

CHARLWORTH LIMITED (the "Company")

Company Number: **3000681**

MEMORANDUM OF CAPITAL MADE IN ACCORDANCE WITH SECTION 644(2) COMPANIES ACT 2006 (the "2006 ACT"), AS AMENDED BY ARTICLE 4 OF THE COMPANIES ACT 2006 (COMMENCEMENT NO. 7, TRANSITIONAL PROVISIONS AND SAVINGS) ORDER 2008

Following the reduction in the Company's share capital by special resolution supported by a solvency statement (each dated 9 June 2009), the Company hereby certifies that:

- (i) its current issued share capital is £1;
- (ii) its issued share capital is divided into 1 ordinary share of £1; and
- (iii) the above share is fully paid up.

Tom Wills
Director

9 June 2009

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