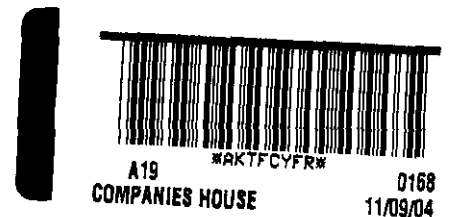


29/10/25

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
WAYCREST SERVICES LTD
(Amended by Special Resolution. 8th September 2004)



1. The name of the company is :- **Waycrest Services Ltd**
2. The Registered Office of the Company will be in England or Wales
3. The objects of the company are :-
 - A) To carry on business as a general commercial company and to carry on any business, service, undertaking, project or enterprise of any description, whether of private or public character and all or any trades processes and activities connected therewith or complementary thereto.
 - B) To carry on any business whatsoever which can in the opinion of the directors be conveniently or advantageously carried on in conjunction with or ancillary to any of the aforementioned businesses.
 - C) To do all or any of the above things in any part of the world, whether acting as principals, agents, sub-contractors, trustees or otherwise, and whether acting alone or in association with others, or by or through agents, sub-contractors, trustees or others.
 - D) To acquire and undertake the whole or any part of the goodwill, assets or liabilities of any person, company or firm carrying on any business which this company is authorised to carry on, or to purchase or acquire any interest in or rent or hire any other real or personal property whatsoever which may be necessary or convenient for the purposes of the company.

- E) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the company.
- F) To grant any leases, privileges, concessions or rights whatsoever in or in respect of any of the property of the company.
- G) To invest and deal with the monies of the company not immediately required for the purposes of the company in or upon such securities and subject to such conditions as may seem expedient.
- H) To promote any other company, and to underwrite the shares or debentures of that company.
- I) To amalgamate with or enter into any partnership, joint venture, union or profit sharing or other business arrangement with any other company, firm, association or person.
- J) To execute, accept, endorse, issue, buy and discount promissory notes, bills of exchange, bills of lading and any other negotiable and transferable instruments.
- K) To borrow, raise and secure the payment of money in such manner as the company shall think fit; in particular to borrow money by the issue of debentures or debenture stock, perpetual or otherwise and at par or at a premium, or a discount, and to secure any money borrowed or any other liabilities or obligations of the company by mortgage or charge of all or part of the company's property or assets, including future property and uncalled capital.
- L) To invest the funds of the company in shares or debentures or such other investments or securities as the company may determine, to make loans or advances or give credit to any person, company or firm on such terms as may seem expedient, and to guarantee or give security for any liability or obligation of any person, company or firm.
- M) To sell all or any part of the undertaking, goodwill and assets of the company for such price and upon such terms as may be thought fit.
- N) To establish any scheme, whether by the issue of shares or otherwise, whereby employees may share in the profits or take part in the management of the company.
- O) To pay the expenses of or incidental to promotion and incorporation of the company.
- P) To do all such other things as are conducive or incidental to the attainment of the above objects or to any of them.

It is hereby expressly declared that each sub-clause of the foregoing clause shall be deemed to be an independent object of the company and shall be construed independently of anything contained in any other sub-clause.

- 4. The liability of the members is limited.

5. The present capital of the company is £1,000 divided into 1,000 Ordinary shares of £1 each; any shares in the company for the time being unissued shall be at the disposal of the directors who at their discretion for a period of 5 years from the incorporation of the company and afterwards with the previous sanction of an ordinary resolution may allot grant options over or otherwise dispose of them to such persons at such times and on such terms as they may think fit subject nevertheless to any directions as to the issue of any such shares which may be given by ordinary resolution of the company.

We, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our name.

Name and Address of Subscriber

Number of shares taken

Glenstar Limited
Suite 31, Don House
30-38 Main Street
Gibraltar

one

Dated this the 08/09/04 *E. Maydonard*

Witness to the above signatures :-

Edna Herschell
Bourne Concourse
Peel Street
Ramsey
Isle of Man
IM8 1JJ

E. Herschell

THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
WAYCREST SERVICES LTD
(Amended by Special Resolution. 8th September 2004)

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of 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 statutory modification or re-enactment of that provision for the time being in force.

