

Record no.: CER/2632/2001/CRE0112

22/02/2001

CHAMBER OF COMMERCE, INDUSTRY, CRAFTS AND AGRICULTURE OF  
REGGIO EMILIA  
-BUSINESS REGISTRY OFFICE-

CERTIFICATE OF REGISTRATION IN THE ORDINARY SECTION OF THE  
BUSINESS REGISTRY

COMPANY DETAILS

Tax code number and number of registration with the Business Registry of REGGIO  
EMILIA: 09893590153

Registration date: 13/03/2000

Registered in the ORDINARY SECTION of the registry on 13/03/2000

Business or companies register number: 223176

Name of the Company: AVATAR S.P.A.

Type of company: Joint Stock Company (Società per azioni, S.p.A.)

Registered Office:

SANT'ILARIO D'ENZA (RE) VIA MARCONI, 10 Postal Code 42049

Incorporated with memorandum of association of 12/12/1989

Capital stock in EURO

Deliberated capital 155,000,000,000.000

Subscribed capital 155,000,000,000.000

Paid in capital 155,000,000,000.000

Duration of the company :

Expiration date: 31/12/2100

Object of the Company:

A) PROMOTING AND INCORPORATING ONE OR MORE GROUPS OF EITHER  
DIRECT OR INDIRECT SUBSIDIARIES OR CONNECTED UNDERTAKINGS  
OPERATING IN ANY INDUSTRIAL, COMMERCIAL OR FINANCIAL DOMAIN;  
B) CO-ORDINATING THE ORGANISATIONAL, TECHNICAL,  
ADMINISTRATIVE, COMMERCIAL AND FINANCIAL ASPECTS OF  
SUBSIDIARIES AND CONNECTED UNDERTAKINGS; C) TAKING  
PARTICIPATING INTERESTS IN ITALIAN OR FOREIGN UNDERTAKINGS,  
INCLUDING COMPANIES PURSUING DIFFERENT OBJECTIVES FROM THE  
COMPANY'S OWN; D) MANAGING THE TREASURY AND RESOURCES OF  
SUBSIDIARIES AND CONNECTED UNDERTAKINGS; E) FINANCING

PURCHASES, INCLUDING PURCHASES BY INSTALMENTS, OF MOVABLES AND IMMOVABLES, EQUIPMENT, MACHINERY, VEHICLES, BOATS AND VESSELS; F) PURCHASING, SELLING, EXCHANGING, RENTING IMMOVABLES, AND MANAGING REAL ESTATE OWNED BY THE COMPANY; G) GIVING AND RECEIVING STAND-BY LETTERS OF CREDIT, SECURITIES, GUARANTEES AND BILL GUARANTEES, INCLUDING ON BEHALF OF THIRD PARTIES; H) PURCHASING AND TRANSFERRING CREDITS OF WHATEVER NATURE AND SECURITIZING THESE CREDITS; I) PURCHASING AND TRANSFERRING TRADE BILLS, BILLS OF EXCHANGE AND SIMILAR, ITALIAN AND FOREIGN; EFFECTING TRANSACTIONS INVOLVING MERCHANDISE; EFFECTING ADVANCES ON SECURITIES AND INVESTMENTS; L) PROMOTING JOINT VENTURES AS WELL AS ANY OTHER COMMERCIAL, TECHNICAL, MANUFACTURING AND FINANCIAL FORM OF CONGLOMERATION WITH SUBSIDIARIES AND CONNECTED UNDERTAKINGS AND WITH THIRD PARTIES; M) ACQUIRING LOANS OF WHATEVER FORM FROM PARTNERS AND THIRD PARTIES; N) CARRYING ON FINANCIAL ACTIVITIES IN GENERAL.

