



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5279466

The Registrar of Companies for England and Wales hereby certifies that  
**ELIKA INVESTMENT 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 8th November 2004



N05279466A



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



*Companies House*

— *for the record* —

Electronic statement of compliance  
with requirements on application  
for registration of a company  
pursuant to section 12(3A) of the  
Companies Act 1985

Company number

5279466

Company name

ELIKA INVESTMENT LIMITED

I,

MERIDIAN COMPANIES HOUSE LIMITED

of

7 BOWER MOUNT ROAD  
MAIDSTONE  
KENT  
ENGLAND  
ME16 8AX

a

person named as a secretary of the company in the  
statement delivered to the registrar of companies  
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section  
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies  
electronically and authenticated in accordance with the registrar's  
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to  
criminal prosecution



**Companies House**

— for the record —

**10(ef)**

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



X29IJZY6

Received for filing in Electronic Format on the: **05/11/2004**

*Company Name  
in full:* **ELIKA INVESTMENT LIMITED**

*Proposed Registered  
Office:* **7 BOWER MOUNT ROAD  
MAIDSTONE  
KENT  
ENGLAND  
ME16 8AX**

*memorandum delivered by an agent for the subscriber(s):* **Yes**

*Agent's Name:* **MERIDIAN COMPANIES  
HOUSE LIMITED**  
*Agent's Address:* **7 BOWER MOUNT ROAD  
MAIDSTONE  
KENT  
ENGLAND  
ME 16 8AX**

***Company Secretary***

*Name* **MERIDIAN COMPANIES HOUSE LIMITED**

*Address:* **7 BOWER MOUNT ROAD  
MAIDSTONE  
KENT  
ENGLAND  
ME 16 8AX**

*Consented to Act:* **Y** *Date authorised* **05/11/2004** *Authenticated:* **Y**

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*Director 1:*

*Name* **TRINITRON INVESTMENTS LIMITED**

*Address:* **35 BARRACK ROAD  
3RD FLOOR  
BELIZE CITY  
C.A.  
BELIZE**

*Consented to Act:* **Y** *Date authorised* **05/11/2004** *Authenticated:* **Y**

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*Authorisation*

*Authoriser Designation:* **AGENT** *Date Authorised:* **05/11/2004** *Authenticated:* **Yes**

**The Companies Act 1985 and 1989**

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**COMPANY LIMITED BY SHARES**

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**Memorandum of Association**

**Of**

**ELIKA INVESTMENT LIMITED**

The Company's name is **ELIKA INVESTMENT LIMITED**

1. The Company's registered office is to be situated in England and Wales.
3. The objects for which the company is established are:
  - 3a. to carry on business as a general commercial company.
  - 3b. to promote and to acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activity an interest which appears likely to be advantageous to the Company, to provide administrative, financial and other services and facilities for any company in which the Company is interested or of any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of any body corporate.
  - 3c. to borrow or raise money in any manner and to secure the same or repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into the Company 's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any securities.
  - 3d. to do all or any of the above things either alone or as a member of a partnership, trading group or consortium, or through any subsidiary, or in any part of the world.
  - 3e. to do all such things as may appear incidental or conducive to the pursuit or attainment of any of the above objects, or to exercise of any power (whether express or implied) possessed by the company.

4. The liability of the members is limited.
5. The Company's share capital is £1,000 divided into 1,000 shares of £1.00 each.

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.

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<b>NAMES AND ADDRESSES OF SUBSCRIBES</b>	<b>Number of Shares taken by each Subscriber</b>
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**TRINITRON INVESTMENTS LTD**

**Two**

Address

35 Barrack Road, 3<sup>rd</sup> Floor, Belize City, Belize, C.A.

Dated: 05 November 2004



# The Companies Act 1985 and 1989

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## COMPANY LIMITED BY SHARES

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### Articles of Association

OF

### ELIKA INVESTMENT LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.
3. Regulation 6 of the Table A is incorporated in the Company's Articles save that each share certificate shall be authenticated by the signature of two directors or by a director and secretary of the Company and so signed shall stand as evidence of title of a member to the shares which the certificates specify to be held by him.
4. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the company allot or agree to allot (whether cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
5. At the date of the adoption of these Articles the capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1.00 each.
- 6(a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.
- 6(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will not expire unless renewed, varied or revoked by the

Company in general meeting in accordance with section 80 or section 80A of the Act.

- 6(c) the Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expire of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
- 7(a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the, the Directors may, subject to these Articles, allot or otherwise dispose of the same such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion none by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in opportioning the same, cannot in the opinion of the Directors be conveniently offered in manner herein before provided.
- 7(b) By virtue of section 91(1) of the Companies Act 1985, sections 89 (1) and 90 (1) to 90 (6) inclusive of that Act shall not apply to the Company.
- 8. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time respect of that share and the company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two joint holders for all monies presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend at all dividends payable thereon.
- 9. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register and transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company.
- 10. In accordance with section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.



11. In Regulation 41 Of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved."
12. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to Section 1-0 of the Companies Act 1985.
13. The Company shall not be subject to Section 293 of Companies Act 1985, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
14. No person other than a Director retiring by rotation shall be elected a Director at any general meeting:-
  - (i) he is recommended by the Directors; or
  - (ii) not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.
15. A Director shall not be required to hold any share qualification, but shall nevertheless be entitled to receive notice of and to attend general Meetings of the Company and at all separate General Meetings of holders of shares in the capital of the Company.

## NAMES AND ADDRESSES OF SUBSCRIBES

Name

**TRINITRON INVESTMENTS LTD**

Address

35 Barrack Road, 3<sup>rd</sup> Floor, Belize City, Belize, C.A.

Dated: 05 November 2004

