

Co No. 02427464

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF JUST WILLS LIMITED

(AS amended by Special Resolution passed 28 May 2010)

PRELIMINARY

1. (a) Subject as hereinafter provided the Regulations contained in Table A in The Companies (Table A to F) Regulations 1985 ("Table A") shall apply to the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. Regulations 3,8,20,41,64,73 to 80 inclusive and 94 to 97 inclusive of Table A shall not apply to the Company.

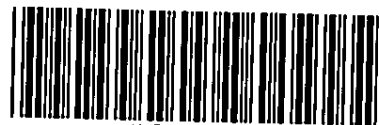
SHARES

3. (a) All unissued shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors and for the purposes of Section 80 of the Act the directors are unconditionally authorised to exercise the power of the Company to allot shares grant options over or otherwise dispose of the same to such persons and on such terms as they think fit at any time or times during the period of five years from the date of incorporation and the directors may after that period allot any shares or grant any such rights under this authority in pursuance of an offer or agreement made by the Company within that period.

(b) The authority given above may be renewed revoked or varied by ordinary resolution of the Company in general meeting.
4. In accordance with Section 95 of the Act, subsection (1) of Section 89 of the Act shall be excluded from applying to the allotment of equity securities (as defined in Section 94 of the Act) pursuant to the authority contained in Article 3 above.

LIEN

5. Subject to the provisions of Section 150 of the Act, the Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part



exempt from the provisions of this regulation. The Company's lien on a share shall extend to any amount payable in respect of it.

FORFEITURE OF SHARES

6. If a share is forfeited pursuant to Regulation 19 of Table A it may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit subject always to the provisions of Section 146 of the Act. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.

GENERAL MEETINGS

7. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.
8. Under Section 372(1) of the Act, a proxy appointed to attend and vote at the general meeting does not have the right to speak at the meeting.
9. (a) The words "at the time when the meeting proceeds to business" shall be inserted at the end of the first sentence of Regulation 40 of Table A.

(b) If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.

VOTES OF MEMBERS

10. If any member or other person appearing to be interested in any shares registered in the name of such member in any account in the register of members of the Company is in default in supplying within 28 days of the date of service of the notice from the Company requiring such member or other person to supply to the Company in writing all or any of such information as is referred to in Section 212 of the Act, such member shall, for such period as default of such member or other person shall continue, not be entitled, without the prior written consent of all the directors, to vote or to exercise any right conferred by membership in relation to the meetings of the Company in respect of all the shares for the time being registered in the account of the register of members of the Company in respect of which such notice was served. For the purpose of this Article a person shall be treated as appearing to be interested in any shares if the member holding

such shares has given to the Company a notification under the said Section 212 which fails to establish the identities of those interested in the shares and if (after taking into account the said notification and any other relevant Section 212 notification) the Company knows or has reasonable cause to believe that the person in question is or may be interested in the shares.

DIRECTORS

11. The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of directors and in accordance with Section 282 of the Act the minimum number of directors shall be two.
12. (a) No person shall be appointed a director at any general meeting unless either:-
 - (i) he is recommended by the directors; or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice executed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(b) Subject to the provisions of paragraph (a) above, the Company may by ordinary resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

(c) The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 11 as the maximum number of directors and for the time being in force.
13. The directors may exercise all the powers of the Company to borrow without limit as to amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage charge or standard security over its undertaking property and uncalled capital or any part thereof and to issue debentures debenture stock or any other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.
14. A director who is in any way either directly or indirectly interested in any contract transaction or arrangement (whether actual or proposed) with the Company or in which the Company is otherwise interested shall declare the nature of his interest at a meeting of the directors in accordance with Section 317 of the Act. Subject to such disclosure a director shall be entitled to vote in respect of any such contract transaction or arrangement (whether actual or proposed) in which he is interested and whether or not he

votes he shall be counted in reckoning whether a quorum is present or not.

INDEMNITY

15. In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF JUST WILLS LIMITED

1 The name of the Company is Just Wills Limited

2 The Company is to be a Private Company

3. The Registered Office of the Company will be situate in England:-

4. The objects for which the Company is established are:-

(A) (1) To carry on the business or businesses of general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement.

(2) To carry on all or any of the following businesses: proprietors of shops, warehouses, workshops, garages, offices and factories of all kinds, hotels, cafes, restaurants, houses, launderettes, flats, furnished and unfurnished rooms, and to buy, develop, lease and deal generally in land whether freehold or leasehold, holiday camps and chattels, financial agents and brokers, accountants, investments agents, insurance agents and brokers, builders, decorators, contractors, carpenters, joiners, civil, mechanical, heating, electrical, motor and general engineers, welders, computer programmers, operators, analysts, designers and software writers and suppliers, films, video and record producers and publishers, printers, stationers, theatrical agents, booking agents, chemists, grocers, clothiers, garment manufacturers, textiles suppliers, jewellers and dealers in precious gems and stones and metals of all kinds, greengrocers, tobacconists, newsagents, confectioners, funeral directors, undertakers, bookmakers, caterers, consultants, haulage contractors, shippers and freight forwarders, estate agents, hairdressers, photographers, security contractors, insulation contractors, detective agents, car hirers and to act as dealers generally in electrical and electronic goods and services

* The name of the Company was changed from Just Corporation Limited on 24th January 1990.