THE COMPANY IS BARRED FROM ALL ACTIVITIES WHICH, ACCORDING TO APPLICABLE LAWS AND REGULATIONS, ARE RESERVED FOR INDIVIDUALS LISTED IN PROFESSIONAL AND SPECIAL REGISTERS AS WELL AS FROM THE COLLECTION OF SAVINGS UNDER ANY FORM. IN CONNECTION WITH THE ABOVE MENTIONED OBJECT, THE COMPANY IS ENTITLED TO CARRY OUT ALL BANK, COMMERCIAL, FINANCIAL OPERATIONS AND TRANSACTIONS INVOLVING MOVABLES AND IMMOVABLES, WHICH THE MANAGEMENT MAY DEEM NECESSARY OR USEFUL FOR THE ATTAINMENT OF THE COMPANY'S OBJECT. THE COMPANY, USING ITS OWN RESOURCES AND/OR THOSE OF THE HOLDINGS AND/OR CONNECTED COMPANIES, MAY GRANT LOAN DISBURSEMENTS OF WHATEVER AMOUNT TO PERSONS, COMPANIES, AND BODIES WHICH MAY HELP IN ANY WAY STRENGTHEN THE COMPANY OR THE CONNECTED UNDERTAKINGS OR HOLDING COMPANIES.

## COMPANY STRUCTURES

### BOARD OF DIRECTORS

Number of Directors in charge: 3

Term of office: until approval of the financial statements

### BOARD OF STATUTORY AUDITORS

- Statutory Auditors

number of Statutory Auditors in charge: 3

Term of office: 3 years

- Acting Auditors

number of Acting Auditors in charge: 2

Term of office: 3 years

Powers granted pursuant to the Articles of Association or Corporate Agreements:

The Management of the Company may also be entrusted to non-partners.

When the Management is entrusted to one single person, this person becomes the Sole Director of the Company. When the Management is entrusted to several people, these individuals form the Board of Directors. It is the Meeting's responsibility to determine the number of Directors, which may vary from two to twelve. If a Chair is not appointed by the Meeting, the Board of Directors will appoint a Chair among its own members.

The Directors' term of office may not last for more than three years.

**DIRECTORS WHO ARE EMPOWERED TO ACT AS REPRESENTATIVES OF THE COMPANY MAY CARRY OUT WHATEVER ACTIONS TO ATTAIN THE COMPANY'S OBJECT SAVE FOR ANY RESTRICTIONS ESTABLISHED BY THE LEGISLATION OR THE ARTICLES OF ASSOCIATION. RESTRICTIONS TO THE POWER OF REPRESENTATION ESTABLISHED BY THE MEMORANDUM OF ASSOCIATION OR BY THE ARTICLES OF ASSOCIATION, EVEN IF PUBLISHED, MAY NOT BE OPPOSED TO THIRD PARTIES, UNLESS IT CAN BE PROVED THAT THE LATTER HAVE INTENTIONALLY ACTED TO THE DETRIMENT OF THE COMPANY.**

**THE SOLE DIRECTOR IS EMPOWERED TO ACT AS REPRESENTATIVE OF AND SIGN ON BEHALF OF THE COMPANY AND IS GIVEN ALL POWERS OF ORDINARY AND EXTRAORDINARY ADMINISTRATION, FOR THE MANAGEMENT OF THE COMPANY, EXCEPT POWERS WHICH, ACCORDING TO THE LAW OR THE ARTICLES OF ASSOCIATION, ARE RESERVED FOR THE MEETING.**

**THE CHAIR OF THE BOARD OF DIRECTORS IS EMPOWERED TO ACT AS REPRESENTATIVE OF AND SIGN ON BEHALF OF THE COMPANY.**

**THE CHAIR OF THE BOARD OF DIRECTORS, APPOINTED BY THE MEETING, IS GIVEN ALL POWERS OF ORDINARY AND EXTRAORDINARY ADMINISTRATION, EXCEPT POWERS WHICH, ACCORDING TO THE LAW OR THE ARTICLES OF ASSOCIATION, ARE RESERVED FOR THE MEETING, ALONG WITH THE POWER TO PREPARE THE FINANCIAL STATEMENTS, TO INCREASE THE CAPITAL OF THE COMPANY, TO REDUCE THE COMPANY'S CAPITAL AND CONVENE THE MEETING IN CASE OF LOSSES EXCEEDING ONE THIRD OF THE STOCK CAPITAL.**

