

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3166397

The Registrar of Companies for England and Wales hereby certifies that
AKYOL LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 29th February 1996



N03166397M


M. LEWIS

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

Statutory Declaration of compliance with requirements on application for registration of a company

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

For official use

Name of company

* insert full
name of Company

* AKYOL Limited

I, MS ODETTE MISERIA

of S.C.F. (UK) LIMITED

SCORPIO HOUSE, 102 SYDNEY STREET, CHELSEA

LONDON, SW3 6NJ

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at _____

Declarant to sign below

14 Brandon Street

Gravesend Kent DA11 0PL

the 29 day of 1

One thousand nine hundred and 95

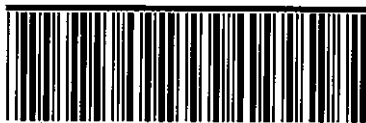
before me SHAHID A. ASLAM LL.B. (Hons)
SOLICITOR

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.



Shahid A

Presentor's name address and
reference (if any):



A01 *AODP8J8Z* 167

COMPANIES HOUSE 21/02/96

COMPANIES HOUSE 30/01/96

rom



COMPANIES HOUSE

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

~~SCORPIO HOUSE~~

~~102 SYDNEY STREET~~

~~CHELSEA~~

~~LONDON~~

Postcode

~~SW3 6NJ~~

☐ ~~SCF (UK) LIMITED~~

~~SCORPIO HOUSE~~

~~102 SYDNEY STREET~~

~~CHELSEA~~

~~LONDON~~

Postcode

~~SW3 6NJ~~

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

☐ ~~SCF (UK) LIMITED~~

~~SCORPIO HOUSE~~

~~102 SYDNEY STREET LONDON SW3 6NJ~~

Tel

DX number

DX exchange

~~0171 352 2274~~



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COMPANIES HOUSE 21/02/96
COMPANIES HOUSE 30/01/96

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

SCF SECRETARIES LIMITED LIABILITY COMPANY

Previous forename(s)

Previous surname(s)

Address

AMERICAN NATIONAL BANK BUILDING

Usual residential address

For a corporation, give the registered or principal office address.

1912 CAPITAL AVENUE

Post town

County / Region

CHEYENNE

Postcode

Country

USA

I consent to act as secretary of the company named on page 1

Consent signature

Date

29.1.96

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

SCF (UK) LIMITED

Previous forename(s)

Previous surname(s)

Address

SCORPIO HOUSE

Usual residential address

For a corporation, give the registered or principal office address.

102 SYDNEY STREET

Post town

CHELSEA

County / Region

LONDON

Postcode

SW3 6NJ

Country

Day Month Year

Date of birth

10 08 94

Nationality

BRITISH

Business occupation

REGISTRATION AGENT

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

29.1.96

Directors (continued) (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

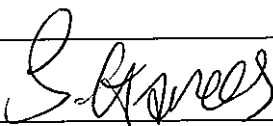
Date

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed



Date

29-1-96

Or the subscribers

Signed

Date

(i.e those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

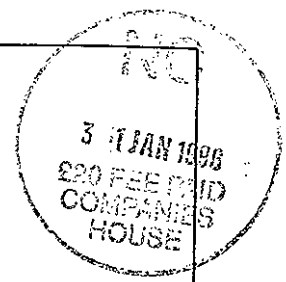
If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

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3166397

(1)

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

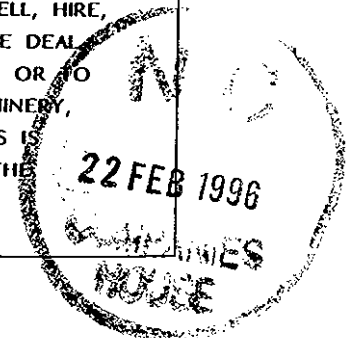
OF

AKYOL LIMITED

- (1) THE COMPANY'S NAME IS: **AKYOL** LIMITED.
- (2) THE COMPANY'S REGISTERED OFFICE IS TO BE LOCATED IN ENGLAND & WALES.
- (3) THE COMPANY'S OBJECTS ARE:
- (A) TO MARKET, DISTRIBUTE, BUY, SELL, ACT AS WHOLESALE AND/OR RETAILER FOR; ALL TYPES OF GOODS AND COMMODITIES. TO PROVIDE MARKETING & MANAGEMENT CONSULTANCY, MARKETING & MANAGEMENT SERVICES AND/OR ANY OTHER GOODS AND/OR SERVICES DEEMED TO BE IN THE INTERESTS OF THE COMPANY BY THE BOARD OF DIRECTORS.
 - (B) TO COMMENCE ANY OTHER BUSINESS OR TRADE THAT IS DEEMED APPROPRIATE BY THE BOARD, WHETHER OR NOT SUCH BUSINESS OR TRADE IS ANCILLIARY AND/OR COMPLEMENTARY, ONCE THE BOARD ADJUDGES IT TO BE IN THE GENERAL INTERESTS OF THE SAID UNDERTAKING.
 - (C) TO PURCHASE OR OTHERWISE ACQUIRE ANY INTEREST IN REAL OR PERSONAL PROPERTY INCLUDING; EASEMENTS, RIGHTS OF WAY, CONCESSIONS, LICENCES, MORTGAGES, LEASES, OR TO SELL, HIRE, RENT, SURRENDER OR ACCEPT SURRENDER, OR OTHERWISE DEAL WITH FREEHOLD, LEASEHOLD OR ANY OTHER LEGAL TITLE, OR TO PURCHASE OR OTHERWISE ACQUIRE, PLANT AND/OR MACHINERY, PATENTS, INDUSTRIAL AND/OR COMMERCIAL PROCESSES AS IS ADJUDGED BY THE BOARD TO BE IN THE INTERESTS OF THE COMPANY.



