

Wind Acquisition Holdings Finance S.A., Societe Anonyme.

Registered office: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R. C. Luxembourg B 10 9.823.
statutes

In the year two thousand and five, on the 29th day of July.

Before Us, Maitre Leonie Grethen, notary, residing in Rambrouch, in replacement of Maitre Blanche Moutrier, notary, residing at Esch-sur-Alzette (Grand-Duchy of Luxembourg).

There appeared the following:

(i) CCT CORPORATE NOMINEES LIMITED, a company governed by the law of Ireland, with registered office at Custom House Plaza, Block 6, International Financial Services Centre, Dublin 1, Ireland, registered with the Companies Register of Dublin, under the number 385.161, acting in its capacity as Trustee of WIND ACQUISITION HOLDINGS FINANCE S.A. CHARITABLE TRUST, a trust governed by the law of Ireland,

represented by Maitre Marc Meyers, attorney, residing in Luxembourg by virtue of a proxy given on July 26th, 2005; and

(ii) Weather PikCo S.p.A, a company governed by the laws of Italy, with its registered office at Palazzo Odescalchi, Piazza SS. Apostoli, 80, 00187 Rome, Italy,

represented by Maitre Marc Meyers, attorney, residing in Luxembourg by virtue of a proxy given on July 29th, 2005.

The above mentioned proxies, signed by all the appearing persons and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

Such appearing parties, acting in the above stated capacities, have drawn up the following articles of incorporation (the «Articles of Incorporation») of a company which they declared organized among themselves: Chapter I. - Form, Name, Registered office, Object, Duration

Art. 1. Form, Name. There is hereby established among the subscribers and all those who may become owners of the shares hereafter created a company (the «Company») in the form of a societe anonyme which will be governed by the laws of the Grand Duchy of Luxembourg and by the present articles of incorporation (the «Articles of Incorporation»).

The Company will exist under the name of WIND ACQUISITION HOLDINGS FINANCE S.A.

Art. 2. Registered Office. The Company will have its registered office in the City of Luxembourg.

The registered office may be transferred to any other place within the City of Luxembourg by a resolution of the Board of Directors.

Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by resolution of the Board of Directors.

In the event that in the view of the Board of Directors extraordinary political, economic or social developments occur or are imminent that would interfere with the normal activities of the Company at its registered office or with the ease of communications with such office or between such office and persons abroad, it may temporarily transfer the registered office abroad, until the complete

cessation of these abnormal circumstances. Such temporary measures will have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of the registered office, will remain a company governed by the laws of the Grand Duchy of Luxembourg. Such temporary measures will be taken and notified to any interested parties by one of the bodies or persons entrusted with the daily management of the Company.

Art. 3. Object. The object of the Company is to: (i) borrow money or issue bonds or other debts securities of any description (with or without collateral) and to on-lend the proceeds of such borrowings or issuances to one designated company, or any other company belonging to the same group, and any of its successors or assigns and to grant a security interest in such proceeds loan and (ii) to do all such other things as may be considered incidental or conducive to any of the above-mentioned actions.

Art. 4. Duration. The Company is formed for an unlimited duration.

It may be dissolved by unanimous decision of the shareholders.

Chapter II. - Capital shares

Art. 5. Subscribed Capital. The subscribed capital of the Company is set at thirty-one thousand Euro (EUR 31,000.-) divided into six thousand two hundred (6,200) shares with a par value of five Euro (EUR 5.-) each.

The subscribed capital of the Company may be increased or reduced by a decision of the General Meeting of Shareholders voting with the same quorum as for the amendment of these Articles of Incorporation.

Art. 6. Shares. The shares will be in the form of registered shares.

A shareholders' register which may be examined by any shareholder will be kept at the registered office. The register will contain the precise designation of each shareholder and the indication of the number of shares held, the indication of the payments made on the shares as well as the transfers of shares and the dates thereof.

Each shareholder will notify to the Company by registered letter its address and any change thereof. The Company will be entitled to rely on the last address thus communicated.

Ownership of the registered shares will result from the recordings in the shareholders' register.

Transfers of shares will be carried out by a declaration of transfer entered into the shareholders' register, dated and signed by the transferor and the transferee or by their representative(s). Transfers of shares may also be carried out in accordance with the rules on the transfer of claims laid down in article 1690 of the Luxembourg Civil code. Furthermore, the Company may accept and enter into the shareholders' register any transfer referred to in any correspondence or other document showing the consent of the transferor and the transferee.

Notwithstanding the foregoing or anything to the contrary contained elsewhere in these Articles of Incorporation, the shareholders of the Company may not sell, transfer, mortgage, charge or otherwise dispose of all or any portion of the shares of the Company held by them without the prior written consent of the Company, which the Company shall not grant to the extent it determines that such sale, transfer, mortgage, charge or other disposition would cause an event of default under any facility, indenture, instrument or similar agreement or arrangement pursuant to which any principal amount of borrowed money is owed by the Company. The Company will not accept and enter into the shareholders register, and ownership of shares will not result from, any purported sale,

transfer, mortgage, charge or other disposition of shares without the prior written consent of the Company.

Certificates reflecting the recordings in the shareholders register will be delivered to the shareholders.

Shares may be held in trust by one or several shareholders.

Art. 7. Increase and Reduction of Capital. The capital of the Company may be increased or reduced in one (1) or several times by a resolution of the shareholders voting with the quorum and majority rules set by these Articles of Incorporation or, as the case may be, by the law for any amendment of these Articles of Incorporation.

New shares may only be issued (whether by way of subscription by contribution in cash or in kind) to the existing shareholders and only in proportion to the part of the capital which each such shareholder is then holding. Any reduction in share capital must be made in proportion to the part of the capital which the existing shareholders then hold.

Art. 8. Acquisition of own Shares. The Company may acquire its own shares. The Company may only acquire its own shares from the existing shareholders in proportion to the part of the capital which such shareholders then hold.

The acquisition and holding of its own shares will be in compliance with the conditions and limits established by the law. Chapter III. - Board of directors, Statutory auditors

Art. 9. Board of Directors. The Company will be administered by a board of directors (the «Board of Directors») composed of at least three (3) members who need not be shareholders (the «Directors»).

The Directors will be elected by the shareholders' meeting, which will determine their number, for a period not exceeding six (6) years, and they will hold office until their successors are elected. They are re-eligible, but they may be removed at any time, with or without cause, by a resolution of the shareholders' meeting.

In the event of a vacancy on the Board of Directors, the remaining Directors may meet and may elect by majority vote a director to fill such vacancy until the next meeting of shareholders.

Art. 10. Meetings of the Board of Directors. The Board of Directors will appoint from among its members a chairman (the «Chairman»). It may also appoint a secretary, who need not be a Director and who will be responsible for keeping the minutes of the meetings of the Board of Directors and of the shareholders.

The Board of Directors will meet upon receiving a written notice for such a meeting from the Chairman. A meeting of the Board of Directors must be convened if any two (2) Directors so require.

The Chairman will preside at all meetings of the Board of Directors and of the shareholders, except that in his absence the Board of Directors may appoint another Director and the general meeting of shareholders may appoint any other person as chairman pro tempore by vote of the majority present or represented at such meeting.

Except in cases of urgency or with the prior consent of all those entitled to attend, at least twenty-four (24) hours' written notice of board meetings shall be given. Any such notice shall specify the time and place of the meeting as well as the agenda and the nature of the business to be transacted.

The notice may be waived by the written consent received by fax or by telegram from each Director. No separate notice is required for meetings held at times and places specified in a schedule previously adopted by resolution of the Board of Directors.

Every Board meeting shall be held in Luxembourg or such other place as the Board of Directors may from time to time determine.

Any Director may act at any meeting of the Board of Directors by appointing in writing, by fax or by telegram another Director as his proxy.

A quorum of the Board of Directors shall be the presence or the representation of a majority of the Directors holding office.

Decisions will be taken by a majority of the votes of the Directors present or represented at such meeting.

One (1) or more Directors may participate in a meeting by means of a conference call, by videoconference or by any similar means of communication thus enabling several persons participating therein to simultaneously communicate with each other. Such participation shall be deemed equivalent to a physical presence at the meeting.

A written decision, signed by all the Directors, is proper and valid as though it had been adopted at a meeting of the Board of Directors which was duly convened and held. Such a decision can be documented in a single document or in several separate documents having the same content and each of them signed by one (1) or several Directors.

Art. 11. Minutes of Meetings of the Board of Directors. The minutes of any meeting of the Board of Directors will be signed by the chairman of the meeting. Any proxies will remain attached thereto.

