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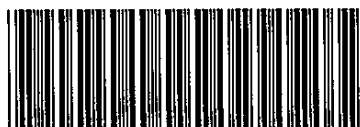
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5640282

The Registrar of Companies for England and Wales hereby certifies that  
5U 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 30th November 2005



\*N05640282E\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

LEX

RJS 12

Package: 'Laserform'  
by Laserform International Ltd.

Please complete in typescript,  
or in bold black capitals.

CHFP025

# Declaration on application for registration

M

5640282

Company Name in full

SU LIMITED

I, GLENN SKIVINGTON on behalf of Oxford Formations Ltd

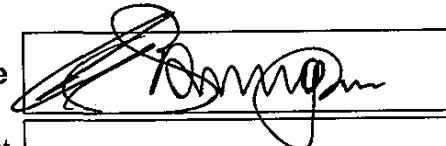
of Winter Hill House Marlow Buckinghamshire

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~XXXXXX~~ 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



Declared at

MARLOW

Day Month Year

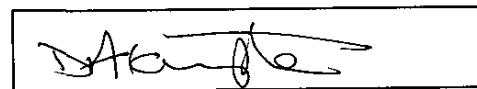
On 24 11 2005

① Please print name.

before me ①

David Anthony Kempton

Signed



Date

24/11/05

† 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.

OXFORD FORMATIONS LIMITED  
Winter Hill House, Marlow Reach, Station Approach,  
Marlow, Buckinghamshire, SL7 1NT  
  
Tel 01628 487 487  
DX number DX 145320 DX exchange Marlow 2



A20 \*ACULPAP1\* 591  
COMPANIES HOUSE

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**

# 10

**Package:** 'Laserform'  
by Laserform International Ltd.

*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**

SU LIMITED.

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

Winter Hill House

Marlow Reach, Station Approach

Post town Marlow

County / Region Buckinghamshire

Postcode SL7 1NT

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.

OXFORD FORMATIONS

Winter Hill House, Marlow Reach, Station Approach,  
Marlow, Buckinghamshire, SL7 1NT

Tel 01628 487 487

DX number 145320

DX exchange Marlow 2

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



**Company Secretary** (see notes 1-5)

Company name THE OXFORD SECRETARIAT LIMITED

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Winter Hill House

Marlow Reach, Station Approach

Post town Marlow

County / Region Buckinghamshire

Postcode SL7 1NT

Country UNITED KINGDOM

†† 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

24/11/05

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

Please list directors in alphabetical order

For The Oxford Secretariat Limited

NAME \*Style / Title

\*Honours etc

Forename(s)

OXFORD FORMATIONS LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address ††

Winter Hill House

Marlow Reach, Station Approach

Post town Marlow

County / Region Buckinghamshire

Postcode SL7 1NT

Country UNITED KINGDOM

†† 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 British

Business occupation

Limited Company

Other directorships

I consent to act as director 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

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address ††**

†† 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.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

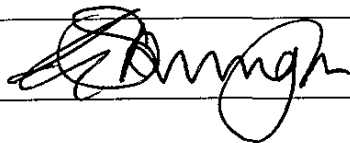
I consent to act as director of the company named on page 1

Consent signature

Date

**This section must be signed by***Either***an agent on behalf of all subscribers**

Signed



Date

24/11/05

**Or the subscribers**

Signed

For Oxford Formations Limited

Date

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

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.

880054

101911/20

**THE COMPANIES ACTS 1985 to 1989**

**PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION OF**

**5U LIMITED**



1. The company's name is 5U LIMITED
2. The company's registered office is situate in England and Wales.
3. The company's object is to carry on business as a general commercial company.
4. Without prejudice to the generality of the object and the powers of the company derived from section 3A Companies Act 1985 the company has power to do all of the following:
  - 4.1. to lend money or give credit on any terms and with or without security to any person, firm or company, to enter into guarantees and contracts of indemnity, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner the payment of any sum of money or the performance of any obligation by any person, firm or company;
  - 4.2. to borrow money in any manner and to secure the repayment of any money borrowed or the performance by the company of any obligation or liability it may undertake, by mortgage, charge, lien or other security upon the whole or any part of the company's property or assets (both present and future), including its uncalled capital;
  - 4.3. to sell or otherwise dispose of the whole or any part of the business or property of the company, for such consideration as the company may think fit, including shares, debentures, or other securities;
  - 4.4. to pay any expenses incurred in connection with the promotion and incorporation of the company, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the company;
  - 4.5. to make donations to or otherwise assist any charitable, benevolent or public object;
  - 4.6. subject to compliance with the provisions of sections 155 to 158 (inclusive) Companies Act 1985, to give financial assistance directly or indirectly for such purposes as are specified in sections 151(1) and 151(2) Companies Act 1985.
5. The liability of the members is limited.
6. The company's share capital is £100 divided into 100 shares of £1.00 each.



We, the subscriber 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 name.