SHARES

2. The directors of the Company are generally and unconditionally authorised to allot, grant options over or otherwise dispose of the unissued share capital of the company, whether forming part of the original share capital or not, for a period of five years from the date of incorporation to such persons at such times and on such conditions as they think fit, subject to the provisions of Section 80 of the Act.
3. (a) Subject to the statutes the Company may purchase any office own shares, including any Redeemable shares whether out of capital or distributable profits.

(b) The provisions of Section 89(1) and Sections 90(1) to (6) inclusive shall not apply to the Company.
4. The Company shall not be required to issue a Share Certificate and Regulation 6 and 7 in Table A shall not apply to the Company.
5. For the avoidance of doubt, the Company Directors and the Company Secretary will be prohibited from partaking in the acquisitions of the shares or securities.

DIRECTORS

5. Regulation 64 in Table A shall not apply to the Company. Unless and until otherwise determined by ordinary resolution in General Meeting of the Company there shall be no maximum number of directors and the minimum number shall be one. A sole director shall have the authority to exercise all the powers and discretion's by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 is modified accordingly.
6. The Directors shall not be required to retire by rotation and Regulations 73 to 80 in Table A shall not apply to the Company.
7. A director may vote as a director in respect of any contract or arrangement in which he is interested or upon any matter arising thereof, and if he shall so vote his vote shall be counted and he shall be reckoned to estimating a quorum at any meeting at which any such contract or arrangement is under consideration; and Regulations 94 and 95 of Table A shall be modified accordingly.
8. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Regulation 88 of Table A shall be modified accordingly.

TRANSFER OF SHARES

9. A member desiring to transfer shares otherwise than to the Company shall first give notice in writing handed personally or sent by registered or recorded delivery post to the Registered Office of the Company and to the last known addresses of the Directors and all Shareholders of the Company of such intention, giving full particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member willing to purchase all such shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain indisposed of in any manner he may think fit within three months from the date of the said notice, but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares and Regulation 24 of Table A shall be modified accordingly.

THE COMPANY SEAL

10. If the Company has a seal it shall only be used with the authority of the Directors or a committee of Directors. Any instrument to which the seal is affixed shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall only apply if

the Company has a seal. Regulation 101 of Table A shall not apply to the Company. The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

PROCEEDINGS AT MEETINGS

11. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or proxy and Regulation 46 of Table A shall be modified accordingly. In the event of an equality of votes the Chairman shall not have a second or casting vote and Regulation 50 of Table A shall not apply to the Company.

DISTRIBUTIONS

12. The profits of the company which it shall from time to time be resolved to distribute shall be applicable in the following manner and priority :-

First in paying a dividend or dividends on the Ordinary Class shares which, at the discretion of the directors, need not be proportional to the capital paid up thereon but may be paid in different proportions and in different amounts and at differing times to the holders of differing blocks of the said shares.

Secondly in paying a non accumulative dividend at the rate of £5 in the hundred (exclusive of any associated tax credit) on the capital for the time being paid up on the Ordinary Class shares.

Thirdly any balance of such profit shall be applied in paying dividends on the Ordinary Class shares proportionately to the amount paid up thereon.

VOTING RIGHTS

13. On a resolution to alter the provisions in item 5. (Memorandum of Association) and items 11. & 12. (Articles of Association) and whether on a show of hands or a poll the holders of the Ordinary Class shares shall have [one] vote for each share held.

In these articles reference to a block of shares is a reference to those registered in the name of one holder or set of joint holders.

14. Subject to the provisions of the Act the directors may pay interim dividends if it appears to them that they are justified by the profits of the company available for distribution and for the avoidance of doubt interim dividends on the Ordinary Class shares need not be paid in differing proportions or rates and in differing amounts and at different times to the holders of the different blocks of Ordinary Class shares.

Name and Address of Subscriber

Number of shares taken

Glenstar Limited
Suite 31, Don House
30-38 Main Street
Gibraltar

one

Dated this the 08/09/04 *E. Maydonard*

Witness to the above signatures :-

Edna Herschell
Bourne Concourse
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