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise will be signed by the Chairman or by any two (2) members of the Board of Directors.

Art. 12. Powers of the Board of Directors. The Board of Directors is vested with the broadest powers (except for those powers which are expressly reserved by law to the general meeting of shareholders) to perform all acts necessary or useful for accomplishing the Company's object. All powers not expressly reserved by law to the general meeting of shareholders are in the competence of the Board of Directors.

Art. 13. Delegation of Powers. The Board of Directors may delegate the daily management of the Company and the representation of the Company within such daily management to one (1) or more Directors, officers, executives, employees or other persons who may but need not be shareholders, or delegate special powers or proxies, or entrust determined permanent or temporary functions to persons or agents chosen by it.

Delegation of daily management to a member of the Board of Directors is subject to previous authorisation by the general meeting of shareholders.

Art. 14. Conflict of Interests. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one (1) or more of the Directors or officers of the Company has a personal interest in, or is a director, associate, officer or employee of such other company or firm. Except as otherwise provided for hereafter, any Director or officer of the Company who serves as a director, associate, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such

other company or firm, be automatically prevented from considering and voting or acting upon any matters with respect to such contract or other business.

Notwithstanding the above, in the event that any Director or officer of the Company may have any personal interest in any transaction of the Company, he shall make known to the Board of Directors such personal interest and shall not consider or vote on any such transaction, and such transaction and such Director's or officer's interest therein shall be reported to the next general meeting of shareholders.

The Company shall indemnify any Director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company, or, at the request of the Company, of any other company of which the Company is a shareholder or creditor and by which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by its legal counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 15. Representation of the Company. The Company will be bound towards third parties by the joint signature of any two (2) Directors or by the sole signature of the person to whom the daily management of the Company has been delegated, within such daily management, or by the joint signatures or sole signature of any persons to whom such signatory power has been delegated by the Board of Directors, but only within the limits of such power.

Art. 16. Statutory Auditors. The supervision of the operations of the Company is entrusted to one or more auditor(s) who need not be shareholders.

The auditors will be elected by the shareholders' meeting, which will determine the number of such auditors, for a period not exceeding six (6) years, and they will hold office until their successors are elected. At the end of their term as auditors, they shall be eligible for re-election, but they may be removed at any time, with or without cause, by a resolution of the shareholders' meeting.

Chapter IV. - Meeting of shareholders

Art. 17. Powers of the Meeting of Shareholders. Any regularly constituted meeting of shareholders of the Company represents the entire body of shareholders.

Such meeting shall have the powers conferred upon it by law.

Art. 18. Annual General Meeting. The annual general meeting will be held at the registered office of the Company or at such other place as may be specified in the notice convening the meeting on the fifth day of the month of May of each year, at 14.30 p.m.

If such day is a public holiday, the meeting will be held on the next following business day.

Art. 19. Other General Meetings. The Board of Directors may convene other general meetings. Such meetings must be convened if shareholders representing at least one fifth of the Company's capital so require.

Shareholders' meetings, including the annual general meeting, may be held abroad if, in the judgement of the Board of Directors, which is final, circumstances of force majeure so require.

Art. 20. Procedure, Vote. Shareholders will meet upon receiving a written notice for such a meeting from the Board of Directors or the auditor or the auditors made in compliance with Luxembourg law. The notice sent to the shareholders in accordance with the law will specify the time and place of the meeting as well as the agenda and the nature of the business to be transacted.

If all the shareholders are present or represented at a shareholders' meeting and if they state that they have been informed of the agenda of the meeting, the meeting may be held without prior notice.

A shareholder may act at any meeting of the shareholders by appointing in writing, by fax or by telegram as his proxy another person who need not be a shareholder.

The Board of Directors may determine all other conditions that must be fulfilled in order to take part in a shareholders' meeting.

Except as otherwise required by law or by the present Articles of Incorporation, resolutions will be taken by a unanimous vote of all shareholders of the Company, irrespective of the number of shares present or represented at the meeting.

One (1) vote is attached to each share.

Copies or extracts of the minutes of the meeting to be produced in judicial proceedings or otherwise will be signed by any two (2) members of the Board of Directors. Chapter V. - Financial year, Distribution of profits

Art. 21. Financial Year. The Company's financial year begins on the first day of January and ends on the last day of December in every year. The Board of Directors shall prepare annual accounts in accordance with the requirements of Luxembourg law and accounting practice.

Art. 22. Appropriation of Profits. From the annual net profits of the Company, five per cent (5%) shall be allocated to the reserve required by law. That allocation will cease to be required as soon and as long as such reserve amounts to ten per cent (10%) of the subscribed capital of the Company.

The general meeting of shareholders shall determine how the remainder of the annual net profits will be disposed of. It may decide to allocate the whole or part of the remainder to a reserve or to a provision reserve, to carry it forward to the next following financial year or to distribute it to the shareholders as dividend. Chapter VI. - Dissolution, Liquidation

Art. 23. Dissolution, Liquidation. The Company may be dissolved by unanimous decision of the shareholders. Should the Company be dissolved, the liquidation will be carried out by one or more liquidators appointed by the general meeting of shareholders, which will determine their powers and their compensation. Chapter VII. - Applicable law

Art. 24. Applicable Law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the Luxembourg law of August 10th, 1915 on commercial companies, as amended. Statement

The undersigned notary states that the conditions provided for in Article 26 of the law of August 10th, 1915 on commercial companies, as amended, have been observed.

Subscription and payment

The Articles of Incorporation of the Company having thus been drawn up by the appearing parties, these parties have subscribed for the number of shares and have paid in cash the amounts mentioned hereafter:

Shareholders

Subscribed capital (EUR) Number of shares Amount paid-in (EUR)

(1) WIND ACQUISITION FINANCE II S.A., Charitable Trust
22,630.- 4,526 22,630.-

(2) Weather PikCo S.p.A
8,370.- 1,674 8,370.-

Total
31,000.- 6,200 31,000.-

Proof of all such payments has been given to the undersigned notary who states that the conditions provided for in article 26 of the law of August 10th, 1915 on commercial companies, as amended, have been observed. Expenses

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of its formation are estimated at approximately two thousand Euro (EUR 2,000.-). Transitory provisions

The first financial year will begin on the date of formation of the Company and will end on the last day of December 2005. The first annual general meeting will thus be held in the year 2006. Extraordinary general meeting

The above-named parties, representing the entire subscribed capital and considering themselves as duly convened, have immediately proceeded to hold an extraordinary general meeting.

Having first verified that the meeting was regularly constituted, they have passed the following resolutions, each time by unanimous vote:

1. Resolved to set at three (3) the number of Directors and further resolved to appoint the following as Directors for a period ending at the annual general meeting of shareholders to be held in 2006:

- Mr. Benoit Nasr, private employee, born in Charleroi (Belgium) on 26 May 1975, residing at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg;

- Mr Pierre Van Halteren, private employee, born in Uccle (Belgium) on 30 January 1965, residing at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg; and

- Mr Carl Speecke, company director, born in Courtrai (Belgium) on 5 March 1964, residing at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg.

2. Resolved to set at one (1) the number of statutory auditors and further resolved to elect the following as statutory auditor for a period ending at the annual general meeting of shareholders to be held in 2006:

PricewaterhouseCoopers, S.a r.l., a limited liability company governed by the law of the Grand Duchy of Luxembourg, with registered office at 400, route d'Esch, L-1471 Luxembourg, Grand Duchy of Luxembourg.

3. Pursuant to the provisions of the Articles of Incorporation and of the company law the shareholders' meeting hereby authorises the Board of Directors to delegate the daily management of the Company and the representation of the Company within such daily management to one (1) or more members of the Board of Directors.

4. The registered office shall be set at 65, boulevard Grande-Duchess-Charlotte, L-1331, Luxembourg, Grand Duchy of Luxembourg.

Whereof the present deed was drawn up in Rambrouch, on the day named at the beginning of this document.

The undersigned notary who knows English, states herewith that on request of the above appearing persons, the present deed is worded in English followed by a French version; on request of the same persons and in case of divergences between the English and the French text, the English text will prevail.

The document having been read to the persons appearing, who are known to the notary by their surname, first name, civil status and residence, the said persons signed together with Us notary this original deed,
<http://www.etat.lu/memorial/memoria...601.3.2005.html>

Wind Acquisition Holdings Finance II S.A., Societe Anonyme.

