

FILE COPY



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

Company No. 5130559

The Registrar of Companies for England and Wales hereby certifies that
USA2EUROPE 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 18th May 2004



N05130559F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House
for the record

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHWP000

Company Name in full

USA2Europe Limited

I, **Andrew Hooper**

of **Conifers, Hollybush Ride, Wokingham, Berks, RG40 3QP**

† 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

Declared at

SIMON SPEED AND CO
Solicitors

Churchill Suite, Apartment 32
Crossway House, 28-34 High Street
Bracknell, Berkshire, RG12 1DA

Day Month Year

On

14 05 2004

● Please print name.

before me ●

SIMON SPEED

Signed

[Signature]
SOLICITOR

Date

14/05/04

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

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Andy Hooper

Conifers, Hollybush Ride, Wokingham, Berks, RG40 3QP

Tel 01344 773012

DX number

DX exchange



A10
COMPANIES HOUSE

Form revised 10/03

0257
15/05/04

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
or LP - 4 Edinburgh 2

101778/20

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Companies House
for the record

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

USA2Europe Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Conifers, Hollybush Ride

Post town

Wokingham,

County / Region

Berks

Postcode

RG40 3QP

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

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on the

Andy Hooper

Conifers, Hollybush Ride, Wokingham, Berks

Tel 01344 773012

DX number

DX exchange



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06/05/04

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COMPANIES HOUSE

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v 08/02

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

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Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name USA2Europe Limited

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Andrew

Surname

Hooper

Previous forename(s)

Previous surname(s)

Address ††

Conifers

Hollybush Ride

Post town

Wokingham

County / Region

Berks

Postcode

RG40 3QP

Country

UK

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

Consent signature

Date

14/4/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Andrew

Surname

Hooper

Previous forename(s)

Previous surname(s)

Address ††

Conifers

Hollybush Ride

Post town

Wokingham

County / Region

Berks

Postcode

RG40 3QP

Country

UK

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Day Month Year

0 4 0 6 1 9 5 3

Nationality

British

Date of birth

Business occupation

Accountant

Other directorships

Sunnyline UK Limited, Grass Valley Limited, Fore Systems Limited

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

Consent signature

Date

7/4/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mrs		*Honours etc						
* Voluntary details	Forename(s)	Patricia Anne								
	Surname	Hooper								
	Previous forename(s)									
	Previous surname(s)									
Address ^{††}	Conifers									
<input type="checkbox"/>	Hollybush Ride									
	Post town	Wokingham								
	County / Region	Berks	Postcode	RG40 3QP						
	Country	UK								
	Date of birth	Day	Month	Year	Nationality					
		0	7	0	6	1	9	5	3	British
	Business occupation	HOUSEWIFE								
	Other directorships									
	I consent to act as director of the company named on page 1									
	Consent signature	P. Hooper -			Date	7/4/04				

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

[Signature]

Date

7/4/04

Signed

P. Hooper -

Date

7/4/04

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

INC 46930 RWT

Memorandum of Association

The Companies Act 1985

Private Company Limited By Shares

**MEMORANDUM OF ASSOCIATION
of
USA2Europe LIMITED**

1. The Company's name is USA2Europe LIMITED
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
 - 3.1 To carry on the business of a general commercial company in all aspects
 - 3.2 To carry on any other trade or business which can, in the opinion of the Board of Directors, be carried on by the Company to its best advantage.
 - 3.3 To acquire by purchase, lease, exchange, hire or otherwise, or to hold for any estate or interest, any land, 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 for the purposes of or in connection with the Company's business.
 - 3.4 To construct, alter or maintain any buildings or plant for the Company's business and to finance in any manner or subsidise the whole or any part of the construction and maintenance costs in connection with them.
 - 3.5 To acquire by subscription allotment or transfer, and hold, sell, deal with or dispose of any shares, stock, debentures, debenture stocks, or other securities of any kind whatsoever whether secured or not, in any company constituted or carrying on business in any part of the world, and bonds stocks debentures, debenture stock and other securities of any kind, whether secured or not, issued by any Government or Authority, municipal, local or otherwise, whether in the United Kingdom or in any other part of the world, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by ownership.
 - 3.6 To receive money on deposit either with or without security and or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act in the manner of, or as, bankers.
 - 3.7 To borrow and raise money in any manner, and to secure with or without consideration the repayment of any money borrowed, raised, or owing by mortgage, charge, debenture, debenture stock, bond, standard security, lien or any other security of whatsoever nature upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by mortgage, charge, debenture, debenture stock, bond, standard security, indemnity, lien or security of whatsoever nature to secure and guarantee the performance by the Company or any other company or person (including, but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within each case the meaning of section 736 of the Act, of any obligation or liability it or such person or company may undertake or which may become binding upon it or such person or company, and to secure

