

THE COMPANIES ACT 1985**COMPANY LIMITED BY SHARES****MEMORANDUM OF ASSOCIATION**

of

E-SYNERGY LIMITED

1. The Company's name is **E-SYNERGY LIMITED**
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

(A) To undertake and provide technical engineering investment financial advice and management administration technical and marketing consultancy and other services of all kinds and to enter into assist or participate in financial commercial mercantile industrial and other transactions undertakings and businesses of every description and to establish carry on develop and extend the same or sell dispose of or otherwise turn the same to account and to co-ordinate the policy and administration of any companies of which this Company is a Member or which are in any manner controlled by or connected with this Company to carry on the business of a finance and investment company in all its branches and to acquire by purchase lease concession grant licence or otherwise such businesses options rights privileges lands buildings leases underleases stocks shares debentures debenture stock bonds obligations securities reversionary interests annuities policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold manage develop lease sell or dispose of the same and to vary any of the investments of the Company to act as trustees of any deeds constituting or securing any debentures debenture stock or other securities or obligations to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same and to advance money to enter into contracts with builders tenants and others and generally to finance building operations of every description.



(B) To carry on any other trade or business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to the other objects of the Company.

(C) To purchase, sell, exchange, improve, rent, let on lease, hire, surrender, license, accept surrenders of and otherwise acquire, deal with and hold any estate or interest in any lands, buildings, easement, rights, privileges, or other property, chattels and effects or any interest or right in relation thereto.

(D) To erect, pull down, repair, alter, develop, construct, lay down, enlarge, maintain or otherwise deal with any buildings, factories, stores, shops, plant and machinery, road, railways, tramways, sidings, bridges, reservoirs and works necessary or convenient for the Company's business and to contribute to the performance of any of the above.

(E) To purchase or otherwise acquire all or any part of the business or assets or any person, firm or company, carrying on or formed to carry on any business which the company is authorised to carry on or possessed of property of any description suitable to the purpose of the Company, and to pay cash or to issue any shares, stocks, debentures, or debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(F) To apply for, purchase or otherwise acquire and hold or deal in any manner with any patents, licences, concessions, secret processes or other property which may seem to the Company capable of being dealt with by or to be beneficial or convenient to the pursuit of any trade or business of the Company and to grant rights and interests thereof.

(G) To sell, improve, let, licence, develop, manage, turn to account, exchange, grant royalty, share of profits or otherwise, grant easement and other rights in and over and in any other manner deal with or dispose of the undertaking or any part thereof and all or any of the property and assets for the time being of the Company on such terms and for such consideration as the Company may approve.

(H) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may from time to time be determined.

(I) To lend money to any person, firm or company upon such terms and with or without security and subject to such conditions as may from time to time be determined.

(J) To give all kinds of indemnities either with or without the Company receiving any consideration or advantage and to guarantee the payment of the capital or principal (together with any premium) of any debentures, debenture stock, bonds, mortgages, charges, obligations, dividends, securities, moneys or shares or interest thereon, or the performance of any contracts or engagements of any person, firm or company.

(K) To borrow or raise or secure the payment of money in such manner as shall from time to time be determined for the purposes of or in connection with the Company's trade or business and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's undertaking or property and by reissuing any debenture at any time paid off, and by becoming a member of any building society.

(L) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either, permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

(M) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons, firms, or companies having dealings with the Company or in whose business or undertakings the Company is interested whether directly or indirectly.

(N) To pay for any property or rights of any description acquired by the Company either in cash, by instalments, or otherwise, of fully or partly paid-up shares, either with or without preferred or deferred or other special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly, in one way and partly in another, and generally on such terms as the Company may determine.

(O) To accept payment for any property or rights of any description sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company, either with or without preferred or deferred or other special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or debenture stock, mortgages or other securities of any company or companies, or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(P) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable instruments.

(Q) To purchase, subscribe for, or otherwise acquire and hold shares, stocks, debentures, debenture stock or other interest in or obligations or any other company or corporation.

(R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on.

(S) To establish or promote or join or assist in establishing or promoting any other company or companies for the purpose of acquiring all or any of the assets and liabilities of the Company or for any other purpose the promotion of which shall be in any manner calculated or appear to the Company to advance directly or indirectly the objects or interests of the Company.

(T) To amalgamate with any other company or companies whose objects are or include objects similar to those of the Company or any of them, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company or companies as aforesaid, with or without winding up by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(U) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any person, firm or company whose objects are or include objects similar to those of the Company or any of them.

(V) To establish, support and maintain and to aid and procure the establishment, support and maintenance of any non-contributory or contributory pension or superannuation funds or other trust funds or funds calculated to benefit, and give or procure the giving of donations, gratuities, pensions, allowances, or enrolments to any persons who are or were at anytime employed by or in the service of the Company (including any Director holding a salaried office or employment in the Company) or of any other company which is for the time being the Company's holding company, or a subsidiary of the Company (as defined by s.736 of the Companies Act 1985) or the families and dependants of such persons, and subsidise or subscribe to any institution, association, clubs or funds calculated to be for the benefit of or to advance interests and well-being of the Company or of any such other companies or persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid.

(W) To subscribe or guarantee money for or organise, assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may appear to further, whether directly or indirectly, the objects of the Company or the interest of its members or employees.

(X) To pay out of the funds of the Company all costs and expenses of and incidental to the formation and registration of the company and the issue of its capital and debentures including brokerage and commission, and to remunerate any person, firm or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(Y) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their families, dependants and connections.

(Z) To distribute among the members in specie any property of the Company, or any proceed of sale or disposal of any property of the Company.

(AA) To do all or any of the things authorised by this Memorandum in any part of the world, and either as principals or as agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.

(BB) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is declared that the foregoing objects of the Company shall be separate and distinct objects of the Company, and none of the said objects shall be deemed to be subsidiary to or limited in any way by any other object or objects

4. The liability of the members is limited.

5. The Company's share capital is £400,000¹ divided into 400,000 shares of £1.00 each.

¹ authorised share capital increased from £1,000 by ordinary resolution dated 18th December 1999

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 respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS

**Number of Shares taken
by each Subscriber**

KEITH STEPHEN DUNGATE

ONE

188 BRAMPTON ROAD
BEXLEYHEATH
KENT DA7 4SY

TOTAL SHARES TAKEN

ONE

DATED: the 1st day of October 1999

Witness to the above signatures:-

BILL LAWRENCE

83 COMPTON PLACE
ERITH
KENT DA8 1RY