Registered office: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R. C. Luxembourg B 109.824.
Statutes

In the year two thousand and five, on the 29th day of July.

Before us, Maitre Leonie Grethen, notary, residing in Rambrouch, in replacement of Maitre Blanche Moutrier, notary, residing at Esch-Sur-Alzette (Grand-Duchy of Luxembourg).

There appeared the following:

(i) CCT CORPORATE NOMINEES LIMITED, a company governed by the law of Ireland, with registered office at Custom House Plaza, Block 6, International Financial Services Centre, Dublin 1, Ireland, registered with the Companies Register of Dublin, under the number 385161, acting in its capacity as Trustee of WIND ACQUISITION HOLDINGS FINANCE II S.A., Charitable Trust, a trust governed by the law of Ireland,

represented by Maite Marc Meyers, attorney, residing in Luxembourg by virtue of a proxy given on July 26th, 2005, and

(ii) Weather PikCo S.p.A, a company governed by the laws of Italy, with its registered office at Palazzo Odescalchi, Piazza SS. Apostoli, 80, 00187 Rome, Italy,

represented by Maitre Marc Meyers, attorney, residing in Luxembourg by virtue of a proxy given on July 29th, 2005.

The above mentioned proxies, signed by all the appearing persons and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

Such appearing parties, acting in the above stated capacities, have drawn up the following articles of incorporation (the «Articles of Incorporation») of a company which they declared organized among themselves:

Chapter I. - Form, Name, Registered office, Object, Duration

Art. 1. Form, Name. There is hereby established among the subscribers and all those who may become owners of the shares hereafter created a company (the «Company») in the form of a societe anonyme which will be governed by the laws of the Grand Duchy of Luxembourg and by the present articles of incorporation (the «Articles of Incorporation»).

The Company will exist under the name of WIND ACQUISITION HOLDINGS FINANCE II S.A.

Art. 2. Registered Office. The Company will have its registered office in the City of Luxembourg.

The registered office may be transferred to any other place within the City of Luxembourg by a resolution of the Board of Directors.

Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by resolution of the Board of Directors.

In the event that in the view of the Board of Directors extraordinary political, economic or social developments occur or are imminent that would interfere with the normal activities of the Company at its registered office or with the ease of communications with such office or between such office and persons abroad, it may temporarily transfer the registered office abroad, until the complete cessation of these abnormal circumstances. Such temporary measures will have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of the registered office, will remain a company governed by the laws of the Grand Duchy of Luxembourg. Such temporary measures will be taken and notified to any interested parties by one of the bodies or persons entrusted with the daily management of the Company.

Art. 3. Object. The object of the Company is to: (i) borrow money or issue bonds or other debts securities of any description (with or without collateral) and to on-lend the proceeds of such borrowings or issuances to one designated company, or any other company belonging to the same group, and any of its successors or assigns and to grant a security interest in such proceeds loan and (ii) to do all such other things as may be considered incidental or conducive to any of the above-mentioned actions.

Art. 4. Duration. The Company is formed for an unlimited duration.

It may be dissolved by unanimous decision of the shareholders.

Chapter II. - Capital, Shares

Art. 5. Subscribed Capital. The subscribed capital of the Company is set at thirty-one thousand Euro (EUR 31,000.-) divided into six thousand two hundred (6,200) shares with a par value of five Euro (EUR 5.-) each.

The subscribed capital of the Company may be increased or reduced by a decision of the General Meeting of Shareholders voting with the same quorum as for the amendment of these Articles of Incorporation.

Art. 6. Shares. The shares will be in the form of registered shares.

A shareholders' register which may be examined by any shareholder will be kept at the registered office. The register will contain the precise designation of each shareholder and the indication of the number of shares held, the indication of the payments made on the shares as well as the transfers of shares and the dates thereof.

Each shareholder will notify to the Company by registered letter its address and any change thereof. The Company will be entitled to rely on the last address thus communicated.

Ownership of the registered shares will result from the recordings in the shareholders' register.

Transfers of shares will be carried out by a declaration of transfer entered into the shareholders' register, dated and signed by the transferor and the transferee or by their representative(s). Transfers of shares may also be carried out in accordance with the rules on the transfer of claims laid down in article 1690 of the Luxembourg Civil code. Furthermore, the Company may accept and enter into the shareholders' register any transfer referred to in any correspondence or other document showing the consent of the transferor and the transferee.

Notwithstanding the foregoing or anything to the contrary contained elsewhere in these Articles of Incorporation, the shareholders of the Company may not sell, transfer, mortgage, charge or otherwise dispose of all or any portion of the shares of the Company held by them without the prior written consent of the Company, which the Company shall not grant to the extent it determines that such sale, transfer, mortgage, charge or other disposition would cause an event of default under any facility, indenture, instrument or similar agreement or arrangement pursuant to which any principal amount of borrowed money is owed by the Company. The Company will not accept and enter into the shareholders register, and ownership of shares will not result from, any purported sale, transfer, mortgage, charge or other disposition of shares without the prior written consent of the Company.

Certificates reflecting the recordings in the shareholders register will be delivered to the shareholders.

Shares may be held in trust by one or several shareholders.

Art. 7. Increase and Reduction of Capital. The capital of the Company may be increased or reduced in one (1) or several times by a resolution of the shareholders voting with the quorum and majority rules set by these Articles of Incorporation or, as the case may be, by the law for any amendment of these Articles of Incorporation.

New shares may only be issued (whether by way of subscription by contribution in cash or in kind) to the existing shareholders and only in proportion to the part of the capital which each such shareholder is then holding. Any reduction in share capital must be made in proportion to the part of the capital which the existing shareholders then hold.

Art. 8. Acquisition of own Shares. The Company may acquire its own shares. The Company may only acquire its own shares from the existing shareholders in proportion to the part of the capital which such shareholders then hold.

The acquisition and holding of its own shares will be in compliance with the conditions and limits established by the law. Chapter III. - Board of directors, Statutory auditors

Art. 9. Board of Directors. The Company will be administered by a board of directors (the «Board of Directors») composed of at least three (3) members who need not be shareholders (the «Directors»).

The Directors will be elected by the shareholders' meeting, which will determine their number, for a period not exceeding six (6) years, and they will hold office until their successors are elected. They are re-eligible, but they may be removed at any time, with or without cause, by a resolution of the shareholders' meeting.

In the event of a vacancy on the Board of Directors, the remaining Directors may meet and may elect by majority vote a director to fill such vacancy until the next meeting of shareholders.

Art. 10. Meetings of the Board of Directors. The Board of Directors will appoint from among its members a chairman (the «Chairman»). It may also appoint a secretary, who need not be a Director and who will be responsible for keeping the minutes of the meetings of the Board of Directors and of the shareholders.

The Board of Directors will meet upon receiving a written notice for such a meeting from the Chairman. A meeting of the Board of Directors must be convened if any two (2) Directors so require.

The Chairman will preside at all meetings of the Board of Directors and of the shareholders, except that in his absence the Board of Directors may appoint another Director and the general meeting of shareholders may appoint any other person as chairman pro tempore by vote of the majority present or represented at such meeting.

Except in cases of urgency or with the prior consent of all those entitled to attend, at least twenty-four (24) hours' written notice of board meetings shall be given. Any such notice shall specify the time and place of the meeting as well as the agenda and the nature of the business to be transacted.

The notice may be waived by the written consent received by fax or by telegram from each Director. No separate notice is required for meetings held at times and places specified in a schedule previously adopted by resolution of the Board of Directors.

Every Board meeting shall be held in Luxembourg or such other place as the Board of Directors may from time to time determine.

Any Director may act at any meeting of the Board of Directors by appointing in writing, by fax or by telegram another Director as his proxy.

A quorum of the Board of Directors shall be the presence or the representation of a majority of the Directors holding office.

Decisions will be taken by a majority of the votes of the Directors present or represented at such meeting.

One (1) or more Directors may participate in a meeting by means of a conference call, by videoconference or by any similar means of communication thus enabling several persons participating therein to simultaneously communicate with each other. Such participation shall be deemed equivalent to a physical presence at the meeting.

A written decision, signed by all the Directors, is proper and valid as though it had been adopted at a meeting of the Board of Directors which was duly convened and held. Such a decision can be documented in a single document or in several separate documents having the same content and each of them signed by one (1) or several Directors.

Art. 11. Minutes of Meetings of the Board of Directors. The minutes of any meeting of the Board of Directors will be signed by the chairman of the meeting. Any proxies will remain attached thereto.

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise will be signed by the Chairman or by any two (2) members of the Board of Directors.