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any securities of the Company by any means and to enter into partnership or any joint venture arrangement or other collaboration with any person, persons, firm or company.

- 3.8 To lend money with or without security, and to invest money of the Company upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested, or issue any other form of guarantee or bond or collateral security generally.
- 3.9 To apply for, licence, purchase or otherwise acquire, hold exploit or use any patents, licences, trademarks design rights, copyrights and other forms of intellectual property, or licence or agree to confer any right to use or publish any such intellectual property; to acquire hold and exploit or develop secret or proprietary or other information and to use, exercise, develop or grant licences in respect of the property, rights or information as acquired.
- 3.10 To participate in the formation, acquisition, disposal or other operation, management, supervision or control of the business or operation of any company or organisation or undertaking and for that purpose to appoint and remunerate any persons acting in connection with any such activity or business or company or organisation or undertaking.
- 3.11 To employ experts, consultants and other professional persons firms or organisations to investigate and examine the condition, prospects, value, character and circumstances of any business concerns and undertakings and of any assets, property or rights, or generally.
- 3.12 To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of the Company the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of the Company and to acquire, hold or dispose of shares, stocks or securities issued by or any other obligations of any such other company.
- 3.13 To draw, accept and negotiate promissory notes, bills of exchange and other negotiable instruments.
- 3.14 to invest and deal with the monies 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 the Board of Directors of the Company may from time to time decide.
- 3.15 To pay for any property or rights acquired by the Company either in cash or by the issue of 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 Board of Directors of the Company may determine.
- 3.16 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 or 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 mortgages or other securities of any company or corporation or partly in one mode and partly in another, or in other ways, and generally on such terms as the Board of Directors of the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- 3.17 To enter into arrangements for joint working in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of the Company or which is capable of being carried on so as directly or indirectly to benefit the Company.
- 3.18 To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- 3.19 To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, 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 property and assets for the time being of the Company for such consideration as the Board of Directors of the Company may think fit.
- 3.20 To provide for the welfare of persons employed or formerly employed by the Company and 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 of any associated company of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependants.
- 3.21 To establish, or contribute to or otherwise assist in the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, or any club or establishment whether those institutions or societies are connected with the business carried on by the Company or its predecessors or not.
- 3.22 To distribute in specie assets of the Company properly distributable amongst the members, 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.
- 3.23 To do all or any of the things authorised in this Memorandum, either alone or in conjunction with others, or as factors, trustees, distributors or agents for others, or by or through factors, trustees distributors or agents.
- 3.24 To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set out in any sub-clause of this clause shall not be restrictively construed but given the widest interpretation, and they shall not, unless the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set out in that sub-clause or from the terms of any other sub-clause or by the name of the Company. No sub-clause or the object or objects specified or the powers conferred by a sub-clause shall be regarded as subsidiary or ancillary to any of the other objects or powers, but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the sub-clauses.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company at the date of the adoption of these articles is £1,000 (One Thousand Pounds) divided into One thousand Ordinary Shares of £1 each

1. The first part of the report deals with the general situation of the country and the position of the various groups of the population. It is a very interesting and informative study of the social and economic conditions of the country.

2. The second part of the report deals with the political situation of the country and the position of the various groups of the population. It is a very interesting and informative study of the political conditions of the country.

3. The third part of the report deals with the economic situation of the country and the position of the various groups of the population. It is a very interesting and informative study of the economic conditions of the country.

4. The fourth part of the report deals with the cultural situation of the country and the position of the various groups of the population. It is a very interesting and informative study of the cultural conditions of the country.

