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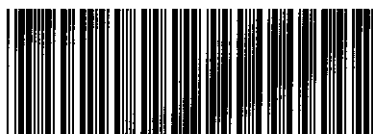
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5448599

The Registrar of Companies for England and Wales hereby certifies that
CHINA SHOTO 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 10th May 2005



N05448599V



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

CHINA SHOTO LIMITED

I, Deborah Anne Grim

of Beaufort House, Tenth floor, 15 St. Botolph Street,
London EC3A 7EE

† 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 Companies Act 1985 or as a person named in the Register of
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

Beaufort House, 15 St. Botolph Street, London EC3A 7EE

Day Month Year

On

0 | 4 | 0 | 5 | 2 | 0 | 0 | 5

① Please print name.

before me ①

ROSALIE FRANCES HARRISFIELD

Signed

Date

4th May 2005

† 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.

Richards Butler
Beaufort House, 15 St Botolph Street, London, EC3A 7EE

SMG/1011504/3268473 Tel 020 7247 6555
DX number DX 1066 DX exchange DX 1066



A12
COMPANIES HOUSE
0663
05/05/05

Laserform International 12/99

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.

10

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

CHINA SHOTO LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

BEAUFORT HOUSE, TENTH FLOOR

15 ST. BOTOLPH STREET

Post town

LONDON

County / Region

Postcode

EC3A 7EE

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
form. The contact information that you
give will be visible to searchers of the
public record.

Richards Butler

Beaufort House, 15 St Botolph Street, London, EC3A 7EE

SMG/1011504

Tel 020 7247 6555

DX number DX 1066

DX exchange DX 1066

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for companies registered in Scotland

DX 235 Edinburgh



A12

AX92Y50JX

0661

COMPANIES HOUSE

05/05/05

LD4

0483

COMPANIES HOUSE

25/04/05

Laserform International 4/03

Company Secretary (see notes 1-5)

Company name CHINA SHOTO LIMITED

NAME *Style / Title

*Honours etc

† Voluntary details

Forename(s)

Surname

RB SECRETARIAT LIMITED

Previous forename(s)

Previous surname(s)

Address ††

BEAUFORT HOUSE, TENTH FLOOR

15 ST. BOTOLPH STREET

Post town

LONDON

County / Region

Postcode

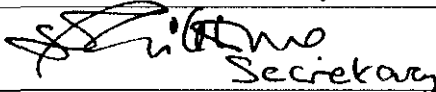
EC3A 7EE

Country

†† 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.

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

Consent signature



Date

22 April 2005

Directors (see notes 1-5)

Please list directors in alphabetical order

For and on behalf of RB Secretariat Limited

NAME *Style / Title

*Honours etc

Forename(s)

Surname

RB DIRECTORS ONE LIMITED

Previous forename(s)

Previous surname(s)

Address ††

BEAUFORT HOUSE, TENTH FLOOR

15 ST. BOTOLPH STREET

Post town

LONDON

County / Region

Postcode

EC3A 7EE

Country

†† 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

Date of birth

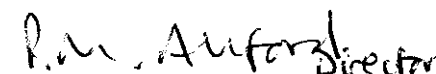
Nationality

Business occupation

Other directorships

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

Consent signature



Date

22 April 2005

For and on behalf of RB Directors One Limited

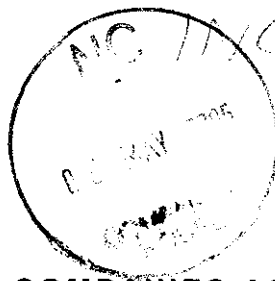
Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>		*Honours etc	<input type="text"/>
Forename(s)		<input type="text"/>			
Surname		<input type="text"/>			
Previous forename(s)		<input type="text"/>			
Previous surname(s)		<input type="text"/>			
Address ††		<input type="text"/>			
<input type="checkbox"/>		<input type="text"/>			
Post town		<input type="text"/>			
County / Region		<input type="text"/>	Postcode	<input type="text"/>	
Country		<input type="text"/>			
Date of birth		<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Business occupation		<input type="text"/>			
Other directorships		<input type="text"/>			
		<input type="text"/>			
I consent to act as director of the company named on page 1					
Consent signature		<input type="text"/>		Date	<input type="text"/>

This section must be signed by					
<i>Either</i>					
an agent on behalf of all subscribers	Signed	<input type="text"/>	Date	<input type="text"/>	
Or the subscribers					
(i.e those who signed as members on the memorandum of association).	Signed	For and on behalf of Adjustable Nominees Limited <i>P.M. Aylford</i> Director	Date	22nd April 2005	
	Signed	For and on behalf of Powell Burt Properties Limited <i>P.M. Aylford</i> Director	Date	22nd April 2005	
	Signed	<input type="text"/>	Date	<input type="text"/>	
	Signed	<input type="text"/>	Date	<input type="text"/>	
	Signed	<input type="text"/>	Date	<input type="text"/>	



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200940/20
5448599

25 APR 2005

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CHINA SHOTO LIMITED

A12
COMPANIES HOUSE
LD4
COMPANIES HOUSE
AX9BX5BT
*LXUQR4QY*0662
05/05/05
0482
25/04/05

- 1 The Company's name is 'China Shoto Limited'
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The object of the Company is to carry on business as a general commercial company.

