

FILE COPY



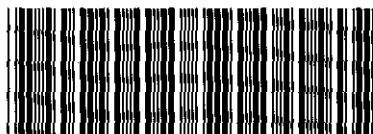
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5637535

The Registrar of Companies for England and Wales hereby certifies that  
FREESET 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 28th November 2005



\*N05637535L\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House

— for the record —

12

Please complete in typescript,  
or in bold black capitals.

CHFP000

## Declaration on application for registration

Company Name in full

5637535  
Freeset Limited

I, Form 10 Secretaries FD Ltd.

of

39A LEICESTER ROAD SALFORD LANCs M7 4AS

† 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

M. Younger

Declared at

SALFORD LANCs

On Day Month Year  
2 3 1 1 2 0 0 5

① Please print name.

before me ①

JONATHAN CANTON

Signed

J. Canton

Date

23/11/2005

† 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.

Tel

DX number

DX exchange



A08 \*ARJ93ANT\* 253  
COMPANIES HOUSE 24/11/2005

Form revised June 1998

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

Companies House, Crown Way, Cardiff, CF4 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



**FORMATIONS**  
*direct ltd*

10

Please complete in typescript,  
or in bold black capitals.

CHFP053

Notes on completion appear on final page

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

**Company Name in full**

Freeset Limited

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

95 Ham Park Road

Stratford

Post town

London

County / Region

Postcode

E15 4AD

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.

x

Agent's Name

Formations Direct Ltd

Address

39a Leicester Rd

Post town

Salford

County / Region

Postcode

M7 4AS

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.

As Above

Tel

DX number

DX exchange



A08  
COMPANIES HOUSE

\*ARJ94ANU\*

252  
24/11/2005

Form revised July 1998

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

for companies registered in Scotland

**DX 235 Edinburgh**

## Company Secretary (see notes 1-5)

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

### Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

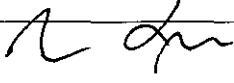
I consent to act as director of the company named on page 1

Consent signature

Date

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>	<b>*Honours etc</b>	<input type="text"/>						
<b>* Voluntary details</b>	<b>Forename(s)</b>	<input type="text"/>								
	<b>Surname</b>	<input type="text"/>								
	<b>Previous forename(s)</b>	<input type="text"/>								
	<b>Previous surname(s)</b>	<input type="text"/>								
<b>Address</b>	<input type="text"/>									
<b>Usual residential address</b>	<input type="text"/>									
For a corporation, give the registered or principal office address.	<b>Post town</b>	<input type="text"/>								
	<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text"/>						
	<b>Country</b>	<input type="text"/>								
	<b>Date of birth</b>	<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"/>	<b>Nationality</b>	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	<b>Business occupation</b>	<input type="text"/>								
	<b>Other directorships</b>	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
<b>Consent signature</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>							

**This section must be signed by****Either****an agent on behalf  
of all subscribers****Signed****Date****Or the subscribers****( i.e those who signed  
as members on the  
memorandum of  
association).****Signed****Date**

23/11/2005

**Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

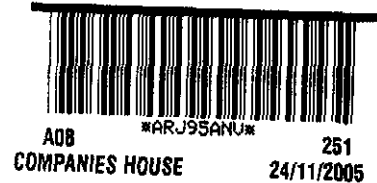
If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

1008361/130  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

9995f

## MEMORANDUM OF ASSOCIATION



1. The company's name is **Freeset Limited**  
  
(Hereafter referred to as " the Company")
2. The company's registered office is to be situated in England & Wales.
3. The objects for which the Company is established are:  
  
The import, sale and distribution of goods on a fair trade basis.
4. In furtherance of the objects the Company may exercise the following powers:
  - a) to promote the interests ,both economically and socially, of the members and those involved therein by means of education , advertising , publicity , alliances or other means
  - b) to advance the welfare of , and provide support and protection for the members by assisting with debt and other financial problems and by helping to reduce overheads within the inter trading environment and on an individual basis
  - c) to apply to the Government, Local Government Authorities, the European Community ,International Organisations, bodies corporate and others for and to accept grants of money and assistance with a view to promoting the Objects of the Company for the public benefit and to conform to any proper conditions upon which such grants and other payments are made
  - d) to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for promoting the Objects
  - e) to take and accept any gift of money, property or other assets (whether subject to any special trust or not) for the Objects
  - f) to borrow or raise money for the Objects on such terms and on such security as may be thought fit
  - g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts
  - h) to invest moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit

- i) to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking established with the intention of furthering its Objects and benefiting the Company
- j) to subscribe for, purchase or otherwise acquire and or sell any patent or other intellectual property rights in pursuance of the Objects of the Company and with the intention of directly benefiting the Company
- k) to purchase, take on lease or in exchange hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or other structures subject to such consents as may be required by law
- l) to enter into such contracts and take out such insurances as the Directors may deem expedient in the interests of the Company
- m) to adopt such means of making the Objects known as the directors may deem expedient and in particular by publicity in the press or through public meetings, lectures or otherwise by circulars, by publication of books and periodicals, making information available in electronically accessible form, and by granting rewards, scholarships and prizes
- n) to undertake and execute such charitable trusts as the Directors may consider appropriate pursuant to the Objects of the Company
- o) to engage and pay upon such reasonable and proper terms as may be thought fit any officer or other person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Company and to reimburse the reasonable costs of travelling, accommodation, subsistence, conference and study expenses necessarily incurred in the course of employment by the Company or the provision of professional and other consultancy services
- p) to make any reasonable or necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants
- q) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the Company
- r) to amalgamate with any companies, institutions, societies or associations which shall have objects mainly or similar to those of the Company and which prohibit payment of any individual or profit to and the distribution of any of their assets amongst their members
- s) to make and alter such rules and regulations as may be requisite for the efficient management, development and administration of the Company
- t) to do all such other lawful things as will further the attainment of the Objects or any of them

5 The income and property of the Company shall be applied solely towards the promotion of the Objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or otherwise to the members of the Company

6 The liability of the members is limited.



7 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Association's debts and liabilities contracted before he or she ceases to be a member, and of the costs charges and expenses of winding up

8 If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed amongst the members of the Company, but shall be given or transferred to some other business Company, charity or association having similar Objects which prohibits the distribution of its or their income and property to an extent at least as great as that imposed on the Company by this Memorandum, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other organisation or charitable object.

I, the person whose name and address is subscribed, am desirous of being formed into a Company, in pursuance of this Memorandum of Association.

Name and Address of Subscriber

NORMAN YOUNGER  
39a Leicester Road  
Salford  
Manchester M7 4AS



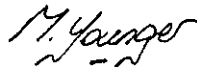
Accountant

Dated 23 November 2005

Witness to the above Signature:-

Miriam Younger  
39a Leicester Road  
Salford  
Manchester M7 4AS

Secretary



# ARTICLES OF ASSOCIATION

of

## **Freeset Limited**

### PRELIMINARY

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 64, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

### INTERPRETATION

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.

### MEMBERS

3. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him.

4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

### NOTICE OF GENERAL MEETINGS

5. In regulation 38 of Table A -

- (a) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right" and
- (b) the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.

### PROCEEDINGS AT GENERAL MEETINGS

6. The words "and at any separate meeting of the holders of any class of shares in the company" shall be omitted from regulation 44 of Table A.

7. Paragraph (d) of regulation 46 of Table A shall be omitted.

### VOTES OF MEMBERS

8. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

## DIRECTORS' EXPENSES

9. The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

## PROCEEDINGS OF DIRECTORS

10. In paragraph (c) of regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

## MINUTES

11. The words "of the holders of any class of shares in the company" shall be omitted from regulation 100 of Table A.

## NOTICES

12. The second sentence of regulation 112 of Table A shall be omitted.

13. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A.

## AUDITORS

14. The appointment of an auditor shall be subject to the regulations concerning exemption from such an appointment where the relevant criteria as defined by the Act are met.

## SEAL

15. In accordance with the provisions of the Act the Company need not have a seal. If it does have a seal Regulation 101 of Table A shall apply.

Name and Address of Subscriber:-

NORMAN YOUNGER  
39a Leicester Road  
Salford  
Manchester M7 4AS



Dated 23 November 2005

Witness to the above Signature:-

Miriam Younger  
39a Leicester Road  
Salford  
Manchester M7 4AS

Secretary

