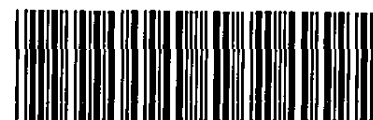


THE COMPANIES ACTS 1985 AND 1989**A PRIVATE COMPANY LIMITED BY SHARES.****MEMORANDUM OF ASSOCIATION of****ASMMC LIMITED**

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COMPANIES HOUSE

1. The name of the Company is:- ASMMC LIMITED
2. The Registered Office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (a) To carry on business as a general commercial company and to this end to undertake for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades processes and activities connected therewith or ancillary or complementary thereto; to operate undertake or carry out any service industry or to promote, assist, invest in, finance and receive commissions on investments in all types of business venture and trading operations whether manufacturing marketing, industrial, commercial or in the supply or service industries; to hold all kinds of shares, securities, investments, stocks, bonds, debenture and debenture stocks, life and insurance policies, rights, privileges, leases, underleases and all types of real, freehold and leasehold property and to invest money in all forms of business in the United Kingdom or abroad with a view to the financial benefit of the company and receiving income therefrom.
 - (b) To carry on business as a property development and investment company and to purchase, lease, licence or otherwise acquire and hold business and residential properties; to carry out conversion and modernisation works thereto; to hold such properties as investments and to let out the same on tenancy or lease and to sell the same to the profit of the Company.
 - (c) To carry on business as financiers by way of outright loan with interest or on mortgage, charge or debenture or other security and to act as merchant bankers, hire purchase and credit sales financiers, mortgage and finance brokers, accommodation and estate agents and business transfer specialists.

- (d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.
- (e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.
- (f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's business or any of them.
- (g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.
- (h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.
- (j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.
- (k) To act as agents or brokers for any person, firm or company and to undertake and perform sub contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.
- (l) To apply for, register, purchase or by any other means acquire and protect and prolong and renew trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.

- (m) To sell, let, licence, develop or otherwise deal with the undertaking or all or any part of the property or assets of the Company upon such terms as the Company may approve with power to accept shares, debentures or securities of, or interests in any other Company.
- (n) Either with or without the Company receiving any consideration or advantage, direct or indirect from giving any such guarantee or indemnity and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Companies Act 1989 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others.
- (o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.
- (p) To borrow and raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.
- (r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.

- (s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any purpose calculated to enhance the Company's business.
- (t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.
- (u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.
- (v) To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors or ex-Directors) of the Company or the dependants of such persons and to establish and maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory) with a view to providing pensions or other funds for any such person as aforesaid or their dependants and to establish and support or to aid in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or not, and to institute and maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company.
- (w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.
- (x) To distribute any property in specie among the members of the Company.
- (y) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital of the Company for the time being into different classes having such rights, privileges and restrictions as to voting or otherwise as the Articles of Association may from time to time prescribe.

We, the persons whose names and addresses are subscribed hereafter are desirous of being formed into a Company in pursuance of this Memorandum 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 the Subscribers.

Number of Shares taken
by each Subscriber.

Chettleburgh's Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

One Ordinary Share

Company Registration Agents

Chettleburgh International Limited
by Robert Stephen Kelford
a duly authorised Officer
Temple House
20 Holywell Row
London EC2A 4JB

One Ordinary Share

Anglo-Japanese Consultants

Total Shares Taken

Two Ordinary Shares

Dated this 1st day of April, 1998.

Witness to the above signatures:-

Stephen John Chettleburgh
56 Napier Crescent
Wickford
Essex
SS12 9NB

System Manager

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ASMMC Limited

(Adopted by Special Resolution on 21 April 2004)
(Formerly CSTIM Limited- name changed 20 February 2009)

1. PRELIMINARY

- 1.1 The Regulations contained or incorporated in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby or inconsistent herewith. The Regulations of Table A numbered 2, 24, 41, 64, 73, 74, 75, 76, 77, 78, 80, 94, 95, 96, 97 and 118 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations of Table A the Articles hereinafter contained shall be the Articles of Association of the Company.

1.2 In these Articles:-

- 1.2.1 the expression "the Act" means the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force;
- 1.2.2 words importing the singular number shall include the plural and vice versa, words importing the masculine shall include the feminine and neuter and vice versa and words importing persons shall include bodies corporate unincorporated associations and partnerships;
- 1.2.3 references to Articles are referenced to these Articles, references to Regulations are references to the Regulations of Table A and references to paragraphs and sub-paragraphs are unless otherwise stated references to paragraphs of the Articles or references to sub-paragraphs of the paragraph in which the reference appears.

2. SHARES

- 2.1 The share capital of the Company at the date of adoption of these Articles is £20,000 divided into 20,000 ordinary shares of £1 each.
- 2.2 Subject to the provisions of these Articles and the Act, the Directors shall have unconditional authority to allot, grant options over, alter or otherwise deal with or dispose of any shares of the Company to such persons at such time and generally on such terms and conditions as the Directors may determine.
- 2.3 The Directors are generally and unconditionally authorised, for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised but as yet unissued share capital of the Company at the date of adoption of these Articles 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 so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.
- 2.4 In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 2.5 The lien conferred by Regulation 8 shall attach also to fully paid-up shares and to all shares, whether fully paid or not, registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly.
- 2.6 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".
- 2.7 Subject to the provisions of the Act, any shares in the capital of the Company may be issued on the terms that they are or are to be liable, at the option of the Company or the holder, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

3 TRANSFER OF SHARES

The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share.