Art. 12. Powers of the Board of Directors. The Board of Directors is vested with the broadest powers (except for those powers which are expressly reserved by law to the general meeting of shareholders) to perform all acts necessary or useful for accomplishing the Company's object. All powers not expressly reserved by law to the general meeting of shareholders are in the competence of the Board of Directors.

Art. 13. Delegation of Powers. The Board of Directors may delegate the daily management of the Company and the representation of the Company within such daily management to one (1) or more Directors, officers, executives, employees or other persons who may but need not be shareholders, or delegate special powers or proxies, or entrust determined permanent or temporary functions to persons or agents chosen by it.

Delegation of daily management to a member of the Board of Directors is subject to previous authorisation by the general meeting of shareholders.

Art. 14. Conflict of Interests. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one (1) or more of the Directors or officers of the Company has a personal interest in, or is a director, associate, officer or employee of such other company or firm. Except as otherwise provided for hereafter, any Director or officer of the Company who serves as a director, associate, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be automatically prevented from considering and voting or acting upon any matters with respect to such contract or other business.

Notwithstanding the above, in the event that any Director or officer of the Company may have any personal interest in any transaction of the Company, he shall make known to the Board of Directors such personal Interest and shall not consider or vote on any such transaction, and such transaction and such Director's or officer's interest therein shall be reported to the next general meeting of shareholders.

The Company shall indemnify any Director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company, or, at the request of the Company, of any other company of which the Company is a shareholder or creditor and by which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by its legal counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 15. Representation of the Company. The Company will be bound towards third parties by the joint signature of any two (2) Directors or by the sole signature of the person to whom the daily management of the Company has been delegated, within such daily management, or by the joint signatures or sole signature of any persons to whom such signatory power has been delegated by the Board of Directors, but only within the limits of such power.

Art. 16. Statutory Auditors. The supervision of the operations of the Company is entrusted to one or more auditor(s) who need not be shareholders.

The auditors will be elected by the shareholders' meeting, which will determine the number of such auditors, for a period not exceeding six (6) years, and they will hold office until their successors are elected. At the end of their term as

auditors, they shall be eligible for re-election, but they may be removed at any time, with or without cause, by a resolution of the shareholders' meeting.
Chapter IV. - Meeting of shareholders

Art. 17. Powers of the Meeting of Shareholders. Any regularly constituted meeting of shareholders of the Company represents the entire body of shareholders.

Such meeting shall have the powers conferred upon it by law.

Art. 18. Annual General Meeting. The annual general meeting will be held at the registered office of the Company or at such other place as may be specified in the notice convening the meeting on the fifth day of the month of May of each year, at 14.30 p.m.

If such day is a public holiday, the meeting will be held on the next following business day.

Art. 19. Other General Meetings. The Board of Directors may convene other general meetings. Such meetings must be convened if shareholders representing at least one fifth of the Company's capital so require.

Shareholders' meetings, including the annual general meeting, may be held abroad if, in the judgement of the Board of Directors, which is final, circumstances of force majeure so require.

Art. 20. Procedure, Vote. Shareholders will meet upon receiving a written notice for such a meeting from the Board of Directors or the auditor or the auditors made in compliance with Luxembourg law. The notice sent to the shareholders in accordance with the law will specify the time and place of the meeting as well as the agenda and the nature of the business to be transacted.

If all the shareholders are present or represented at a shareholders' meeting and if they state that they have been informed of the agenda of the meeting, the meeting may be held without prior notice.

A shareholder may act at any meeting of the shareholders by appointing in writing, by fax or by telegram as his proxy another person who need not be a shareholder.

The Board of Directors may determine all other conditions that must be fulfilled in order to take part in a shareholders' meeting.

Except as otherwise required by law or by the present Articles of Incorporation, resolutions will be taken by a unanimous vote of all shareholders of the Company, irrespective of the number of shares present or represented at the meeting.

One (1) vote is attached to each share.

Copies or extracts of the minutes of the meeting to be produced in judicial proceedings or otherwise will be signed by any two (2) members of the Board of Directors. Chapter V. - Financial year, Distribution of profits

Art. 21. Financial Year. The Company's financial year begins on the first day of January and ends on the last day of December in every year. The Board of Directors shall prepare annual accounts in accordance with the requirements of Luxembourg law and accounting practice.

Art. 22. Appropriation of Profits. From the annual net profits of the Company, five per cent (5%) shall be allocated to the reserve required by law. That

allocation will cease to be required as soon and as long as such reserve amounts to ten per cent (10%) of the subscribed capital of the Company.

The general meeting of shareholders shall determine how the remainder of the annual net profits will be disposed of. It may decide to allocate the whole or part of the remainder to a reserve or to a provision reserve, to carry it forward to the next following financial year or to distribute it to the shareholders as dividend. Chapter VI. - Dissolution, Liquidation

Art. 23. Dissolution, Liquidation. The Company may be dissolved by unanimous decision of the shareholders. Should the Company be dissolved, the liquidation will be carried out by one or more liquidators appointed by the general meeting of shareholders, which will determine their powers and their compensation. Chapter VII. - Applicable law

Art. 24. Applicable Law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the Luxembourg law of August 10th, 1915 on commercial companies, as amended. Statement

The undersigned notary states that the conditions provided for in Article 26 of the law of August 10th, 1915 on commercial companies, as amended, have been observed.

Subscription and payment

The Articles of Incorporation of the Company having thus been drawn up by the appearing parties, these parties have subscribed for the number of shares and have paid in cash the amounts mentioned hereafter:

Shareholders

Subscribed Number Amount paid-in
capital (EUR) of shares (EUR)

(1) WIND ACQUISITION HOLDINGS FINANCE II S.A., Charitable Trust
22,630.- 4,526 22,630.-

(2) WEATHER PikCo S.p.A.
8,370.- 1,674 8,370.-

Total
31,000.- 6,200 31,000.-

Proof of all such payments has been given to the undersigned notary who states that the conditions provided for in article 26 of the law of August 10th, 1915 on commercial companies, as amended, have been observed. Expenses

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of its formation are estimated at approximately two thousand Euro (EUR 2,000.-). Transitory provisions

The first financial year will begin on the date of formation of the Company and will end on the last day of December 2005. The first annual general meeting will thus be held in the year 2006. Extraordinary general meeting

The above-named parties, representing the entire subscribed capital and considering themselves as duly convened, have immediately proceeded to hold an extraordinary general meeting.

Having first verified that the meeting was regularly constituted, they have passed the following resolutions, each time by unanimous vote:

1. Resolved to set at three (3) the number of Directors and further resolved to appoint the following as Directors for a period ending at the annual general meeting of shareholders to be held in 2006:

- Mr Benoit Nasr, private employee, born in Charleroi (Belgium) on 26 May 1975, residing at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg;

- Mr Pierre Van Halteren, private employee, born in Uccle (Belgium) on 30 January 1965, residing at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg; and

- Mr Carl Speecke, company director, born in Courtrai (Belgium) on 5 March 1964, residing at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg.

2. Resolved to set at one (1) the number of statutory auditors and further resolved to elect the following as statutory auditor for a period ending at the annual general meeting of shareholders to be held in 2006:

PricewaterhouseCoopers, S.a r.l., a limited liability company governed by the law of the Grand Duchy of Luxembourg, with registered office at 400, route d'Esch, L-1471 Luxembourg, Grand Duchy of Luxembourg.

3. Pursuant to the provisions of the Articles of Incorporation and of the company law the shareholders' meeting hereby authorises the Board of Directors to delegate the daily management of the Company and the representation of the Company within such daily management to one (1) or more members of the Board of Directors.

4. The registered office shall be set at 65, boulevard Grande-Duchesse Charlotte, L-1331, Luxembourg, Grand Duchy of Luxembourg.

Whereof the present deed was drawn up in Rambrouch, on the day named at the beginning of this document.

The undersigned notary who knows English, states herewith that on request of the above appearing persons, the present deed is worded in English followed by a French version; on request of the same persons and in case of divergences between the English and the French text, the English text will prevail.

The document having been read to the persons appearing, who are known to the notary by their surname, first name, civil status and residence, the said persons signed together with Us notary this original deed,
<http://www.etat.lu/memorial/memoria...606.3.2005.html>

Wind Acquisition Finance S.A., Societe Anonyme.

Registered office: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R. C. Luxembourg B 10 9.825.
Statutes

In the year two thousand and five, on the 29th day of July.

