

(Private Company)
"THE COMPANIES ACT"

Form of Annual Return of a Company having a Share Capital

As required by Part IV of The Companies Act (Section 153)

Annual Return of **AVTO METALS PUBLIC LIMITED COMPANY**

Made up to the **29th day of April, 2009**

Address of Registered Office: **Suite 3g, Eurolife Building, 1 Corral Road, Gibraltar**

SUMMARY OF SHARE CAPITAL AND SHARES

1. Nominal Share Capital	USD100,000.00	divided into	10,000,000 Ordinary	shares of	USD0.01	each
2. Total Number of Shares taken up to the 29th day of April, 2009 being the date of the Return (which Number must agree with the Total shown in the List as held by existing Members)					5,367,115	Ordinary
3. Number of Shares issued subject to payment wholly in Cash					5,367,115	Ordinary
4. Number of Shares issued as fully paid up otherwise than in Cash					Nil	
5. Number of Shares issued as partly paid up to the extent of per Share otherwise than in Cash					Nil	
6. Number of Shares (if any) issued at a discount					Nil	
7. Number of Shares (if any) issued at a discount					Nil	
8. Total amount of discount on the issue of Shares which has not been written off at the date of this Return					Nil	
9. There has been called up on each of	5,367,115	Ordinary	shares		USD0.01	
10. There has been called up on each of	Nil		shares		Nil	
11. There has been called up on each of	Nil		shares		Nil	
12. Total amount of Calls received, including Payments on Application and Allotment					USD53,671.15	
13. Total amount (if any) agreed to be considered as paid on Nil Shares which have been issued as fully paid up otherwise than in Cash					Nil	
14. Total amount (if any) agreed to be considered as paid on Nil Shares which have been issued as fully paid up to the extent of Nil per share otherwise than in Cash					Nil	
15. Total amount of Calls unpaid					Nil	
16. Total amount of the sums (if any) paid by way of Commission in respect of any Shares or Debentures or allowed by way of Discount in respect of any Shares or Debentures since the date of the last Return					Nil	
17. Total number of Shares forfeited					Nil	
18. Total amount paid (if any) on Shares forfeited					Nil	
19. Total amount of Shares for which Share Warrants to Bearer are outstanding					Nil	
20. Total amount of Share Warrants to Bearer issued and surrendered respectively since the date of the last Return				Issued:	Nil	
				Surrendered:	Nil	
21. Number of Shares comprised in each Share Warrant to Bearer					Nil	
22. Total Amount of Indebtedness of the Company in respect of all Mortgages and Charges of the kind which are required (or, in the case of a Company registered in Scotland, which, if the Company had been registered in England, would be required) to be registered with the Registrar of Companies under The Companies Act					Nil	

Presented by **STM Fidecs Management Limited**
Montagu Pavilion, 8-10 Queensway, Gibraltar

#VPF:F0014764#

List of Persons holding Shares in **AVTO METALS PUBLIC LIMITED COMPANY** on the **29th day of April, 2009** and of Persons who have held Shares therein at any time since the date of the last Return, or (in case of their Names and the First Return) of the Incorporation of the Company, showing Addresses, and an Account of the Shares so held.

N.B. - If the names in this list are not arranged in alphabetical order, an Index sufficient to enable the name of any person in the list to be readily found must be annexed to this list.

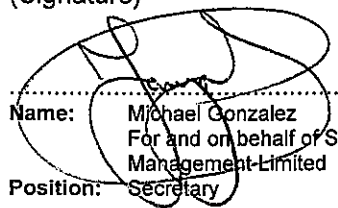
Folio in Register Ledger containing Particulars	NAMES, ADDRESSES AND OCCUPATIONS				ACCOUNT OF SHARES				REMARKS	
	SURNAME	CHRISTIAN NAME	ADDRESS	OCCUPATION	*Number of Shares held by existing Members at date of Return.+	(*) Particulars of shares transferred since the date of the last return or in the case of the first return since the incorporation of the company, by persons who are still members.		(*) Particulars of shares transferred since the date of the last return or in the case of the first return since the incorporation of the company, by persons who have ceased to be members.		
					Number.+	Date of Registration of Transfer	Number.+	Date of Registration of Transfer		
					Ordinary Shares					
					<u>5,367,115</u>					

* The aggregate number of Shares held, and not the Distinctive Numbers, must be stated and the column must add up throughout, so as to make the one total stated in the Summary to have been taken up.

+ When the Shares are of different classes, these columns may be sub-divided so that the number of each class held, or transferred, may be shown separately. Where any Shares have been converted into Stock, the amount of Stock held by each member must be shown.

(*) The date of Registration of each Transfer should be given as well as the Number of Shares transferred on each date. The Particulars should be placed opposite the name of the Transferor, and not opposite that of the Transferee, but the name of the Transferee may be inserted in the "Remarks" column immediately opposite the particulars of each Transfer.

(Signature)



Name: Michael Gonzalez
For and on behalf of STM Fidecs Management Limited

Position: Secretary

(State whether Director or Manager or Secretary)

Particulars of the Directors and Secretaries of AVTO METALS PUBLIC LIMITED COMPANY at the date of the Annual Return*.

The present Christian Name or Names and Surname	Any former Christian Name or Names or Surname	Nationality	Nationality of Origin (if other than the present Nationality)	Usual Residential Address	*Other Business Occupation, if any. If none, state so.
Wayne S. Marshall		American			Company Executive
Isaiah W. Cox		American			Company Director
Rodney T. Cox		American			Company Director
Peter Vanderwicken		American			Company Director
Iris Oren Cox		American			Patent Attorney
Secretaries:					
STM Fidocs Management Limited				Montagu Pavilion 8-10 Queensway Gibraltar	Corporate Body

* "Director" includes any person who occupies the position of a Director by whatever name called, and any person in accordance with whose directions or instructions the Directors of the Company are accustomed to act.

** In the case of a Corporation its Corporate Name and Registered or Principal Office should be shown.

***In the case of an individual who has no business occupation but holds any other directorship or directorships particulars of that directorship or of some one of those directorships must be entered.

Certificate to be given by a Private Company

I certify that the Company has not since the date of the *last Annual Return, issued any invitation to the public to subscribe for any Shares or Debentures of the Company.

(Signature)

Name: Michael Gonzalez
For and on behalf of STM Fidecs Management Limited
Position: Secretary

(State whether Director or Secretary)

*In the case of the first Annual Return strike out the words "last annual return" and substitute with the words "incorporation of the Company."

Certificate to be given if the number of members exceeds fifty

I certify that the excess of Members of the Company above fifty consists wholly of persons who are in the employment of the Company and/or of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be Members of the Company.

(Signature) (State whether Director or Secretary)