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(2)

- (d) To erect, build, manufacture, construct, adapt, alter, let on hire, re-model, repair, assemble, pull down, dismantle, enlarge, remove or replace any; shops, stores, offices, warehouses, factories, railways, office equipment, factory plant and material, roads, pathways, or anything else which may be advantageous or convenient to the Company and to subsidise or make such contribution, either directly or indirectly, or to maintain any of the above in anyway deemed to be in the best interests of the Company by the board of Directors.
- (e) To act as wholesaler, retailer or purchase, sell, import or export any goods, services or property, and to give such undertakings, guarantees, part-exchanges as are appropriate in the circumstances and that will be in the best interest of the Company as adjudged by the Board of Directors.
- (f) To borrow or raise money or ensure such facilities in connection with the Company's business with such security and at such interest rates as may be considered expedient in all the circumstances, in particular the aforementioned can be secured by; mortgage, charge, bond, by using the uncalled capital of the Company, the issue of shares either at par, market or discount value, with such terms, preferences, privileges as are considered appropriate, the issue of debentures, either permanent, repayable or redeemable and further by, or separately to the above, any trust deed or other legal assurance which is acceptable to any individual, bank, finance house, company, building society or other legitimate lending body.
- (g) To provide credit, act as a guarantor, and/or advance money to customers, firms, companies and others, with or without security, and on such terms as may be deemed appropriate, and to ensure that such advances/guarantees will be honoured if then the agreed terms have been satisfied.
- (h) To receive money or deposit or loan, on such terms as the Company may agree and to generally act as bankers to firms, companies, customers and others.
- (i) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company, it's subsidiaries, or predecessors, or the dependents of such persons, and to establish and maintain or concur in the upkeep of trusts, funds or schemes (whether contributory or non-contributory) for the purpose of providing pensions and funds for the aforesaid and their dependents.
- (j) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments of all kinds including; bills of exchange and promissory notes.

(3)

- (k) To invest and deal with money not immediately required by the Company for its business to be invested in other areas to be determined by the Company deemed appropriate in the circumstances by the Board of Directors.
- (l) To purchase or otherwise acquire all or any part of the business or assets of any person, firm, or Company formed to carry on, or possessed of such real or personal property or rights suitable for the purposes of the Company, and to pay for such in cash (by installments or otherwise), securities, fully or partly paid up shares or by any other method, on such terms and for such time period thought suitable.
- (m) To accept payment for any property or rights disposed of by the Company on such terms and by such method as seems suitable in the circumstances including; the right to accept stock/shares in another Company or Corporation, with or without preferential rights, debentures, mortgage debentures or any other security approved by the Company.
- (n) To amalgamate, co-operate, come to an arrangement or partnership with any firm, company or person that may benefit the business of this Company, and on such terms and for such time period as may be approved and to acquire, sell hold or dispose of any real or personal property, shares, stock or other interests in any such body and to guarantee the contracts or liabilities of and/or assist such inkeeping with the approval terms.
- (o) To sell and in any other manner deal with or dispose of the Company or any of the property, rights and assets, for such consideration and on such terms that may be approved, including the right to manage, improve, turn to account, exchange, rent, share of profits or to grant licences, easements, privileges or other interests and to apply, for register, purchase or by any other means acquire and protect and renew trade marks, patents, licences, concessions and designs.
- (p) To pay all and any expenses incurred in connection with the promotion, function, formation and incorporation of this company.
- (q) To distribute any property in specie among any members of the Company.
- (r) To do all or any of the aforementioned in any part of the world as principals, agents, trustees, contractors or otherwise, either alone or with others either by or through agents, trustees, or otherwise.
- (s) To do all other things that are incidental or conducive to the attainment of the above rights.

(4)

It is hereby expressly declared that each of the foregoing paragraphs shall be construed independently of the other paragraphs hereof, and that none of the objects mentioned in any paragraph shall be deemed to be merely subsidiary to the objects mentioned in any of the other paragraphs.

(4) The liability of the members is limited

(5) The Company's share capital is £ 1000 , divided into 1000 shares of £1.00 each.

