

Translation

Annex to the notarial deed
of 22 March 2002, Doc.-No M 113/2002

**ARTICLES OF ASSOCIATION OF
MARIA EICHHORN AKTIENGESELLSCHAFT**

§ 1 NAME AND SEAT OF THE COMPANY

1. The name of the company shall be

Maria Eichhorn Aktiengesellschaft

2. The company shall have its seat in Berlin.

§ 2 FINANCIAL YEAR

The financial year shall be the calendar year. The first financial year shall be a short financial year. It shall begin when the company is entered in the commercial register and end on 31 December 2002.

§ 3 OBJECT OF THE UNDERTAKING

The object of the undertaking is to manage and preserve the company's own assets. In that respect the assets which the company obtained by way of capital contributions upon its formation shall be remain unchanged. These assets should not become part of the macro-economic circulation of money and accumulation of capital or be used to create added value.

§ 4 SUBSCRIBED SHARE CAPITAL AND SHARES

1. The company's subscribed share capital shall amount to Euro 50,000.
2. This subscribed share capital shall be divided into 50,000 shares, each with a nominal value of one Euro each.
3. The shares shall be made out to the holder.

§ 5 MANAGING BOARD

1. The managing board shall consist of one or more members.
2. The members of the managing board shall be appointed by the supervisory board for a maximum of five years. They may be reappointed. The supervisory board shall determine the number of the members of the managing board.
3. The managing board shall manage the company.
4. It shall represent the company to others. Where there is only one member of the supervisory board, he or she shall represent the company solely. Where there are several members of the managing board, they shall be authorised to represent the company jointly. In derogation thereof, the supervisory board may grant any or all members of the managing board authorisation to represent the company solely even where there are several members of the management board. The supervisory board may grant members of the managing board authorisation to conduct legal transactions in the name of the company with themselves as representatives of a third party.

§ 6 SUPERVISORY BOARD

1. The supervisory board shall consist of three members.
2. The supervisory board shall advise the managing board and monitor its management of the company. It may, in particular, inspect the assets

and the papers of the company. The managing board shall, in accordance with the law, report to the supervisory board regularly and on particular occasions.

3. Members of the supervisory board shall be elected by a shareholders' meeting, save where rules of law on employee participation provide otherwise.
4. The term of office of the supervisory board members shall run until the termination of the shareholders' meeting which shall take a decision on formal approval of their activities in respect of the fourth financial year after the beginning of the term of office. The year in which the term of office begins shall not be included. The shareholders' meeting may establish a shorter term of office when electing members.
5. The supervisory board shall elect a chairperson and a deputy chairperson from among its members.
6. The supervisory board should meet once every calendar quarter and must do so once every calendar half-year.
7. Resolutions of the supervisory board may also be adopted in writing or by telephone or by other means of data transmission where no member objects to such procedure.
8. Minutes shall be kept of the meetings and resolutions of the supervisory board.
9. The chairperson of the supervisory board or, where he or she is prevented from doing so, the deputy chairperson, may make declarations of intent on behalf of the supervisory board.

§ 7 SHAREHOLDERS' MEETINGS

1. Shareholders' meetings shall be convened by the managing board unless the law provides otherwise.

2. An ordinary shareholders' meeting shall be held within the first eight months of each financial year.

§ 8 ANNUAL ACCOUNTS AND ANNUAL REPORT

1. Within the first three months of each financial year the managing board shall draw up the annual accounts (comprising the balance sheet, the profit and loss account and the notes on the accounts) and an annual report on the preceding financial year.
2. The managing board shall, without delay, submit the annual accounts and the annual report to the supervisory board.
3. The supervisory board shall audit these documents and report the results of the audit to the shareholders' meeting in writing.
4. Where the supervisory board approves the annual accounts, they shall be deemed to have been adopted. Otherwise, the shareholders' meeting shall take a decision on the adoption of the annual accounts where the managing board and the supervisory delegate this responsibility to it or where the supervisory board does not approve the annual accounts.

§ 9 OFFICIAL ANNOUNCEMENTS

Official announcements by the company shall be published only in the Official Gazette of the Federal Republic of Germany ("Bundesanzeiger").

§ 10 FOUNDATION COSTS

The costs incurred in founding the company shall be borne by Ms Maria Eichhorn.