

FILE COPY



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

Company No. 5610536

The Registrar of Companies for England and Wales hereby certifies that
THE SALSAHOLICS 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 2nd November 2005



N05610536D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Declaration on Application for registration

Please complete in typescript,
or in bold black capitals.

CHFP000

Company Name in full

THE SALSAHOLICS LIMITED

I, RICHARD WILLIAM HELLIWELL OF HWA NOMINEES LIMITED

of NATIONAL HOUSE, 2 GRANT AVENUE, LEEDS, LS7 1RQ

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

Richard Helliwell

Declared at

BRADFORD, WEST YORKSHIRE

Day Month Year

On 2 7 1 0 2 0 0 5

∅ Please print name.

before me ∅

Richard Timperley

Signed

Richard Timperley

Date

27.10.05

= 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.

THE INFORMATION BUREAU LIMITED

23 HOLROYD BUSINESS CENTRE, CARRBOTTOM ROAD, BRADFORD

BD5 9UY

Tel

0870 751 2866

DX number N/A

DX exchange

N/A

Compa



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

anies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

panies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland.

DX 235 Edinburgh

Form revised June 1998

Please complete in typescript,
or in bold black capitals.

CHWP000

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

THE SALSAHOLICS LIMITED

Proposed Registered Office

c/o HARRISON WEBSTER ASSOCIATES

(PO Box numbers only, are not acceptable)

NATIONAL HOUSE, 2 GRANT AVENUE

Post town

LEEDS, LS7 1RQ

County / Region

WEST YORKSHIRE

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's



Agent's Name

THE INFORMATION BUREAU LIMITED

Address

23 HOLROYD BUSINESS CENTRE

CARRBOTTOM ROAD

Post town

BRADFORD

County / Region

WEST YORKSHIRE

Postcode

BD5 9UY

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.

THE INFORMATION BUREAU LIMITED

23 HOLROYD BUSINESS CENTRE, CARRBOTTOM ROAD, BRADFORD

BD5 9UY

Tel 0870 751 2866

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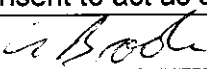
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh

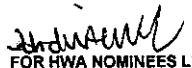
for companies registered in Scotland.

Company Secretary (see notes 1-5)

Company Name		THE SALSAHOLICS LIMITED	
NAME	* Style / Title		*Honours etc
* Voluntary details	Forenames(s)		
	Surname	HWA SECRETARIES LIMITED	
	Previous forename(s)		
	Previous surname(s)		
	Address	NATIONAL HOUSE	
Usual residential address		2 GRANT AVENUE	
For a corporation, give the registered or principal office address.	Post town	LEEDS	
	County / Region	WEST YORKSHIRE	Postcode LS7 1RQ
	Country	ENGLAND	
I consent to act as secretary of the company named on page 1			
Consent signature		 FOR HWA SECRETARIES LIMITED	Date 27.10.05

Directors (see notes 1 - 5)

Please list directors in alphabetical order

NAME	* Style / Title		*Honours etc
* Voluntary details	Forenames(s)		
	Surname	HWA NOMINEES LIMITED	
	Previous forename(s)		
	Previous surname(s)		
	Address	NATIONAL HOUSE	
Usual residential address		2 GRANT AVENUE	
For a corporation, give the registered or principal office address.	Post town	LEEDS	
	County / Region	WEST YORKSHIRE	Postcode LS7 1RQ
	Country	ENGLAND	
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		 FOR HWA NOMINEES LIMITED	Date 27.10.05

Directors (continued)

(see notes 1 – 5)

NAME	* Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>						
* Voluntary details	Forenames(s)	<input type="text"/>								
	Surname	<input type="text"/>								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
	Address	<input type="text"/>								
Usual residential address For a corporation, give the registered or principal office address.		<input type="text"/>								
	Post town	<input type="text"/>								
	County / Region	<input type="text"/>	Postcode	<input type="text"/>						
	Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year								
<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
Either

**An agent on behalf
of all subscribers**

Signed

Date

Or the subscribers

Signed

 FOR HWA NOMINEES LIMITED

Date

27.10.05

**(i.e. those who signed
as members on the
memorandum of
association).**

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

878530



A private company limited by shares
incorporated under the Companies Act 1985 & 1989

Memorandum of Association
of

THE SALSAHOLICS LIMITED

1. **Name of the Company**

The Company's name is THE SALSAHOLICS LIMITED.

