

THE COMPANIES ACT 1985



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

SACKVILLE PROPERTY INVESTMENTS LIMITED

RM

- 1 The name of the Company is "Sackville Property Investments Limited". *
- 2 The registered office of the Company will be situated in England.
- 3 The objects for which the Company is established are:-
 - (A) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, commission agents, insurance brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such business or undertakings as may be thought desirable.
 - (B) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or as ancillary to the objects of the Company.

* The Company was incorporated on 13 January 2005 as Fieldsec 314 Limited. Pursuant to a Special Resolution the name of the Company was changed to Sackville Property Investments Limited on 2 March 2005.

- (C) To purchase, sell, exchange, improve, mortgage, charge rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (D) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on an business which this Company is authorised to carry on or possessed of property suitable to the purposes of the Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this 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.
- (E) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable to being deal with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (F) To sell, let, license, 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.
- (G) 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 seem desirable.
- (H) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (I) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those in this Company or any of them.
- (J) To guarantee and/or give security with or without consideration for the payment of money by or the performance of obligations of all kinds by the company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the holding company of the company or another subsidiary of such holding company or a subsidiary of the company all as defined in Section 736 and 744 of the Companies Act 1985 (as amended by Section 144 of the Companies Act 1989) or any statutory amendment or re-enactment thereof for the time being in force or any company associated with the company in business or by reason of common shareholdings or otherwise in security of such guarantees to assign, dispone, convey, mortgage, pledge or

charge the whole or any part of the undertaking, property, assets or revenue of the Company including uncalled capital.

- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (L) Subject to and in accordance with the provisions of the Companies Act 1985 to purchase its own shares and/or give directly or indirectly financial assistance for the acquisition of shares or other securities of the Company or any other company or for the reduction or discharge of any liability incurred in respect of any such acquisition
- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.
- (N) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (O) To remunerate any person 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.
- (P) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (Q) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of the Company.
- (R) To establish and support and aid in the establishment and support of funds or trust calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (S) 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 dependants or connections.
- (T) To distribute any property of the Company in specie among the members.
- (U) 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 shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

- 4 The liability of the Member is limited.
- 5 The Share Capital of the Company is £1,000 divided into 1,000 shares of £1 each.

I, the subscriber to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum and I agree to take the number of shares opposite my name.

NAME AND ADDRESS OF SUBSCRIBER	NUMBER OF SHARES TAKEN BY SUBSCRIBER
Barry Niven 6 Buckthorn Close Wokingham Berkshire RG50 5YD	2

DATED 2005

WITNESS to the above signature:-

C/o The Old Coroner's Court
No 1 London Street
Reading
Berkshire
RG1 4QW