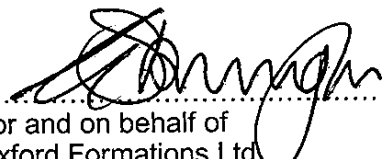
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Name and Addresses of Subscriber

Number of shares taken

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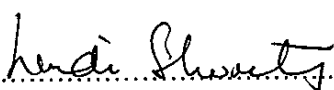
Date: 24th November 2005

  
.....  
For and on behalf of  
Oxford Formations Ltd  
Winter Hill House  
Marlow Reach  
Station Approach  
Marlow  
Bucks  
SL7 1NT

Total shares taken

1

Witness to the above signature:-

  
.....  
Linda Shurety  
Winter Hill House  
Marlow Reach  
Station Approach  
Marlow  
Bucks  
SL7 1NT



## **THE COMPANIES ACTS 1985 to 1989**

### **PRIVATE COMPANY LIMITED BY SHARES**

#### **ARTICLES OF ASSOCIATION OF**

#### **5U LIMITED**

##### **1. PRELIMINARY**

1.1. The regulations of the company shall be the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (referred to below as "Table A") as amended by the Companies (Tables A to F)(Amendment) Regulations 1985 with the following amendments and additions.

##### **2. SHARE CAPITAL**

2.1. In accordance with section 91(1) of the Companies Act 1985 ("the Act") sub-sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the company.

2.2. Unless otherwise approved by special resolution unissued shares which are not comprised in the share capital with which the company was registered which are to be issued shall be offered by the directors on identical terms to all the members in proportion as nearly as may be, with fractions being disregarded, to their existing holdings of shares. The offers shall be in writing and shall state:

- 2.2.1. the number of shares which each member is offered;
- 2.2.2. the subscription price to be paid;
- 2.2.3. that the member may subscribe for all or part of the shares offered;
- 2.2.4. that acceptances in writing must be received by the company not later than 28 days from the date of the offer, after which it will be deemed to be declined;
- 2.2.5. that members should state in their reply the numbers of shares, if any, in excess of their allocation they wish to subscribe for.

An offer shall be deemed to be accepted on the day on which an unequivocal acceptance in writing is received by the company. If members' allocations of shares are not accepted in full, the shares remaining shall be used to satisfy members' requests for additional shares as nearly as possible in proportion to the number of shares they already hold. If there is a balance of shares which cannot be offered to the members in proportion to their existing holdings without fractions resulting, they shall be offered to the members at the discretion of the directors. Any shares not accepted pursuant to such offers may be disposed of by the directors to such persons, and on such terms, as they think fit, but the disposal shall not be on terms more favourable to the acquirer than were offered to members.

2.3. For a period of five years from the date of incorporation the directors are generally and unconditionally authorised in accordance with section 80 of the Act, to allot relevant securities.

### **3. LIEN**

3.1. The lien conferred by Regulation 8 in Table A shall also attach to fully paid shares, and shall extend to all money due to the company by any registered holder or his estate, whether he is a sole registered holder or one of joint holders. Regulation 8 in Table A is modified accordingly.

### **4. TRANSFER OF SHARES**

4.1. The directors may in their absolute discretion and without giving any reason decline to register the transfer of a share, whether or not it is fully paid, and the first sentence of Regulation 24 in Table A does not apply to the company.

### **5. GENERAL MEETINGS**

5.1. The last sentence of Regulation 37 in Table A is omitted.

### **6. PROCEEDINGS AT GENERAL MEETINGS**

6.1. At any time that the company has only one member, one person present in person or by proxy, or a duly authorised representative of a corporation, shall be a quorum. Regulation 40 in Table A is modified accordingly.

6.2. The following words are added to Regulation 41 of Table A. "If a quorum is not present within half an hour after the time appointed for the adjourned meeting, the meeting shall be dissolved."

### **7. VOTES OF MEMBERS**

7.1. On a show of hands, every member who is present by proxy shall be entitled to one vote. Where one person is appointed proxy for more than one member, the proxy shall have as many votes as members for whom he is proxy. Regulation 54 of Table A is modified accordingly.

7.2. The words "within the United Kingdom" are omitted from Regulation 62 in Table A.

### **8. NUMBER OF DIRECTORS**

8.1. Regulation 64 in Table A is amended by deleting "but shall be not less than two" and substituting "and the minimum shall be one. Whenever the minimum number is one, a sole director may exercise all the powers, authorities and discretions vested in the directors by Table A and these articles"

### **9. APPOINTMENT AND REMOVAL OF DIRECTORS**

9.1. A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director either as an additional director or to fill a vacancy, and may remove from office any director however appointed.

9.2. Every appointment or removal in accordance with this article shall be made by notice in writing to the company and shall be of immediate effect.

## **10. ALTERNATE DIRECTORS**

10.1. A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him, and Regulation 65 in Table A is modified accordingly.

10.2. It is necessary to give notice of a meeting to an alternate director who is absent from the United Kingdom and the second sentence of Regulation 66 in Table A is omitted accordingly.