* The Company re-registered as a Public Company on 8th October 1991.

and to supply travel services and to act as travel agents, and suppliers of transport services and facilities of all kinds, including sporting facilities and grounds and goods, and to supply double glazing insulation and security systems and services of all kinds and to supply goods and services of all kinds and to supply goods and services of all kinds by mail order and to supply telecommunication goods, services and to run nightclubs, repair and manufacture aircraft, supply agricultural services and expertise, and to undertake cleaning services of all kinds.

3. To undertake and execute agency or commission work and to act generally as agents, factors and brokers for the sale and purchase of goods and the provision of services and travel.
 - (B) To carry on any other trade or business which can in the opinion of the Directors of the Company, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses of the general business of the Company.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate, or interest in land, buildings, rights, privileges, easements, lands, licences, machinery, plant, processes of all kinds, stock in trade, and any real or personal property of any kind, necessary, convenient or useful or advantageous to the general business of the Company.
 - (D) To borrow or raise or secure payment of money for the purpose or in connection with the business of the Company and for the purpose of raising money for the Company to become a member of any building society.
 - (E) To construct, enlarge, alter and erect and maintain roads, railways, sidings, bridges, reservoirs, shops, stores, buildings, factories, works, plants and machinery used in connection with the business of the Company and to enable any of the above to be effected by any third party.
 - (F) To mortgage and charge the undertaking, and all or any of the real or personal property and other assets, whether present or future, and all or any of the uncalled capital of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures and debenture stock, either permanent or redeemable or repayable and collaterally or to secure any securities of the Company by trust deed or other assurance of any kind.
 - (G) To receive money on deposit or loan upon such terms as the Company may approve and generally to act as bankers for customers and others.
 - (H) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and all other negotiable instruments of all kinds.
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- (I) To make advances to customers and others with or without security, as the Company sees fit, and to guarantee the liabilities, obligations and contracts of customers and others and the dividends, interest and capital of the stocks, shares or securities

of any Company in which this Company is a member or otherwise interested.

- (J) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in the business or the dependants of such persons and to establish, support or aid in the establishment and support or of any schools or other educational, scientific, literary, religious or charitable institutions or societies, whether they are connected with the business of the Company or its predecessors or not and to establish and maintain any club or benefit fund or profit sharing scheme for the interests or advancement or education of the Company or its officers or other persons employed whether past or present by the Company.
- (K) To pay for any property or rights of any kind acquired by the Company or by its agents on its behalf either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividends repayments of capital, voting rights or otherwise, or by any securities which the Company has power to issue, or partly in one method and partly in another, and generally on such terms as the Company may approve.
- (L) To invest and deal with all moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and such manner as may be determined at any time by the Company.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, whether in cash, by instalments or other methods, or in fully or partly paid up shares or stock of any Company or Corporation, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayment of capital, voting or otherwise, or in debenture stock, mortgages, debentures, mortgage debentures or other securities of any Company or Corporation, or partly in one method and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any stocks, shares or securities so acquired.
- (N) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or Company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (O) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any Company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on, so as to directly or indirectly benefit this Company, and to acquire and hold, deal sell or dispose of any stocks, shares or securities of or other interests in any such Company and to guarantee the contracts or liabilities of, or subsidise or assist in any other manner any such Company.

- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets of the Company and for such consideration as the Company may think fit.
- (Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, required by Law.
- (R) To carry on all or any other above businesses in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (S) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that no inference should be drawn or any restrictive interpretation implied that the objects of the Company specified above should be distinct from one clause to another and separate and in order in which they are listed.

- 4. The liability of the members is limited.
- 5.* The Share Capital of the Company is £100,000 divided into 100,000 Shares of £1 each.

* The Share capital of the Company was increased from £1000 to £100,000 by Ordinary Resolution passed 2nd September 1991.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND
DESCRIPTIONS OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

STEVEN DAVID COHEN
41 WADESON STREET
LONDON E2
DIRECTOR

ONE

ISRAEL COHEN
41 WADESON STREET
LONDON E2
DIRECTOR

ONE

DATED THIS 1ST AUGUST 1985

WITNESS TO THE ABOVE SIGNATURES:-

IRENE COHEN
41 WADESON STREET
LONDON E2
SECRETARY

Clauses 3 to 5 of the Company's memorandum of association are treated as provisions of the Company's articles of association by virtue of section 28 of the Companies Act 2006 (which came into force on 1 October 2009)