Without prejudice to the generality of the object and powers of the Company derived from section 3A of the Act, the Company has power to do all or any of the following things -

- (a) to acquire by any means any property or rights whatsoever;
- (b) to pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise;
- (c) to apply for or otherwise obtain, and to protect (by registration or otherwise), extend and renew (in each case in any part of the world), disclaim and modify, and grant or acquire rights over or in respect of, any patents, inventions, discoveries, secret process, copyright, trade marks, designs and other intellectual property; to experiment upon, test or improve any such property; and to carry out research and development in connection with any business or proposed business of the Company or any other person;

- (d) to maintain, manage, improve, develop, turn to account, grant rights and privileges in respect of and otherwise deal with all or any part of the property and rights of the Company;
- (e) to dispose by any means of the whole or any part of the undertaking, property and rights of the Company;
- (f) to lend money or give credit to such persons and on such terms as may seem expedient and otherwise to invest and deal with the moneys of the Company;
- (g) to borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge of any obligation of the Company or any other person, including (without prejudice to the generality of the foregoing) any associated company of the Company;
- (h) to give such indemnities as may seem expedient and to guarantee the performance of any obligation of any person, including (without prejudice to the generality of the foregoing) any associated company of the Company;
- (i) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (j) to establish and maintain any non-contributory or contributory pension or superannuation funds for the benefit of, and to give donations, gratuities, pensions and allowances to, present and former directors and employees of the Company or of any other company which is an associated company of the Company or a predecessor in business of the Company or any such associated company, or any other persons in whose welfare the Company or any such other company is or has been interested, and the wives, widows, families and dependants of any such persons; and to make payments for or towards the

insurance of any such persons and the provision of pensions and allowances for any of them;

- (k) to establish and subsidise or support any institutions, associations, clubs, funds, trusts or schemes for the benefit of any such persons as are mentioned in the last preceding paragraph, and to subscribe or guarantee money or make payments for any charitable, benevolent, public, general or useful object;
- (l) to purchase and maintain for any present or former officer or auditor of the Company or any associated company of the Company insurance against any such liability as is mentioned in section 310(1) of the Act;
- (m) to give such financial assistance (as defined in section 152 of the Act) as may be lawful, whether directly or indirectly, for any of the purposes mentioned in section 151 of the Act;
- (n) to control, manage or otherwise assist any associated company of the Company, to provide services and facilities of all kinds to any such associated company and to make payments by way of subvention or otherwise to any such associated company or in connection with it or its business or operations;
- (o) to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions and to carry out, exercise and comply with the same;
- (p) to pay out of the funds of the Company all expenses which it may lawfully pay with respect to its formation and registration or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company;

- (q) to enter into any partnership or arrangement for sharing profits, co-operation or union of interests with any other company or person, and to establish or promote, or join in the establishment or promotion of, any other company;
- (r) to acquire and undertake the whole or any part of the business, property and liabilities of any other company or person, and to amalgamate with any other company;
- (s) to distribute any of the property of the Company in kind among its members;
- (t) to cause the Company to be registered or recognised in any part of the world;
- (u) to do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, subcontractors or otherwise;
- (v) to do all such other things as are or may be deemed incidental or conducive to the attainment of the above object and the exercise of the powers (whether express or implied) of the Company.

And so that -

- (i) in this clause the word '**company**', except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere;
- (ii) in this clause the expression '**associated company**' means, in reference to the Company, any company in which the Company has any direct or indirect interest;

- (iii) in this clause the expression '**the Act**' means the Companies Act 1985, including any statutory modification or amendment thereof for the time being in force; and
- (iv) the widest interpretation shall be given to each of the provisions of this clause, and none of them shall be restrictively construed or (except where the context expressly so requires) be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of 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 each.

We, the sole subscriber to this memorandum of association, wish to form a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our name.

NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY THE SUBSCRIBER
For and on behalf of Adjustable Nominees Limited Beaufort House, Tenth Floor, 15 St Botolph Street, London EC3A 7EE	One
For and on behalf of Powell Burt Properties Limited Beaufort House, Tenth Floor, 15 St Botolph Street, London EC3A 7EE	One
Total shares taken	Two

Dated 22nd April 2005

Witness to the above signature -

Ms S M Gibbons
Beaufort House
15 St. Botolph Street
London
EC3A 7EE



Manager - Corporate Services

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CHINA SHOTO LIMITED

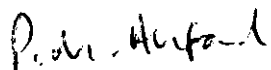
- 1 The following regulations and the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (except regulations 64 and 73 to 80 inclusive) shall constitute the articles of association of the Company.
- 2 The share capital of the company is £1,000 divided into 1,000 ordinary shares of £1 each.
- 3 The directors are generally and unconditionally authorised for the purpose of section 80 of the Act to allot relevant securities (within the terms of that section) up to a maximum nominal amount of £998. The authority given by this article shall expire at the end of five years beginning on the date on which it was given.
- 4 Sections 89 and 90 of the Act shall not apply to the company.
- 5 The number of directors shall not be subject to any maximum but shall be not less than one. A sole director may exercise all the powers given to the directors by the articles, which shall be deemed to be modified accordingly.
- 6 The directors may appoint a person willing to act to be a director, either to fill a casual vacancy or as an additional director. A member or members holding not less than a majority in nominal amount of the issued shares of the Company for the time being in issue may also appoint a person willing to act to be a director and may remove any

director (however appointed) from office by a written instrument signed by, or on behalf of, him or them and delivered to the office.

- 7 The directors (including alternate directors), or any of them, may participate in or form a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is then present.

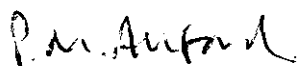
NAMES AND ADDRESSES OF SUBSCRIBERS

For and on behalf of
Adjustable Nominees Limited
Beaufort House, Tenth Floor,
15 St. Botolph Street,
London EC3A 7EE



Director

For and on behalf of
Powell Burt Properties Limited
Beaufort House, Tenth Floor,
15 St. Botolph Street,
London EC3A 7EE



Director

Dated 22nd April 2005

Witness to the above signatures -

Ms S M Gibbons
Beaufort House,
15 St. Botolph Street
London EC3A 7EE



Manager - Corporate Services