10.3. Regulation 68 of Table A shall be modified by the addition of the following sentence: "Any such notice may be left at or sent by post facsimile or email transmission to the registered office or such other place as may be designated for the purpose by the directors".

10.4. When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

## **11. EXCLUSION OF PROVISIONS FOR RETIREMENT OF DIRECTORS BY ROTATION**

11.1. The directors shall not be required to retire by rotation. Regulations 73, 74, 75 and 80 in Table A do not apply to the company, and Regulations 76, 77, 78, 79 and 84 are modified accordingly.

## **12. DIRECTORS GRATUITIES AND PENSIONS**

12.1. The directors may provide benefits whether by the payment of gratuities or pensions or by insurance or otherwise for any director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent upon him and may (during as well as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purpose of providing for such benefit. A director may vote at a meeting of directors or of a committee of directors on any resolution concerning the provision of such benefits. Regulation 87 in Table A shall not apply to the company.

## **13. PROCEEDINGS OF DIRECTORS**

13.1. It is necessary to give notice of a meeting to a director (and an alternate director) who is absent from the United Kingdom and the third sentence of Regulation 88 in Table A is omitted accordingly.

13.2. The quorum necessary for the transaction of the business of the directors shall be two except that whenever the *minimum number* of directors is one and there is only one director, the quorum shall be one. Regulation 89 in Table A does not apply to the company.

13.3. A director may vote, at a meeting of directors or of a committee of directors, on any resolution, concerning a matter in which he has, directly or indirectly, an interest or duty. Regulations 94-97 (inclusive) in Table A do not apply to the company.

13.4. Any director (including an alternate director) may participate in a meeting of the directors or a committee of directors by means of a conference telephone, video or similar communications equipment whereby all persons participating in the meeting can

hear each other at the same time. Participation in this manner shall be deemed to constitute presence in person at a meeting. The meeting is deemed to be held where the chairman is situated, or alternatively where the directors at the meeting agree.

#### **14. THE SEAL**

14.1. The directors may determine whether the company shall have a seal or not. If the company has a seal the directors may still authorise the execution by the company of a document otherwise than by affixing the company seal. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, it shall be signed by a director and by the secretary or second director. Regulation 101 in Table A does not apply to the company.

14.2. The obligation under Regulation 6 in Table A relating to the sealing of share certificates does not apply to the company.

14.3. The company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the directors.

#### **15. NOTICES**

15.1. A notice may also be given by the company to any member by:

15.1.1. facsimile provided a confirmatory copy together with a copy of the relevant transaction report or slip printed by the transmitting machine is sent by post within 24 hours of transmission; or

15.1.2. electronic mail provided a confirmatory copy together with a copy of the relevant transaction report or confirmation of sending produced by the transmitting computer is sent within 24 hours of transmission. Regulation 112 in Table A is modified accordingly.

15.2. A notice sent by facsimile or electronic mail is deemed to be in writing.

15.3. The last sentence of Regulation 112 in Table A is omitted.

15.4. A notice given by post shall be deemed to be given at the expiration of 48 hours (or 96 hours if posted to an address outside the United Kingdom) after the envelope containing it was posted whether or not the notice is actually delivered or returned to sender. Regulation 115 in Table A is modified accordingly.

15.5. A notice given by facsimile or electronic mail shall be deemed to be given on the day upon which it is transmitted, or the next working day where the facsimile or electronic mail is sent after 4p.m. or on a day that is not a working day, whether or not it or the confirmatory copy is actually received or returned to sender. The relevant transaction report or confirmation of sending shall be conclusive evidence of proof that a notice was sent by facsimile or electronic mail.

15.6. The words "within the United Kingdom" are omitted from Regulation 116 in Table A.

## 16. INDEMNITY

16.1. In addition to the indemnity provided in Regulation 118 in Table A, every director or officer of the company shall be indemnified out of the assets of the company against any charge, cost, expense, liability or loss incurred by him in the exercise of his powers or the execution of his duties and shall not be liable for any loss or damage occasioned to the company by the exercise of his powers or the execution of his duties except a charge, cost, expense, liability or loss incurred by him or occasioned to the company which results from the director's negligence, default, breach of duty or breach of trust.

16.2. The directors shall have power to purchase and maintain for any director, officer or auditor of the company insurance against any such liability as is referred to in section 310(1) of the Act.

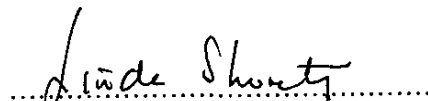
Name and Address of Subscriber

Date: 24<sup>th</sup> November 2005



For and on behalf of  
Oxford Formations Ltd  
Winter Hill House  
Marlow Reach  
Station Approach  
Marlow  
Bucks  
SL7 1NT

Witness to the above signature:-



Linda Shurety  
Winter Hill House  
Marlow Reach  
Station Approach  
Marlow  
Bucks  
SL7 1NT