5. The fifth part of the report deals with the social situation of the country and the position of the various groups of the population. It is a very interesting and informative study of the social conditions of the country.

6. The sixth part of the report deals with the legal situation of the country and the position of the various groups of the population. It is a very interesting and informative study of the legal conditions of the country.

7. The seventh part of the report deals with the administrative situation of the country and the position of the various groups of the population. It is a very interesting and informative study of the administrative conditions of the country.

8. The eighth part of the report deals with the military situation of the country and the position of the various groups of the population. It is a very interesting and informative study of the military conditions of the country.

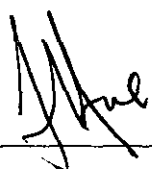

9. The ninth part of the report deals with the foreign relations of the country and the position of the various groups of the population. It is a very interesting and informative study of the foreign relations of the country.

10. The tenth part of the report deals with the internal security of the country and the position of the various groups of the population. It is a very interesting and informative study of the internal security of the country.

11. The eleventh part of the report deals with the international relations of the country and the position of the various groups of the population. It is a very interesting and informative study of the international relations of the country.

Memorandum of Association

WE, the several persons whose names, addresses and descriptions 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 Subscribers	Number of Shares Taken by each subscriber
Andrew Hooper Conifers Hollybush Ride Wokingham Berks RG40 3QP	One
	
Total Number of Subscriber Shares	One
Dated the 14th day of May 2004	
WITNESS to the above Signatures:-	
 14/5/04 SIMON SPEED AND CO Solicitors Churchill Suite, Apartment 32 Crossway House, 28-34 High Street Bracknell, Berkshire, RG12 1DA	

**The Companies Act 1985
Private Company Limited by Shares**

**ARTICLES OF ASSOCIATION
of**

USA2Europe LIMITED

Interpretation

Table A

1. The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
2. Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A do not apply to the Company.

Share capital

3. Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount.
4. The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 3 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting.
5. The authority conferred on the directors by articles 3 and 4 shall remain in force for a period of 5 years from the date of incorporation of the Company. This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act.
6. The provisions of section 89(1) of the Act do not apply to the Company.

Lien

7. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

Transfer of shares

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

Proceedings at general meetings

9. If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
10. A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.
11. On a show of hands or on a poll votes may be given either personally or by proxy.

Number of directors

12. Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

Alternate directors

13. A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him.
14. When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

Delegation of powers

15. The following sentence shall be inserted after the first sentence of regulation 72 of Table A:
'A committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company'.

Appointment and retirement of directors

16. The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.
17. The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
18. A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. The removal of a director shall be without prejudice to any claim which he may have under any contract with the Company.
19. There is no age limit for directors of the Company.
20. A director is not required to hold any qualification shares in the Company.

Disqualification and removal of directors

21. Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e):

- '(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or
- (e) he is otherwise duly removed from office.'

Remuneration of directors

22. Regulation 82 of Table A shall be amended by the addition of the following:

The remuneration shall be divided amongst the directors in such proportions and manner as the directors unanimously determine or in default of a determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the year or other period during which he held office. A director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors determine.

Proceedings of directors

23. Regulation 88 of Table A shall be amended by adding to the sentence:

'It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom'
the words:
'unless he has given to the Company an address outside the United Kingdom to which notices should be sent'.

24. If and so long as the minimum number of directors specified under these Articles is one:

- (a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and
- (b) regulations 88 to 90 of Table A shall not apply to the Company and article 23 of these Articles shall have no effect.

25. A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

26. Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

The seal



27. In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

Notices

28. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

Indemnity

- 29 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

Names Addresses and Subscribers	Number of Shares Taken by each subscriber
Andrew Hooper Conifers Hollybush Ride Wokingham Berks RG40 3QP	One
	
Total Number of Subscriber Shares Dated the 14th day of May 2004	One
WITNESS to the above Signatures:-	
 SIMON SPEED 14/5/04	
SIMON SPEED AND CO Solicitors Churchill Suite, Apartment 32 Crossway House, 28-34 High Street Bracknell, Berkshire, RG12 1DA	