Before us, Maitre Leonie Grethen, notary, residing in Rambrouch, in replacement of Maitre Blanche Moutrier, notary, residing at Esch-Sur-Alzette (Grand-Duchy of Luxembourg).

There appeared the following:

(i) CCT CORPORATE NOMINEES LIMITED, a company governed by the law of Ireland, with registered office at Custom House Plaza, Block 6, International Financial Services Centre, Dublin 1, Ireland, registered with the Companies Register of Dublin, under the number 385161, acting in its capacity as Trustee of WIND ACQUISITION FINANCE S.A., Charitable Trust, a trust governed by the law of Ireland,

represented by Maitre Marc Meyers, attorney, residing in Luxembourg, by virtue of a proxy given on July 26th, 2005,

and

(ii) WEATHER BidCo S.p.A, a company governed by the laws of Italy, with its registered office at Palazzo Odescalchi, Piazza SS. Apostoli, 80, 00187 Rome, Italy,

represented by Maitre Marc Meyers, attorney, residing in Luxembourg, by virtue of a proxy given on July 29th, 2005.

The above mentioned proxies, signed by all the appearing persons and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

Such appearing parties, acting in the above stated capacities, have drawn up the following articles of incorporation (the «Articles of Incorporation») of a company which they declared organized among themselves: Chapter I. - Form, Name, Registered office, Object, Duration

Art. 1. Form, Name. There is hereby established among the subscribers and all those who may become owners of the shares hereafter created a company (the «Company») in the form of a societe anonyme which will be governed by the laws of the Grand Duchy of Luxembourg and by the present articles of incorporation (the «Articles of Incorporation»).

The Company will exist under the name of WIND ACQUISITION FINANCE S.A.

Art. 2. Registered Office. The Company will have its registered office in the City of Luxembourg.

The registered office may be transferred to any other place within the City of Luxembourg by a resolution of the Board of Directors.

Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by resolution of the Board of Directors.

In the event that in the view of the Board of Directors extraordinary political, economic or social developments occur or are imminent that would interfere with the normal activities of the Company at its registered office or with the ease of communications with such office or between such office and persons abroad, it may temporarily transfer the registered office abroad, until the complete cessation of these abnormal circumstances. Such temporary measures will have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of the registered office, will remain a company governed by the laws of the Grand Duchy of Luxembourg. Such temporary measures will be taken and notified to any interested parties by one of the bodies or persons entrusted with the daily management of the Company.

Art. 3. Object. The object of the Company is to: (i) borrow money or issue bonds or other debts securities of any description (with or without collateral) and to on-lend the proceeds of such borrowings or issuances to one designated company,

or any other company belonging to the same group, and any of its successors or assigns and to grant a security interest in such proceeds loan and (ii) to do all such other things as may be considered incidental or conducive to any of the above-mentioned actions.

Art. 4. Duration. The Company is formed for an unlimited duration.

It may be dissolved by unanimous decision of the shareholders.

Chapter II. - Capital, Shares

Art. 5. Subscribed Capital. The subscribed capital of the Company is set at thirty-one thousand Euro (EUR 31,000.-) divided into six thousand two hundred (6,200) shares with a par value of five Euro (EUR 5.-) each.

The subscribed capital of the Company may be increased or reduced by a decision of the General Meeting of Shareholders voting with the same quorum as for the amendment of these Articles of Incorporation.

Art. 6. Shares. The shares will be in the form of registered shares.

A shareholders' register which may be examined by any shareholder will be kept at the registered office. The register will contain the precise designation of each shareholder and the indication of the number of shares held, the indication of the payments made on the shares as well as the transfers of shares and the dates thereof.

Each shareholder will notify to the Company by registered letter its address and any change thereof. The Company will be entitled to rely on the last address thus communicated.

Ownership of the registered shares will result from the recordings in the shareholders' register.

Transfers of shares will be carried out by a declaration of transfer entered into the shareholders' register, dated and signed by the transferor and the transferee or by their representative(s). Transfers of shares may also be carried out in accordance with the rules on the transfer of claims laid down in article 1690 of the Luxembourg Civil Code. Furthermore, the Company may accept and enter into the shareholders' register any transfer referred to in any correspondence or other document showing the consent of the transferor and the transferee.

Notwithstanding the foregoing or anything to the contrary contained elsewhere in these Articles of Incorporation, the shareholders of the Company may not sell, transfer, mortgage, charge or otherwise dispose of all or any portion of the shares of the Company held by them without the prior written consent of the Company, which the Company shall not grant to the extent it determines that such sale, transfer, mortgage, charge or other disposition would cause an event of default under any facility, indenture, instrument or similar agreement or arrangement pursuant to which any principal amount of borrowed money is owed by the Company. The Company will not accept and enter into the shareholders register, and ownership of shares will not result from, any purported sale, transfer, mortgage, charge or other disposition of shares without the prior written consent of the Company.

Certificates reflecting the recordings in the shareholders register will be delivered to the shareholders.

Shares may be held in trust by one or several shareholders.

Art. 7. Increase and Reduction of Capital. The capital of the Company may be increased or reduced in one (1) or several times by a resolution of the shareholders voting with the quorum and majority rules set by these Articles of

Incorporation or, as the case may be, by the law for any amendment of these Articles of Incorporation.

New shares may only be issued (whether by way of subscription by contribution in cash or in kind) to the existing shareholders and only in proportion to the part of the capital which each such shareholder is then holding. Any reduction in share capital must be made in proportion to the part of the capital which the existing shareholders then hold.

Art. 8. Acquisition of own Shares. The Company may acquire its own shares. The Company may only acquire its own shares from the existing shareholders in proportion to the part of the capital which such shareholders then hold.

The acquisition and holding of its own shares will be in compliance with the conditions and limits established by the law. Chapter III. - Board of directors, Statutory auditors

Art. 9. Board of Directors. The Company will be administered by a board of directors (the «Board of Directors») composed of at least three (3) members who need not be shareholders (the «Directors»).

The Directors will be elected by the shareholders' meeting, which will determine their number, for a period not exceeding six (6) years, and they will hold office until their successors are elected. They are re-eligible, but they may be removed at any time, with or without cause, by a resolution of the shareholders' meeting.

In the event of a vacancy on the Board of Directors, the remaining Directors may meet and may elect by majority vote a director to fill such vacancy until the next meeting of shareholders.

Art. 10. Meetings of the Board of Directors. The Board of Directors will appoint from among its members a chairman (the «Chairman»). It may also appoint a secretary, who need not be a Director and who will be responsible for keeping the minutes of the meetings of the Board of Directors and of the shareholders.

The Board of Directors will meet upon receiving a written notice for such a meeting from the Chairman. A meeting of the Board of Directors must be convened if any two (2) Directors so require.

The Chairman will preside at all meetings of the Board of Directors and of the shareholders, except that in his absence the Board of Directors may appoint another Director and the general meeting of shareholders may appoint any other person as chairman pro tempore by vote of the majority present or represented at such meeting.

Except in cases of urgency or with the prior consent of all those entitled to attend, at least twenty-four (24) hours' written notice of board meetings shall be given. Any such notice shall specify the time and place of the meeting as well as the agenda and the nature of the business to be transacted.

The notice may be waived by the written consent received by fax or by telegram from each Director. No separate notice is required for meetings held at times and places specified in a schedule previously adopted by resolution of the Board of Directors.

Every Board meeting shall be held in Luxembourg or such other place as the Board of Directors may from time to time determine.

Any Director may act at any meeting of the Board of Directors by appointing in writing, by fax or by telegram another Director as his proxy.

A quorum of the Board of Directors shall be the presence or the representation of a majority of the Directors holding office.

Decisions will be taken by a majority of the votes of the Directors present or represented at such meeting.

One (1) or more Directors may participate in a meeting by means of a conference call, by videoconference or by any similar means of communication thus enabling several persons participating therein to simultaneously communicate with each other. Such participation shall be deemed equivalent to a physical presence at the meeting.

A written decision, signed by all the Directors, is proper and valid as though it had been adopted at a meeting of the Board of Directors which was duly convened and held. Such a decision can be documented in a single document or in several separate documents having the same content and each of them signed by one (1) or several Directors.

Art. 11. Minutes of Meetings of the Board of Directors. The minutes of any meeting of the Board of Directors will be signed by the chairman of the meeting. Any proxies will remain attached thereto.

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise will be signed by the Chairman or by any two (2) members of the Board of Directors.