4 NOTICE OF GENERAL MEETINGS

- 4.1 Every notice calling a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members with regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Directors and to the Auditors for the time being of the Company.
- 4.2 A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 shall be modified accordingly.
- 4.3 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

5 PROCEEDINGS AT GENERAL MEETINGS

- 5.1 Subject to Article 5.2 below Regulation 40 shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.
- 5.2 If and for so long as the Company has only one Member, that Member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.
- 5.3 If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it 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.
- 5.4 It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 shall be construed accordingly.
- 5.5 A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 46 shall be modified accordingly.
- 5.6 Any resolution in writing shall be as valid and effectual as if passed at a General Meeting duly convened and held, if such resolution is signed or approved by letter, telex, facsimile transmission, or cable by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present and Regulation 53 shall be modified accordingly.

6 VOTES OF MEMBERS

- 6.1 Subject to any rights or restrictions attached to any shares, on a show of hands every Member who is present in person or by a duly authorised representative, not being himself a Member entitled to vote, shall have one vote for every share of which he is a holder.
- 6.2 Any Corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were an individual Member of the Company.
- 6.3 If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.
- 6.4 Any decision taken by a sole Member pursuant to Article 6.3 above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.
- 6.5 Evidence of the fact that a proxy is duly appointed may be accepted by the Directors less than 48 hours before the time appointed for the meeting but this power shall not prevent the Directors from requiring that 48 hours notice be given in any given case; and Regulation 62 shall be construed accordingly.

7 APPOINTMENT AND REMOVAL OF DIRECTORS

- 7.1 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 the minimum number of Directors shall be one. Whosoever the minimum number of the Directors shall be one, a sole Director shall have the authority to exercise all the powers and discretions by Table A and these Articles expressed to be vested in the Directors generally, and Regulation 89 shall be modified accordingly.
- 7.2 Regulation 84 shall be read and construed as if the last sentence was omitted therefrom.
- 7.3 A Member or Members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors, either as an addition to the existing Directors or to fill any vacancy and to remove from office any

Director howsoever appointed. Any such appointment or removal shall be effected by notice in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf, and shall take effect on and from the date on which the same is left or received at the registered office of the Company or (as the case may be) on and from such earlier date on which an intimation by telex or facsimile is received at the registered office of the Company to the effect that such notice of appointment has been signed and sent to the registered office.

- 7.4 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.
- 7.5 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 7.1 above as the maximum number of Directors and for the time being in force.
- 7.6 In any case where as the result of the death of a sole Member of the Company the Company has no Members and no Directors the personal representatives of such deceased member shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to Article 7.4.

8 BORROWING POWERS

The Directors may exercise all the powers of the Company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject (in the case of any security convertible into shares) to Section 80 of the Act to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

9 ALTERNATE DIRECTORS

- 9.1 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.
- 9.2 A Director, or any such person as is mentioned in Regulation 65, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a

Director, but he shall count as only one for the purpose of determining whether a quorum is present.

10 DISQUALIFICATION OF DIRECTORS

The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Regulation 81 shall be modified accordingly.

11 PROCEEDINGS OF DIRECTORS

11.1 Without prejudice to the obligation of any Director to disclose his interest in accordance with Section 317 of the Act, a Director may vote at any meeting of the Directors or of any committee thereof on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

11.2 A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a facsimile or telex number given by him to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom.

11.3 A Director shall be deemed to be present in person at any meeting of the board or any committee thereof, shall be counted in the quorum for such meeting and shall be entitled to vote on the business dealt with at such meeting if he is participating in the meeting by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

12 GRATUITIES AND PENSIONS

The Directors may exercise the powers of the Company conferred by Clause 3(v) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

13 CAPITALISATION OF PROFITS

Regulation 110 of Table A shall be read and construed as if the following sub-clauses were added at the end thereof:-

- “(e) resolve that any shares attached under this Regulation to any Member in respect of a holding by him of any partly paid Ordinary Shares shall, so long as such shares remain partly paid, rank for dividends only to the extent that such partly paid Ordinary Shares rank for dividend;
- (f) generally to do all acts and things required to give effect to such resolution as aforesaid.”

14 COMPANY SEAL

- 14.1 If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or a second Director. The obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.
- 14.2 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.

15 NOTICES

A notice may be given by the Company to any member or director by cable, telex, telecopier (or other method of transmission of facsimile copies) to him at his registered address. A notice or document sent in such a way shall be deemed to have been served on the first working day following its despatch. In proving service it shall be sufficient to prove that the notice was duly transmitted to his registered address. Regulations 112 and 115 shall be modified accordingly.

16 INDEMNITY

- 16.1 Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- 16.2 The Directors shall have power to purchase and maintain for any Director, Auditor or other officer of the Company insurance against such liability as is referred to in Section 310(1) of the Act.