

FILE COPY



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

Company No. 4012896

The Registrar of Companies for England and Wales hereby certifies that
CHOQS 357 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 12th June 2000



N04012896H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

C007

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by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

6012896

Company Name in full

CHOQS 357 LIMITED

I, SHAZIA RAHUJA

of Flat 1, 17 Park Road, Baker Street, London NW1 6XN

† Please 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 of the Companies Act 1985~~ † and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Shazia Rahuja

Declared at

STAFFORD YOUNG JONES, 29 MARTIN LANE, LONDON EC4R 0AU

Day Month Year

On

31 05 2000

① Please print name.

before me ①

REEMA GIDWANI

Signed

Reema Gidwani

Date

31/05/00

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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.

Campbell Hooper

Solicitors, 35 Old Queen Street, London, SW1H 9JD

Tel 020 7222 9070

DX number DX: 2365

DX exchange Victoria



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

Companies House, Crown Way, Cardiff, CF14 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

Package: 'Laserform'
by Laserform International Ltd.

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

CHOQS 357 LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

35 OLD QUEEN STREET

Post town LONDON

County / Region

Postcode SW1H 9JD

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.

X

Agent's Name CAMPBELL HOOPER

Address 35 OLD QUEEN STREET

Post town LONDON

County / Region

Postcode SW1H 9JD

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.

Campbell Hooper
Solicitors, 35 Old Queen Street, London, SW1H 9JD

Tel 020 7222 9070

DX number DX: 2365 DX exchange Victoria



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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 CHOQS 357 LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s) CH REGISTRARS LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address

35 OLD QUEEN STREET

Usual residential address

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

Post town LONDON

County / Region

Postcode SW1H 9JD

Country

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

Consent signatureSigned for and on behalf of
CH REGISTRARS LIMITED

Date 31/5/00

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MRS

*Honours etc

Forename(s) NISHI

Surname SETHI

Previous forename(s)

Previous surname(s)

Address

3 UPSDELL AVENUE

Usual residential address

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

Post town LONDON

County / Region

Postcode N13 6JP

Country England

Day Month Year

Date of birth

0 4 0 8 1 9 5 8

Nationality BRITISH

Business occupation

LEGAL SECRETARY

Other directorships

NONE

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

Consent signature

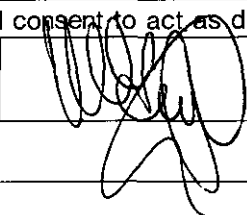
Nishi Sethi

Date 31/5/00

Directors

(continued)

(see notes 1-5)

NAME	*Style / Title	MR	*Honours etc	
	Forename(s)	MARTIN JAMES		
	Surname	WRIGHT		
	Previous forename(s)			
	Previous surname(s)			
Address		WELL COTTAGE, WELL HOUSE LANE		
<i>Usual residential address</i>		BURGESS HILL		
For a corporation, give the registered or principal office address.		Post town	WEST SUSSEX	
	County / Region		Postcode	RH15 0BN
	Country	ENGLAND		
	Date of birth	Day 2	Month 00	Year 51957
			Nationality	BRITISH
	Business occupation	SOLICITOR		
	Other directorships	SEE ATTACHED LIST		
	I consent to act as director of the company named on page 1			
	Consent signature			Date 31/5/00

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed**

Nigbi Sethi

Date

31/5/00

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:

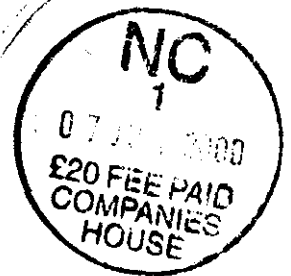
- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
- dormant,
- a parent company which wholly owned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

035304

4012896

THE COMPANIES ACTS 1985 AND 1989COMPANY LIMITED BY SHARESMEMORANDUM OF ASSOCIATION

073440

OF

CHOQS 357 LIMITED

1. The name of the Company is CHOQS 357 LIMITED.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) (i) To carry on business or businesses of general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement
 - (ii) To undertake and execute agency or commission work of all kinds and to act generally as agents, factors and brokers for the sale or purchase of goods and the provision of services and travel.
- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To purchase, take on lease or otherwise or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

- (D) To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (E) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or 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 such rights, powers and privileges 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 assurance.
- (F) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (G) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable but this object shall only have effect in so far as its provisions are not in contravention of the Companies Act 1985.
- (H) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such means, the performance of, the obligations of and the repayment or payment of the principal amounts and of any premiums, interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) 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 Companies Act 1989) or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business.
- (I) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (J) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons and to make contributions to any fund and to pay premiums for the purchase or provisions of any such pension, allowance, gratuity or bonus and to promote or assist financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit wholly or in part, of the same; 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 its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company and to act as trustee of any scheme established for the purposes aforesaid.