#### **PERSONS IN CHARGE AND THEIR POSITIONS**

**- DIRECTOR** appointed on 09/02/2001

Term of office UNTIL APPROVAL OF THE FINANCIAL STATEMENTS as at 31/12/2003

**- CHAIR OF THE BOARD OF DIRECTORS** appointed on 09/02/2001

Term of office UNTIL APPROVAL OF THE FINANCIAL STATEMENTS as at 31/12/2003

**- MANAGING DIRECTOR** appointed on 12/02/2001

Term of office UNTIL APPROVAL OF THE FINANCIAL STATEMENTS as at 31/12/2003

**Mr. RODOLFO MARUSI GUARESCHI**

Born in SALSOMAGGIORE TERME (PR) on 20/01/1950

Tax code no.: MRSRLF50A20H720N

- DIRECTOR appointed on 09/02/2001  
Term of office UNTIL APPROVAL OF THE FINANCIAL STATEMENTS as at 31/12/2003

- MANAGING DIRECTOR appointed on 12/02/2001  
Term of office UNTIL APPROVAL OF THE FINANCIAL STATEMENTS as at 31/12/2003

Mr. TRISTANO MARUSI GUARESCHI  
Born in PARMA (PR) on 30/11/1969  
Tax code no.: MRSTST69S30G337O

- DIRECTOR appointed on 09/02/2001  
Term of office UNTIL APPROVAL OF THE FINANCIAL STATEMENTS as at 31/12/2003

- MANAGING DIRECTOR appointed on 12/02/2001  
Term of office UNTIL APPROVAL OF THE FINANCIAL STATEMENTS as at 31/12/2003

Mr. VALERIO MARUSI GUARESCHI  
Born in PARMA (PR) on 14/02/1972  
Tax code no.: MRSVLR72B14G337V

- STATUTORY AUDITOR appointed on 16/10/2000  
Term of office THREE YEARS

- CHAIR OF THE BOARD OF STATUTORY AUDITORS appointed on 16/10/2000

Term of office THREE YEARS  
Mr. PIETRO MANDIROLA  
Born in TORTONA (AL) on 26/02/1939  
Tax code no.: MNDFTR39B26L304O

- STATUTORY AUDITOR appointed on 18/11/2000  
Term of office THREE YEARS

Mr. CORRADO MANDIROLA  
Born in TORTONA (AL) on 16/07/1966  
Tax code no.: MNDCRD66L16L304F

- STATUTORY AUDITOR appointed on 18/11/2000  
Term of office THREE YEARS

Mr. GIUSEPPE OTTOBELLI  
Born in CASTELLEONE (CR) on 20/03/1948  
Tax code no.: TTSGPP48C20C153B

- ACTING AUDITOR appointed on 18/11/2000  
Term of office THREE YEARS

Ms. NICOLETTA MOLINARI  
Born in LECCO (LC) on 13/04/1970  
Tax code no.: MLNNLT70D53E507Z



- ACTING AUDITOR appointed on 18/11/2000  
Term of office THREE YEARS  
Mr. CRISTIAN FABIO PARADISO  
Born in COMO (CO) on 09/07/1969  
Tax code no.: PRDCST69L09C933M

### COMPANY HISTORY

Company start up date: 12/12/1989

Activities carried on at the Company's registered office:  
The company has been carrying on all the activities mentioned in the object part of the statement since 12/12/1989;

### PREVIOUS DETAILS OF REGISTRATION:

Companies register no. RE-2000-11204

This certificate reproduces information/data entered in the register as at today's date.