Art. 12. Powers of the Board of Directors. The Board of Directors is vested with the broadest powers (except for those powers which are expressly reserved by law to the general meeting of shareholders) to perform all acts necessary or useful for accomplishing the Company's object. All powers not expressly reserved by law to the general meeting of shareholders are in the competence of the Board of Directors.

Art. 13. Delegation of Powers. The Board of Directors may delegate the daily management of the Company and the representation of the Company within such daily management to one (1) or more Directors, officers, executives, employees or other persons who may but need not be shareholders, or delegate special powers or proxies, or entrust determined permanent or temporary functions to persons or agents chosen by it.

Delegation of daily management to a member of the Board of Directors is subject to previous authorisation by the general meeting of shareholders.

Art. 14. Conflict of Interests. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one (1) or more of the Directors or officers of the Company has a personal interest in, or is a director, associate, officer or employee of such other company or firm. Except as otherwise provided for hereafter, any Director or officer of the Company who serves as a director, associate, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be automatically prevented from considering and voting or acting upon any matters with respect to such contract or other business.

Notwithstanding the above, in the event that any Director or officer of the Company may have any personal interest in any transaction of the Company, he shall make known to the Board of Directors such personal interest and shall not consider or vote on any such transaction, and such transaction and such Director's or officer's interest therein shall be reported to the next general meeting of shareholders.

The Company shall indemnify any Director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with

any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company, or, at the request of the Company, of any other company of which the Company is a shareholder or creditor and by which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by its legal counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 15. Representation of the Company. The Company will be bound towards third parties by the joint signature of any two (2) Directors or by the sole signature of the person to whom the daily management of the Company has been delegated, within such daily management, or by the joint signatures or sole signature of any persons to whom such signatory power has been delegated by the Board of Directors, but only within the limits of such power.

Art. 16. Statutory Auditors. The supervision of the operations of the Company is entrusted to one or more auditor(s) who need not be shareholders.

The auditors will be elected by the shareholders' meeting, which will determine the number of such auditors, for a period not exceeding six (6) years, and they will hold office until their successors are elected. At the end of their term as auditors, they shall be eligible for re-election, but they may be removed at any time, with or without cause, by a resolution of the shareholders' meeting.

Chapter IV. - Meeting of shareholders

Art. 17. Powers of the Meeting of Shareholders. Any regularly constituted meeting of shareholders of the Company represents the entire body of shareholders.

Such meeting shall have the powers conferred upon it by law.

Art. 18. Annual General Meeting. The annual general meeting will be held at the registered office of the Company or at such other place as may be specified in the notice convening the meeting on the fifth day of the month of May of each year, at 14.30 p.m.

If such day is a public holiday, the meeting will be held on the next following business day.

Art. 19. Other General Meetings. The Board of Directors may convene other general meetings. Such meetings must be convened if shareholders representing at least one fifth of the Company's capital so require.

Shareholders' meetings, including the annual general meeting, may be held abroad if, in the judgement of the Board of Directors, which is final, circumstances of force majeure so require.

Art. 20. Procedure, Vote. Shareholders will meet upon receiving a written notice for such a meeting from the Board of Directors or the auditor or the auditors made in compliance with Luxembourg law. The notice sent to the shareholders in accordance with the law will specify the time and place of the meeting as well as the agenda and the nature of the business to be transacted.

If all the shareholders are present or represented at a shareholders' meeting and if they state that they have been informed of the agenda of the meeting, the meeting may be held without prior notice.

A shareholder may act at any meeting of the shareholders by appointing in writing, by fax or by telegram as his proxy another person who need not be a shareholder.

The Board of Directors may determine all other conditions that must be fulfilled in order to take part in a shareholders' meeting.

Except as otherwise required by law or by the present Articles of Incorporation, resolutions will be taken by a unanimous vote of all shareholders of the Company, irrespective of the number of shares present or represented at the meeting.

One (1) vote is attached to each share.

Copies or extracts of the minutes of the meeting to be produced in judicial proceedings or otherwise will be signed by any two (2) members of the Board of Directors. Chapter V. - Financial year, Distribution of profits

Art. 21. Financial Year. The Company's financial year begins on the first day of January and ends on the last day of December in every year. The Board of Directors shall prepare annual accounts in accordance with the requirements of Luxembourg law and accounting practice.

Art. 22. Appropriation of Profits. From the annual net profits of the Company, five per cent (5%) shall be allocated to the reserve required by law. That allocation will cease to be required as soon and as long as such reserve amounts to ten per cent (10%) of the subscribed capital of the Company.

The general meeting of shareholders shall determine how the remainder of the annual net profits will be disposed of. It may decide to allocate the whole or part of the remainder to a reserve or to a provision reserve, to carry it forward to the next following financial year or to distribute it to the shareholders as dividend. Chapter VI. - Dissolution, Liquidation

Art. 23. Dissolution, Liquidation. The Company may be dissolved by unanimous decision of the shareholders. Should the Company be dissolved, the liquidation will be carried out by one or more liquidators appointed by the general meeting of shareholders, which will determine their powers and their compensation. Chapter VII. - Applicable law

Art. 24. Applicable Law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the Luxembourg law of August 10th, 1915 on commercial companies, as amended. Statement

The undersigned notary states that the conditions provided for in Article 26 of the law of August 10th, 1915 on commercial companies, as amended, have been observed.

Subscription and payment

The Articles of Incorporation of the Company having thus been drawn up by the appearing parties, these parties have subscribed for the number of shares and have paid in cash the amounts mentioned hereafter:

Shareholders

Subscribed Number Amount paid-in
capital (EUR) of shares (EUR)

(1) WIND ACQUISITION FINANCE S.A., Charitable Trust
22,630.- 4,526 22,630.-

(2) WEATHER BidCo S.p.A
8,370.- 1,674 8,370.-

Total
31,000.- 6,200 31,000.-

Proof of all such payments has been given to the undersigned notary who states that the conditions provided for in article 26 of the law of August 10th, 1915 on commercial companies, as amended, have been observed. Expenses

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of its formation are estimated at approximately two thousand Euro (EUR 2,000.-). Transitory provisions

The first financial year will begin on the date of formation of the Company and will end on the last day of December 2005. The first annual general meeting will thus be held in the year 2006. Extraordinary general meeting

The above-named parties, representing the entire subscribed capital and considering themselves as duly convened, have immediately proceeded to hold an extraordinary general meeting.

Having first verified that the meeting was regularly constituted, they have passed the following resolutions, each time by unanimous vote:

1. Resolved to set at three (3) the number of Directors and further resolved to appoint the following as Directors for a period ending at the annual general meeting of shareholders to be held in 2006:

- Mr Benoit Nasr, private employee, born in Charleroi (Belgium) on 26 May 1975, residing at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg;

- Mr Pierre Van Halteren, private employee, born in Uccle (Belgium) on 30 January 1965, residing at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg; and

- Mr Carl Speecke, company director, born in Courtrai (Belgium) on 5 March 1964, residing at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg.

2. Resolved to set at one (1) the number of statutory auditors and further resolved to elect the following as statutory auditor for a period ending at the annual general meeting of shareholders to be held in 2006:

PricewaterhouseCoopers, S.a r.l., a limited liability company governed by the law of the Grand Duchy of Luxembourg, with registered office at 400, route d'Esch, L-1471 Luxembourg, Grand Duchy of Luxembourg.

3. Pursuant to the provisions of the Articles of Incorporation and of the company law the shareholders' meeting hereby authorises the Board of Directors to delegate the daily management of the Company and the representation of the Company within such daily management to one (1) or more members of the Board of Directors.

4. The registered office shall be set at 65, boulevard Grande-Duchesse Charlotte, L-1331, Luxembourg, Grand Duchy of Luxembourg.

Whereof the present deed was drawn up in Rambrouch, on the day named at the beginning of this document.

The undersigned notary who knows English, states herewith that on request of the above appearing persons, the present deed is worded in English followed by a French version; on request of the same persons and in case of divergences between the English and the French text, the English text will prevail.

The document having been read to the persons appearing, who are known to the notary by their surname, first name, civil status and residence, the said persons signed together with Us notary this original deed,
<http://www.etat.lu/memorial/memoria...608.3.2005.html>

Wind Acquisition Finance II S.A., Societe Anonyme.

Registered office: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R. C. Luxembourg B 10 9.826.
statutes

In the year two thousand and five, on the 29th day of July.

Before Us, Maitre Leonie Grethen, notary, residing at Rambrouch, in replacement of Maitre Blanche Moutrier, notary, residing at Esch-Sur-Alzette (Grand-Duchy of Luxembourg).

