin Islands for the purpose of incorporating an International Business Company under the laws of the British Virgin Islands hereby subscribe our name to this Memorandum of Association.

---


**NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER**

---

**MOSSACK FONSECA & CO. (B.V.I.) LTD.**

Akara Bldg.  
24 De Castro Street  
Wickhams Cay I  
Road Town, Tortola  
British Virgin Islands

Trust Company

  
Rosemarie Flax  
Assistant Secretary

---

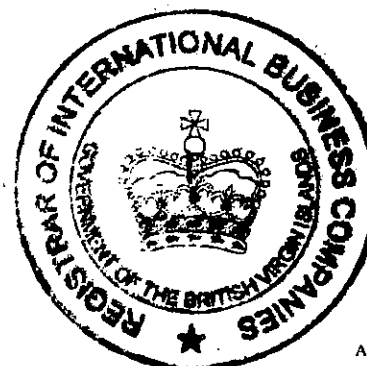
Dated this 5<sup>th</sup> day of July, 1999.

WITNESS to the above signature:

  
Desiree Chalwell

Wickhams Cay I  
Road Town, Tortola  
British Virgin Islands

Secretary



**BRITISH VIRGIN ISLANDS**  
**THE INTERNATIONAL BUSINESS COMPANIES ACT**  
**(CAP. 291)**

**ARTICLES OF ASSOCIATION**

**OF**  
**BRINGTON CAPITAL S.A.**

("the Company")

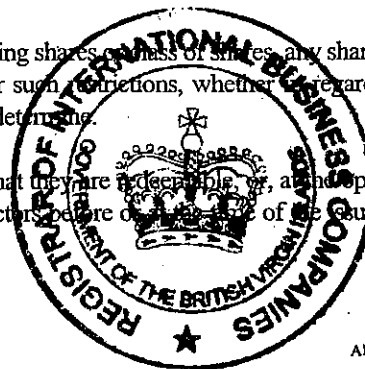
1. References in these Regulations to the Act shall mean The International Business Companies Act (Cap. 291). The following Regulations shall constitute the Regulations of the Company. In these Articles, words and expressions defined in the Act shall have the same meaning and, unless otherwise required by the context, the singular shall include the plural and vice versa, the masculine shall include the feminine and neuter, and references to persons shall include corporations and all legal entities capable of having a legal existence.

**SHARES**

2. The authorised capital of the Company is US\$50,000.00 divided into 50,000 shares with a par value of US\$1.00 each. The directors are duly empowered to issue shares as registered shares or to the bearer as they may at their discretion determine by resolution.
3. Every person whose name is entered as a member in the share register being the holder of registered shares, and every person who subscribes for shares issued to bearer, shall be entitled to a certificate signed by the director(s) or officer(s) so authorised and under the common seal of the Company, specifying the share or shares held and the par value thereof, provided that in respect of a registered share, or shares, held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.
4. In the case of bearer shares, each certificate for shares issued to bearer shall carry an identifying number, and the Company shall maintain a register of the name and address of an agent or attorney which may be given to the Company by the bearer, identified for this purpose by such identifying number, for service of any notice, information or written statement required to be given to members.
5. If a certificate is worn out or lost, it may be renewed on production of the worn-out certificate, or on satisfactory proof of its loss together with such indemnity as the directors may reasonably require. Any member receiving a share certificate shall indemnify and hold the Company and its officers harmless from any loss or liability which it or they may incur by reason of wrongful or fraudulent use or representation made by any person by virtue of the possession of such certificate.

**SHARE CAPITAL AND VARIATION OF RIGHTS**

6. Subject to the provisions of these Articles, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration, being not less than the par value of the shares being disposed of, and upon such terms and conditions as the directors may determine.
7. Without prejudice to any special rights previously conferred on the holders of any existing shares, any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the directors may from time to time determine.
8. Subject to the provisions of the Act in this regard, shares may be issued on the terms that they are redeemable, or, at the option of the Company, liable to be redeemed on such terms and in such manner as the directors may from time to time determine.



AMENDMENT TO ARTICLES

104. The Company may alter or modify the conditions contained in these Regulations, as originally drafted or as amended from time to time, by a resolution of either the Company member(s) or of the director(s).

We, MOSSACK FONSECA & CO. (B.V.I.) LTD., of P. O. Box 3136, Road Town, Tortola, British Virgin Islands for the purpose of incorporating an International Business Company under the laws of the British Virgin Islands hereby subscribe our name to these Articles of Association.

---


NAME, ADDRESS AND DESCRIPTION OF SUBSCRIBER

---

MOSSACK FONSECA & CO. (B.V.I.) LTD.

Akara Bldg.  
24 De Castro Street  
Wickhams Cay I  
Road Town, Tortola  
British Virgin Islands

Trust Company

  
Rosemarie Flax  
Assistant Secretary

---

Dated this 5<sup>th</sup> day of July, 1999.

WITNESS to the above signature:

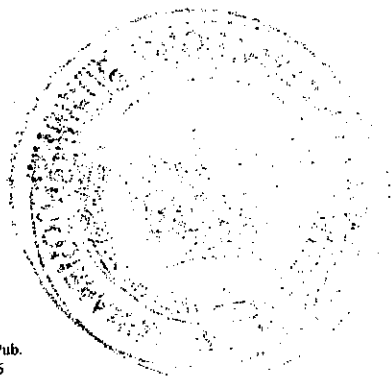


---

Desiree Chalwell

Wickhams Cay I  
Road Town, Tortola  
British Virgin Islands

Secretary

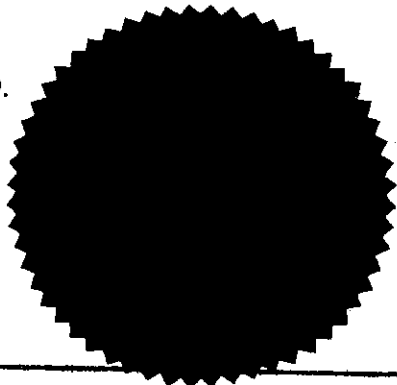



TORTOLA

VIRGIN ISLANDS

I HEREBY CERTIFY that the attached are copies of the Certificate of Incorporation and Memorandum and Articles of Association issued by the Registrar of Companies for **BRINGTON CAPITAL S.A.**, an International Business Company incorporated in the British Virgin Islands on the 5<sup>th</sup> July, 1999 as IBC No. **332553**.

DATED the *13th* day of *July*, 1999.



  
**Charles Kerins – NOTARY PUBLIC**  
P.O. Box 144  
Road Town, Tortola  
British Virgin Islands

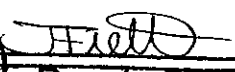
My Commission is for life

**APOSTILLE**  
(Convention de La Haye du 5 octobre, 1961)

1. Country: British Virgin Islands  
This public document

2. has been signed by Charles Kerins  
3. acting in the capacity of Notary Public  
4. bears the seal/stamp of Charles Kerins

5. at Road Town Certified 6. the 15<sup>th</sup> July 1999  
7. by Deputy Governor  
8. No. D 65/70  
9. Seal/stamp \_\_\_\_\_ 10 \_\_\_\_\_

Signature  
  
Deputy Governor