STAMP DUTY PAID VIRTUALLY, AUTHORISATION OF THE MINISTRY OF  
FINANCE - OFFICE OF REGGIO EMILIA, no. 7127/92 REP. 2 of 24/3/1992.

Received for qty. 2 stamps	Lire 40,000 (**Forty thousand**)
for fees	Lire 10,000 (**Ten thousand**)
Total	Lire 50,000 (**Fifty thousand**)
Total in Euro	25.62

In addition, we declare that over the last 5 years this office has not received any statement of bankruptcy, forced liquidation, composition with creditors or receivership, which weighs upon the Company.

BRUNO SALA  
(Registrar of companies)

\*\*\*end of certificate\*\*\*



APOSTILLE  
(Convention de la Haye du 5 octobre 1961)

ITALY

This public document  
was signed by Mr. .... Bruno Sala .....  
in his capacity as .... Registrar of companies of the Chamber of Commerce of Reggio  
Emilia.....

stamped with the seal of the  
aforementioned Chamber of Commerce

CERTIFIED

in Reggio Emilia on .... Feb. 22, 2001.....  
by .... Maria Francesca Galaverni....  
.... Administrative Assistant....  
with record number: 96/2001

Maria Francesca Galaverni  
(Administrative Assistant)  
P.P. The Prefect

Notary Stefano Spagna Musso in S. Secondo Parmense certifies that this is a true copy  
of the original document.  
Parma, June 14<sup>th</sup>, 2001  
Signature and stamp.

In the following, act of extrajudicial oath taken by the translator Flora Bonetti, before  
the Chacellor of the Ordinary Tribunal in Milan as well as legalisation of the signature  
of said Chancellor by the *Procura della Repubblica* of the Tribunal of Milan, according  
to The Hague Convention 05.10.1961.

Milan, June 19<sup>th</sup> 2001

  
FLORA BONETTI  
INTERPRETE TRADUTTRICE GIURATA  
N. 3151 R.C.T. Tribunale di Milano





N° ISCRIZIONE  
8151

# TRIBUNALE ORDINARIO DI MILANO

## VERBALE DI GIURAMENTO DI TRADUZIONE STRAGIUDIZIALE DI TRADUTTORE ISCRITTO ALL'ALBO DEL TRIBUNALE DI Milano

L'anno 200 1 e questo giorno 21 del mese di giugno  
nella Cancelleria del Tribunale Ordinario di Milano avanti  
sottoscritto Cancelliere è personalmente comparsa a ia signora

Flora Bonetti Nat<sup>a</sup> a Milano

il 13.01.1957 residente in Milano Via Crimea, 3

identificata a con documento Carta identità n° AG 5444080

rilasciato da Comune di Milano il 07.02.2001 iscritta a nell'Albo dei Traduttori  
del Tribunale di Milano al n. 8151 per la/e

lingua/e Spagnolo - Inglese

la quale esibisce la traduzione che precede in lingua inglese, da  
da lui/lei effettuata in data 19/06/2001 chiede di poterla giurare ai sensi di  
di legge.

Ammonita ai sensi dell'art. 193 c.p.c. e dell'art. 483 c.p. 1 componente  
presta il giuramento ripetendo le parole: "Giuro di aver ben e  
fedelmente proceduto alle operazioni e di non aver avuto altro scopo che  
quello di far conoscere la verità".

Si raccoglie il presente giuramento di traduzione stragiudiziale per gli usi  
consentiti dalla legge<sup>(1)</sup>.