There appeared the following:

(i) CCT CORPORATE NOMINEES LIMITED, a company governed by the law of Ireland, with registered office at Custom House Plaza, Block 6, International Financial Services Centre, Dublin 1, Ireland, registered with the Companies Register of Dublin, under the number 385.161, acting in its capacity as Trustee of WIND ACQUISITION FINANCE II S.A. Charitable Trust, a trust governed by the law of Ireland,

represented by Maitre Marc Meyers, attorney, residing in Luxembourg by virtue of a proxy given on July 26th, 2005; and

(ii) WEATHER BidCo S.p.A, a company governed by the laws of Italy, with its registered office at Palazzo Odescalchi, Piazza SS. Apostoli, 80, 00187 Rome, Italy,

represented by Maitre Marc Meyers, attorney, residing in Luxembourg by virtue of a proxy given on July 29th, 2005.

The above mentioned proxies, signed by all the appearing persons and the undersigned notary, will remain annexed to the present deed for the purpose of registration.

Such appearing parties, acting in the above stated capacities, have drawn up the following articles of incorporation (the «Articles of Incorporation») of a company which they declared organized among themselves: Chapter I. - Form, Name, Registered office, Object, Duration

Art. 1. Form, Name. There is hereby established among the subscribers and all those who may become owners of the shares hereafter created a company (the «Company») in the form of a societe anonyme which will be governed by the laws of the Grand Duchy of Luxembourg and by the present articles of incorporation (the «Articles of Incorporation»).

The Company will exist under the name of WIND ACQUISITION FINANCE II S.A.

Art. 2. Registered Office. The Company will have its registered office in the City of Luxembourg.

The registered office may be transferred to any other place within the City of Luxembourg by a resolution of the Board of Directors.

Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by resolution of the Board of Directors.

In the event that in the view of the Board of Directors extraordinary political, economic or social developments occur or are imminent that would interfere with the normal activities of the Company at its registered office or with the ease of communications with such office or between such office and persons abroad, it may temporarily transfer the registered office abroad, until the complete cessation of these abnormal circumstances. Such temporary measures will have no effect on the nationality of the Company, which, notwithstanding the temporary transfer of the registered office, will remain a company governed by the laws of the Grand Duchy of Luxembourg. Such temporary measures will be taken and notified to any interested parties by one of the bodies or persons entrusted with the daily management of the Company.

Art. 3. Object. The object of the Company is to: (i) borrow money or issue bonds or other debts securities of any description (with or without collateral) and to on-lend the proceeds of such borrowings or issuances to one designated company, or any other company belonging to the same group, and any of its successors or assigns and to grant a security interest in such proceeds loan and (ii) to do all such other things as may be considered incidental or conducive to any of the above-mentioned actions.

Art. 4. Duration. The Company is formed for an unlimited duration.

It may be dissolved by unanimous decision of the shareholders.

Chapter II. - Capital, Shares

Art. 5. Subscribed Capital. The subscribed capital of the Company is set at thirty-one thousand Euro (EUR 31,000.-) divided into six thousand two hundred (6,200) shares with a par value of five Euro (EUR 5.-) each.

The subscribed capital of the Company may be increased or reduced by a decision of the General Meeting of Shareholders voting with the same quorum as for the amendment of these Articles of Incorporation.

Art. 6. Shares. The shares will be in the form of registered shares.

A shareholders' register which may be examined by any shareholder will be kept at the registered office. The register will contain the precise designation of each shareholder and the indication of the number of shares held, the indication of the payments made on the shares as well as the transfers of shares and the dates thereof.

Each shareholder will notify to the Company by registered letter its address and any change thereof. The Company will be entitled to rely on the last address thus communicated.

Ownership of the registered shares will result from the recordings in the shareholders' register.

Transfers of shares will be carried out by a declaration of transfer entered into the shareholders' register, dated and signed by the transferor and the transferee or by their representative(s). Transfers of shares may also be carried out in accordance with the rules on the transfer of claims laid down in article 1690 of the Luxembourg Civil Code. Furthermore, the Company may accept and enter into the shareholders' register any transfer referred to in any

correspondence or other document showing the consent of the transferor and the transferee.

Notwithstanding the foregoing or anything to the contrary contained elsewhere in these Articles of Incorporation, the shareholders of the Company may not sell, transfer, mortgage, charge or otherwise dispose of all or any portion of the shares of the Company held by them without the prior written consent of the Company, which the Company shall not grant to the extent it determines that such sale, transfer, mortgage, charge or other disposition would cause an event of default under any facility, indenture, instrument or similar agreement or arrangement pursuant to which any principal amount of borrowed money is owed by the Company. The Company will not accept and enter into the shareholders register, and ownership of shares will not result from, any purported sale, transfer, mortgage, charge or other disposition of shares without the prior written consent of the Company.

Certificates reflecting the recordings in the shareholders register will be delivered to the shareholders.

Shares may be held in trust by one or several shareholders.

Art. 7. Increase and Reduction of Capital. The capital of the Company may be increased or reduced in one (1) or several times by a resolution of the shareholders voting with the quorum and majority rules set by these Articles of Incorporation or, as the case may be, by the law for any amendment of these Articles of Incorporation.

New shares may only be issued (whether by way of subscription by contribution in cash or in kind) to the existing shareholders and only in proportion to the part of the capital which each such shareholder is then holding. Any reduction in share capital must be made in proportion to the part of the capital which the existing shareholders then hold.

Art. 8. Acquisition of own Shares. The Company may acquire its own shares. The Company may only acquire its own shares from the existing shareholders in proportion to the part of the capital which such shareholders then hold.

The acquisition and holding of its own shares will be in compliance with the conditions and limits established by the law. Chapter III. - Board of directors, Statutory auditors

Art. 9. Board of Directors. The Company will be administered by a board of directors (the «Board of Directors») composed of at least three (3) members who need not be shareholders (the «Directors»).

The Directors will be elected by the shareholders' meeting, which will determine their number, for a period not exceeding six (6) years, and they will hold office until their successors are elected. They are re-eligible, but they may be removed at any time, with or without cause, by a resolution of the shareholders' meeting.

In the event of a vacancy on the Board of Directors, the remaining Directors may meet and may elect by majority vote a director to fill such vacancy until the next meeting of shareholders.

Art. 10. Meetings of the Board of Directors. The Board of Directors will appoint from among its members a chairman (the «Chairman»). It may also appoint a secretary, who need not be a Director and who will be responsible for keeping the minutes of the meetings of the Board of Directors and of the shareholders.

The Board of Directors will meet upon receiving a written notice for such a meeting from the Chairman. A meeting of the Board of Directors must be convened if any two (2) Directors so require.

The Chairman will preside at all meetings of the Board of Directors and of the shareholders, except that in his absence the Board of Directors may appoint another Director and the general meeting of shareholders may appoint any other person as chairman pro tempore by vote of the majority present or represented at such meeting.

Except in cases of urgency or with the prior consent of all those entitled to attend, at least twenty-four (24) hours' written notice of board meetings shall be given. Any such notice shall specify the time and place of the meeting as well as the agenda and the nature of the business to be transacted.

The notice may be waived by the written consent received by fax or by telegram from each Director. No separate notice is required for meetings held at times and places specified in a schedule previously adopted by resolution of the Board of Directors.

Every Board meeting shall be held in Luxembourg or such other place as the Board of Directors may from time to time determine.

Any Director may act at any meeting of the Board of Directors by appointing in writing, by fax or by telegram another Director as his proxy.

A quorum of the Board of Directors shall be the presence or the representation of a majority of the Directors holding office.

Decisions will be taken by a majority of the votes of the Directors present or represented at such meeting.

One (1) or more Directors may participate in a meeting by means of a conference call, by videoconference or by any similar means of communication thus enabling several persons participating therein to simultaneously communicate with each other. Such participation shall be deemed equivalent to a physical presence at the meeting.

A written decision, signed by all the Directors, is proper and valid as though it had been adopted at a meeting of the Board of Directors which was duly convened and held. Such a decision can be documented in a single document or in several separate documents having the same content and each of them signed by one (1) or several Directors.

Art. 11. Minutes of Meetings of the Board of Directors. The minutes of any meeting of the Board of Directors will be signed by the chairman of the meeting. Any proxies will remain attached thereto.

Copies or extracts of such minutes which may be produced in judicial proceedings or otherwise will be signed by the Chairman or by any two (2) members of the Board of Directors.