★ ★

We, the several persons whose names and addresses are subscribed wish to be formed into a Company in pursuance of this Memorandum & Articles of Association, and we agree to take the number of shares in the capital of the Company set opposite our respective names:

NAMES & ADDRESSES OF SUBSCRIBERS

SCF (UK) LIMITED
SCORPIO HOUSE,
102, SYDNEY STREET,
CHELSEA,
LONDON, SW3 6NJ.
PP

ONE ORDINARY SHARE

[Handwritten signature]

SCF SECRETARIES LIMITED LIABILITY COMPANIES
AMERICAN NATIONAL BANK BUILDING
1912 CAPITAL AVENUE, CHEYENNE
WYOMING
82001, USA.
PP

ONE ORDINARY SHARE

**TOTAL SHARES TAKEN**

TWO ORDINARY SHARES

Witness: Nicki Tolmie
102, Sydney Street
Chelsea, London,
SW3 6NJ

DATED: 29.1.96

6NJ

(5)

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION



- (1) Save as otherwise indicated, the regulations contained or incorporated in Table A in the The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
- (2) Regulations 8,64,76,77 and 113 of Table A shall not apply to the Company.
- (3) The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
- (4) At the date of the adoption of these Articles the capital of the Company is £1,000 divided into 1,000 ordinary shares of £1.00 each.
- (5) CAPITAL
Subject to Article 6 hereof, the Directors of the Company shall within a period of not more than 5 years from the date of the incorporation, have the authority to exercise the Company's power to allot, grant options over or otherwise deal with or dispose of any relevant securities (as defined by S.80(2) of the Companies Act, 1985) of the Company to such persons and as such items and conditions that the Directors deem appropriate.
- (6) (a) Sections 89(1), 90(1) to (6) of the Companies Act, 1985, shall not apply in relation to the issue of any equity securities by the Company but are substituted by Article 6 (sub- paragraph) (b) hereof.

(6)

- (6) (b) Save as otherwise directed by the company in a general meeting all shares allotted pursuant to Article 5 hereof must first be offered to the members of the Company in as near a proportion as possible to the existing shares held by them and that such offer shall be made by notice in writing stating the number of shares to which each member is entitled and limiting a time period of not less than 21 days for the entitled and limiting a time period of not accepted it will be deemed to have been declined and the Directors may, subject to these Articles, allot or otherwise dispose of the said shares in a manner which they deem most beneficial to the interests of the Company. If, however, the Directors are of the opinion that the shares cannot be conveniently offered to the members as hereinbefore provided they otherwise dispose, allot, or grant options over the same to such persons and on such terms as they think appropriate.
- (7) LIEN The lien conferred by Regulation 8 Table A of the Companies Act, 1985, on shares and dividends shall also apply to fully paid up shares and dividends registered in the name of any person in respect of all money owed by such person to the Company on whatever basis, whether he is the sole registered holder or one or two or more thereof, or however held.
- (8) TRANSFER OF SHARES Without assigning any reason the Directors may, with absolute discretion, decline to register any transfer of any share or shares whether or not, it or they, are fully paid up. The first sentence of Regulation 24 of Table A of the Companies Act, 1985, is accordingly not applicable.
- (9) PROCEEDINGS AT GENERAL MEETINGS There shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the company (S.372(3) of the Companies Act, 1985, with Regulation 38 of Table A modified and the second sentence of regulation 59 of Table A be Deleted)
- (10) DIRECTORS There must be at least one Director but no maximum number of Directors unless and until decided by the Company in a general meeting. If there is a sole Director such Director such director will have all the powers and authorities granted by these Articles and Table A of the Companies Act, 1985, as if there were two or more Directors with Regulations 89 and 90 modified accordingly. The first Directors of the Company shall be the person or persons named in the statement to the Registrar of Companies prior to the formation of the Company pursuant to S.10 of the Companies Act, 1985, and such Directors need not hold shares in the Company but shall, nevertheless, be entitled to receive notice and attend all the meetings of the Company.
- (11) The Company shall not be subject to S.293 of the Companies Act, 1985, and, therefore, any person can be appointed or elected as a Director, whatever his age and no Director shall be required to vacate his Director by reason of his attaining or having attained the age of 70 years.

(7)

(12) No Director shall be subject to retirement by rotation and a Director can only be elected at a general meeting unless:

(a) he is recommended by the Directors; or

(b) not less than 15 or more than 35 clear days before the date of the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

**NAMES & ADDRESSES
OF SUBSCRIBERS**

SCF (UK)LIMITED
SCORPIO HOUSE,
102, SYDNEY STREET,
CHELSEA,
LONDON, SW3 6NJ.
PP



SCF SECRETARIES LIMITED LIABILITY COMPANY
AMERICAN NATIONAL BANK BUILDING
1912 CAPITAL AVENUE, CHEYENNE
WYOMING
82001 USA,
PP



DATED: 29.1.96

Witness:
Nicki Tolmie,
102, Sydney Street,
Chelsea,
London, SW3 6NJ.