2. **Registered Office of the Company**

The Company's registered office is to be situated in England and Wales.

3. **Objects of the Company**

The object of the Company is to carry on business as a general commercial company.

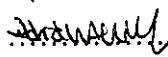
4. **Liability of the members of the Company**

The liability of the members is limited.

5. **Share capital of the Company**


The Company's share capital is £100.00. This is divided into 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 shown opposite my name.

NAME AND ADDRESS OF SUBSCRIBER	Number of Shares taken by Subscriber
 RICHARD WILLIAM HELLIWELL FOR HWA NOMINEES LIMITED NATIONAL HOUSE 2 GRANT AVENUE LEEDS, LS7 1RQ	ONE

Dated: 27.10.05

Witness to the above signatures:-


.....
Garry Brook
National House
2 Grant Avenue
Leeds, LS7 1RQ

A private company limited by shares
incorporated under the Companies Act 1985 & 1989

Articles of Association
of
THE SALSAHOLICS LIMITED

1. **Statutory Obligations and Exceptions**

Table A in the Companies (Tables A to F) Regulations 1985 shall apply to the Company, where appropriate.

2. **Designation of the Company**

The Company is a private company and no offer shall be made to the public to subscribe for any shares in the Company.

3. **Issued Share Capital**

The capital of the Company is £100.00 divided into 100 ordinary Shares of £1 each.

4. **Dealing in Shares of the Company**

4.1 The Directors of the Company are authorised to allot relevant securities of the Company, as defined in Section 80 (2) of the Companies Act 1985, to any persons and on such terms and conditions as the Directors think appropriate.

- 4.2 The Directors shall only allot relevant securities to the extent of the amount of the authorised share capital issued at the date of incorporation.
- 4.3 The Directors shall be authorised to allot securities for up to five years from the date of incorporation. The authority may be revoked or amended at a General Meeting of the Company at any time and the Company shall give Notice to the Registrar of Companies within 15 days of making such a Resolution in accordance with Section 380 of the Companies Act 1985.
- 4.4 All shares authorised to be allotted shall be offered to the members in proportion to the existing shares held by them and the offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time not less than 21 days later for acceptance. After the expiry of the time limit for acceptance or after receiving notice that the member does not wish to take up the share offer, the Directors shall be entitled to allot or otherwise dispose of the shares to such persons and upon such terms as they think appropriate.
- 4.5 Sections 89(1) and 90(1) to 90(6) inclusive of the Companies Act 1985 shall not apply to the Company by virtue of section 91(1) of the Companies Act 1985

5. Lien over Shares

The Company shall have a lien on every share (whether fully paid or not) standing registered in the name of any member for all moneys 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 on a share extends to all dividends payable upon it.

6. Registration of Shares by Directors

The Directors may, without giving any reason, decline to register any 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.

7. General Meetings

7.1 All members entitled to vote at a General Meeting of the Company shall be notified in advance of the meeting and a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and the proxy holder 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.

7.2 Regulation 41 of Table A shall have added at the end: "If at any adjourned meeting a quorum is not present within thirty minutes of the time the meeting is due to start then the meeting shall be dissolved."

7.3 Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors. If 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.

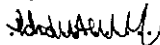
8. Restrictions on Directors Entitlement to Act and Appointment of Directors

Any person may be appointed as a Director, whatever his age, and no Director shall be required to vacate his office of Director because of his age. Regulations 73 to 77 (inclusive) and 80 of Table A regarding retirement of directors do not apply to the Company.

9. Entitlement of Directors to receive formal Notice of Business of the Company


A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

NAME AND ADDRESS OF SUBSCRIBER

.....
RICHARD WILLIAM HELLIWELL
FOR HWA NOMINEES LIMITED
NATIONAL HOUSE
2 GRANT AVENUE
LEEDS, LS7 1RQ

Dated: 27.10.05

Witness to the above signature:-

.....
Garry Brook
National House
2 Grant Avenue
Leeds, LS7 1RQ