Art. 12. Powers of the Board of Directors. The Board of Directors is vested with the broadest powers (except for those powers which are expressly reserved by law to the general meeting of shareholders) to perform all acts necessary or useful for accomplishing the Company's object. All powers not expressly reserved by law to the general meeting of shareholders are in the competence of the Board of Directors.

Art. 13. Delegation of Powers. The Board of Directors may delegate the daily management of the Company and the representation of the Company within such daily management to one (1) or more Directors, officers, executives, employees or other persons who may but need not be shareholders, or delegate special powers or proxies, or entrust determined permanent or temporary functions to persons or agents chosen by it.

Delegation of daily management to a member of the Board of Directors is subject to previous authorisation by the general meeting of shareholders.

Art. 14. Conflict of Interests. No contract or other transaction between the Company and any other company or firm shall be affected or invalidated by the fact that any one (1) or more of the Directors or officers of the Company has a personal interest in, or is a director, associate, officer or employee of such other company or firm. Except as otherwise provided for hereafter, any Director or officer of the Company who serves as a director, associate, officer or employee of any company or firm with which the Company shall contract or otherwise engage in business shall not, by reason of such affiliation with such other company or firm, be automatically prevented from considering and voting or acting upon any matters with respect to such contract or other business.

Notwithstanding the above, in the event that any Director or officer of the Company may have any personal interest in any transaction of the Company, he shall make known to the Board of Directors such personal interest and shall not consider or vote on any such transaction, and such transaction and such Director's or officer's interest therein shall be reported to the next general meeting of shareholders.

The Company shall indemnify any Director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company, or, at the request of the Company, of any other company of which the Company is a shareholder or creditor and by which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by its legal counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

Art. 15. Representation of the Company. The Company will be bound towards third parties by the joint signature of any two (2) Directors or by the sole signature of the person to whom the daily management of the Company has been delegated, within such daily management, or by the joint signatures or sole signature of any persons to whom such signatory power has been delegated by the Board of Directors, but only within the limits of such power.

Art. 16. Statutory Auditors. The supervision of the operations of the Company is entrusted to one or more auditor(s) who need not be shareholders.

The auditors will be elected by the shareholders' meeting, which will determine the number of such auditors, for a period not exceeding six (6) years, and they will hold office until their successors are elected. At the end of their term as auditors, they shall be eligible for re-election, but they may be removed at any time, with or without cause, by a resolution of the shareholders' meeting.

Chapter IV. - Meeting of shareholders

Art. 17. Powers of the Meeting of Shareholders. Any regularly constituted meeting of shareholders of the Company represents the entire body of shareholders.

Such meeting shall have the powers conferred upon it by law.

Art. 18. Annual General Meeting. The annual general meeting will be held at the registered office of the Company or at such other place as may be specified in the notice convening the meeting on the fifth day of the month of May of each year, at 14.30 p.m.

If such day is a public holiday, the meeting will be held on the next following business day.

Art. 19. Other General Meetings. The Board of Directors may convene other general meetings. Such meetings must be convened if shareholders representing at least one fifth of the Company's capital so require.

Shareholders' meetings, including the annual general meeting, may be held abroad if, in the judgement of the Board of Directors, which is final, circumstances of force majeure so require.

Art. 20. Procedure, Vote. Shareholders will meet upon receiving a written notice for such a meeting from the Board of Directors or the auditor or the auditors made in compliance with Luxembourg law. The notice sent to the shareholders in accordance with the law will specify the time and place of the meeting as well as the agenda and the nature of the business to be transacted.

If all the shareholders are present or represented at a shareholders' meeting and if they state that they have been informed of the agenda of the meeting, the meeting may be held without prior notice.

A shareholder may act at any meeting of the shareholders by appointing in writing, by fax or by telegram as his proxy another person who need not be a shareholder.

The Board of Directors may determine all other conditions that must be fulfilled in order to take part in a shareholders' meeting.

Except as otherwise required by law or by the present Articles of Incorporation, resolutions will be taken by a unanimous vote of all shareholders of the Company, irrespective of the number of shares present or represented at the meeting.

One (1) vote is attached to each share.

Copies or extracts of the minutes of the meeting to be produced in judicial proceedings or otherwise will be signed by any two (2) members of the Board of Directors. Chapter V. - Financial year, Distribution of profits

Art. 21. Financial Year. The Company's financial year begins on the first day of January and ends on the last day of December in every year. The Board of Directors shall prepare annual accounts in accordance with the requirements of Luxembourg law and accounting practice.

Art. 22. Appropriation of Profits. From the annual net profits of the Company, five per cent (5%) shall be allocated to the reserve required by law. That allocation will cease to be required as soon and as long as such reserve amounts to ten per cent (10%) of the subscribed capital of the Company.

The general meeting of shareholders shall determine how the remainder of the annual net profits will be disposed of. It may decide to allocate the whole or part of the remainder to a reserve or to a provision reserve, to carry it forward to the next following financial year or to distribute it to the shareholders as dividend. Chapter VI. - Dissolution, Liquidation

Art. 23. Dissolution, Liquidation. The Company may be dissolved by unanimous decision of the shareholders. Should the Company be dissolved, the liquidation will be carried out by one or more liquidators appointed by the general meeting of shareholders, which will determine their powers and their compensation. Chapter VII. - Applicable law

Art. 24. Applicable Law. All matters not governed by these Articles of Incorporation shall be determined in accordance with the Luxembourg law of August 10th, 1915 on commercial companies, as amended. Statement

The undersigned notary states that the conditions provided for in Article 26 of the law of August 10th, 1915 on commercial companies, as amended, have been observed.

Subscription and payment

The Articles of Incorporation of the Company having thus been drawn up by the appearing parties, these parties have subscribed for the number of shares and have paid in cash the amounts mentioned hereafter:

Shareholders

Subscribed capital (EUR) Number of shares Amount paid-in (EUR)

(1) WIND ACQUISITION FINANCE II S.A., Charitable Trust
22,630.- 4,526 22,630.-

(2) WEATHER BidCo S.p.A
8,370.- 1,674 8,370.-

Total

31,000.- 6,200 31,000.-

Proof of all such payments has been given to the undersigned notary who states that the conditions provided for in article 26 of the law of August 10th, 1915 on commercial companies, as amended, have been observed. Expenses

The expenses, costs, fees and charges of any kind whatsoever which will have to be borne by the Company as a result of its formation are estimated at approximately two thousand Euro (EUR 2,000.-). Transitory provisions

The first financial year will begin on the date of formation of the Company and will end on the last day of December 2005. The first annual general meeting will thus be held in the year 2006. Extraordinary general meeting

The above-named parties, representing the entire subscribed capital and considering themselves as duly convened, have immediately proceeded to hold an extraordinary general meeting.

Having first verified that the meeting was regularly constituted, they have passed the following resolutions, each time by unanimous vote:

1. Resolved to set at three (3) the number of Directors and further resolved to appoint the following as Directors for a period ending at the annual general meeting of shareholders to be held in 2006:

- Mr. Benoit Nasr, private employee, born in Charleroi (Belgium) on 26 May 1975, residing at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg;

- Mr Pierre Van Halteren, private employee, born in Uccle (Belgium) on 30 January 1965, residing at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg; and

- Mr Carl Speecke, company director, born in Courtrai (Belgium) on 5 March 1964, residing at 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg, Grand Duchy of Luxembourg.

2. Resolved to set at one (1) the number of statutory auditors and further resolved to elect the following as statutory auditor for a period ending at the annual general meeting of shareholders to be held in 2006:

PricewaterhouseCoopers, S.a r.l., a limited liability company governed by the law of the Grand Duchy of Luxembourg, with registered office at 400, route d'Esch, L-1471 Luxembourg, Grand Duchy of Luxembourg.

3. Pursuant to the provisions of the Articles of Incorporation and of the company law the shareholders' meeting hereby authorises the Board of Directors to delegate the daily management of the Company and the representation of the Company within such daily management to one (1) or more members of the Board of Directors.

4. The registered office shall be set at 65, boulevard Grande-Duchesse Charlotte, L-1331, Luxembourg, Grand Duchy of Luxembourg.

Whereof the present deed was drawn up in Ram brauch, on the day named at the beginning of this document.

The undersigned notary who knows English, states herewith that on request of the above appearing persons, the present deed is worded in English followed by a French version; on request of the same persons and in case of divergences between the English and the French text, the English text will prevail.

The document having been read to the persons appearing, who are known to the notary by their surname, first name, civil status and residence, the said persons signed together with Us notary this original deed,
<http://www.etat.lu/memorial/memoria...610.3.2005.html>