IL CANCELLIERE C2  
Dott.ssa Annamaria Restelli

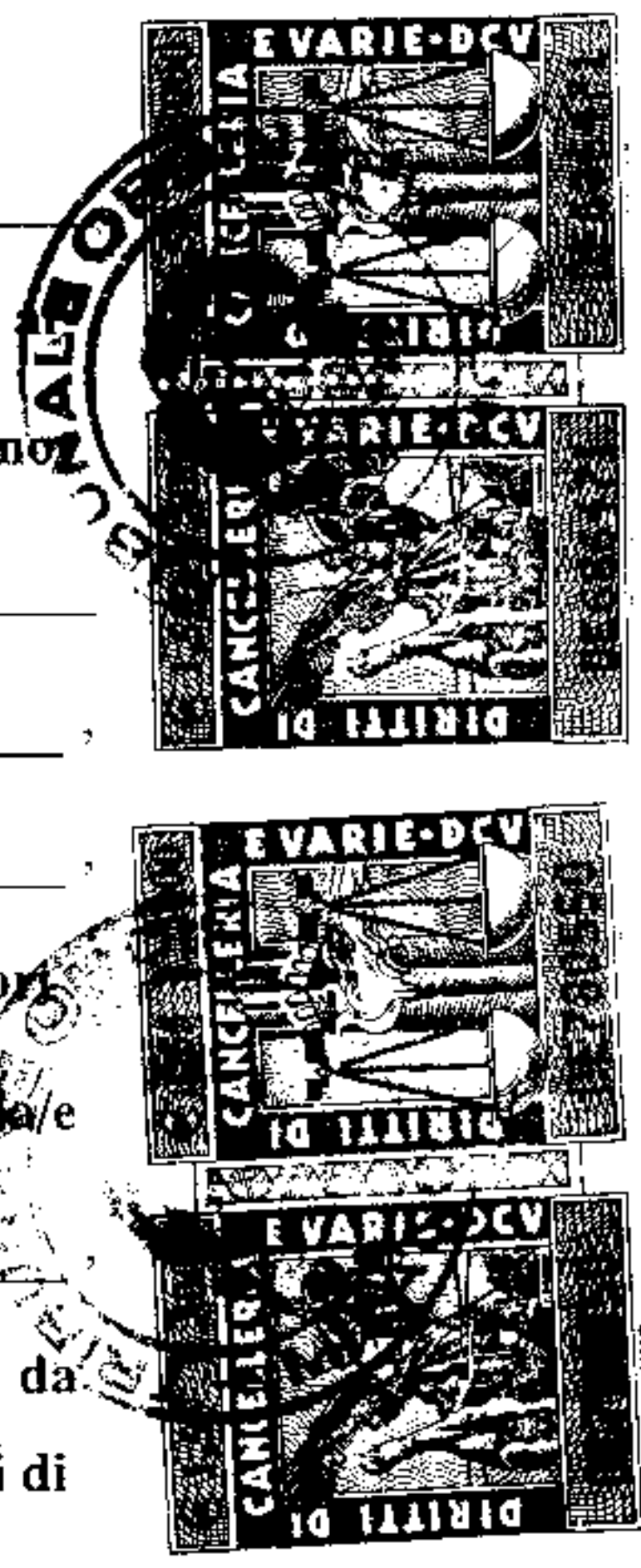


### NOTA BENE:

L'Ufficio non assume alcuna responsabilità per quanto riguarda il  
contenuto della traduzione asseverata con il giuramento di cui sopra.



<sup>(1)</sup> R.D. 1238/39; L. n° 15/68; L. n° 319/80 e Direttive CEE 92/51.



5363AP



APOSTILLE

[Convention de la Haje du 5 ottobre 1961]

- 1. Paese ITALIA
- Il presente atto pubblico
- 2. è stato sottoscritto da Demetrio Lopez
- 3. agente in qualità di Stefano Antonio Fubini
- 4. e rogato dal Stefano di Mario membro di

Attestato

- 5. a MILANO ..... 6. il 21/06/2001
- 7. dell'ufficio del pubblico ministero
- 8. sotto il numero 5363AP
- 9. con assegnazione numero Stefano di Mario
- 10. Firma

Il Sost. Procuratore della Repubblica  
Dr. Felice Giuseppe