- (K) To remunerate employees of the Company out of or in proportion to the profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, *whether involving the issue of shares or not.*
- (L) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (M) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (N) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or 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 mode and partly in another, and generally on such terms as the Company may determine.
- (O) To accept payment for any property or rights 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 or stock of any company or corporation, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, 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 amalgamate with or enter into any partnership or arrangement for sharing profits, union of interest, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (Q) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the

carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

- (R) To sell, improve, manage, develop, alter, exchange, let on lease or otherwise, turn to account, grant licences, options, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the freehold, leasehold or other property and assets for the time being of the Company for such consideration (whether moving to the Company or its members) as the Company may think fit.
- (S) Subject to and in accordance with a due compliance with the provisions of Sections 155 and 158 (inclusive) of the Companies Act 1985 (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the said Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) thereof.
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale on disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (V) To do all such other things as are incidental or conducive to the above objects or any of them.
- (W) To purchase and maintain policies of insurance in respect of sickness and accident, employers' liability, professional negligence, directors' and officers' liability and any other matter so far as this shall not be prohibited by Section 310 of the Companies Act 1985 (as amended by Section 137 Companies Act 1989).
- (X) It is declared that the foregoing sub-clauses shall be construed independently of each other and the objects therein mentioned shall be neither limited nor restricted by reference to or inference from any other sub-clause or the name of the Company and neither shall they or any of them be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £1000 divided into 1000 shares of £1.00 each.

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

**Number of Shares
taken by each
Subscriber**

Martin James Wright
Well Cottage
Well House Lane
Burgess Hill
West Sussex
RH13 0BN

One



Solicitor

Nishi Sethi
3 Upsdell Avenue
Palmers Green
London
N13 6JP

One



Legal Secretary

DATED this 31st day of MAY 2000

WITNESS to the above signatures:-

Sean Cochrane
6a Acol Road
West Hampstead
London
NW6 3AH



Legal Secretary

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CHOQS 357 LIMITED

PRELIMINARY

1. The Regulations in Table "A" in the Companies (Tables A - F) Regulations 1985 shall apply and such Table is hereinafter referred to as Table A. Such Regulations (save as are herein excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.

"The Act" means the Companies Act 1985.

SHARES

2. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any 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 these shares or debentures being offered for sale to the public.
- 3.1 After the initial allotment any shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the period (being not less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer.

- 3.2 Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Clause by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members.
- 3.3 Subject to this Article the Directors are unconditionally authorised for the purposes of Section 80 of the Act to allot shares up to the amount of the authorised share capital authorised at any time or times during the period of five years from the date of adoption of these Articles.
- 3.4 In accordance with Section 91 of the Act sections 89 and 90 (1) (6) and (7) thereof shall be excluded from applying to the Company.
- 3.5 Subject to the provisions of Chapter VII Part V of the Act:-
- (a) The Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or shareholder;
 - (b) The Company may purchase its own shares (including any redeemable shares);
 - (c) The Company may make payments in respect of the redemption or purchase under section 160 or (as the case may be) 162 of the Act and the relevant power (a) or (b) above of any of its own shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares to the extent permitted by section 171 of the Act

Regulation 35 of Table A shall not apply.

LIEN

4. The Company shall have a first and paramount lien on all shares (whether or not fully paid) standing registered in the name of any person, 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 of Table A shall be modified accordingly.

CALLS ON SHARES

5. 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 in Regulation 18 of Table A of the words

"and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

6. 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. Regulation 24 of Table A shall not apply.

DIRECTORS

- 7.1 Regulation 64 of Table A shall not apply to the Company.
- 7.2 The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have authority to exercise all the powers and discretions expressed to be vested in the Directors generally and Regulation 89 of Table A shall be modified accordingly.
- 7.3 Any director may appoint any person willing to act to be his alternate and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.
- 7.4 The Directors shall not be subject to retirement by rotation and accordingly regulations 73 to 75 shall not apply and all other references in the regulations to retirement by rotation shall be disregarded.
- 7.5 No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

POWERS AND DUTIES OF DIRECTORS

8. Subject to Section 317 of the Act a Director or Alternate Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout. If he shall so vote his vote, shall be counted and he shall be reckoned in calculating a quorum when any such contract or arrangement is under consideration. Regulation 94 of Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

9. In addition to the circumstances set out in Regulation 81 of Table A the office of Director shall be vacated if the Director is required by all the other Directors to resign by notice in writing served upon him.

PROCEEDINGS OF DIRECTORS

10. Any Director may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment whereby all the Directors participating in the meeting can hear each other and the Directors participating in a meeting in this manner shall be deemed to be present in person at such meeting.

RESOLUTIONS

11. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairman the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. No amendment (other than an amendment to correct a patent error) to a resolution duly proposed whether as an ordinary, special or extraordinary resolution may be considered or voted upon unless, at least 48 hours prior to the time appointed for holding the meeting or adjourned meeting at which such resolution is to be proposed, notice in writing of the terms of the amendment and intention to move the same has been lodged at the office.

INDEMNITY

- 12.1 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 judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court. 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.
- 12.2 This Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act. Regulation 118 of Table A shall not apply to the Company.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of these Articles of Association, 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
Subscribers**

**Number of Shares
taken by each
Subscriber**

Martin James Wright
Well Cottage
Well House Lane
Burgess Hill
West Sussex
RH13 0BN

One



Solicitor

Nishi Sethi
3 Upsdell Avenue
Palmers Green
London N13 6JP

One



Legal Secretary

DATED this 31st day of MAY 2000

WITNESS to the above signatures:-

Sean Cochrane
6a Acol Road
West Hampstead
London
NW6 3AH



Legal Secretary