

*George C. Humphrey*

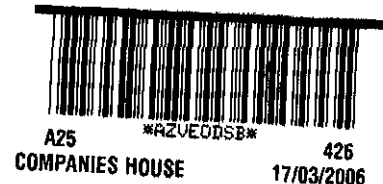
THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

5656604

MEMORANDUM OF ASSOCIATION OF

SYNTOPIX GROUP LIMITED



- 1 The Company's name is SYNTOPIX GROUP LIMITED.<sup>1</sup>
- 2 The Company's registered office is in England and Wales.
- 3 The Company's objects are as follows:-
  - 3.1 to carry on business as a general commercial company;
  - 3.2 To carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the shares, stock, debenture stock, loan stock bonds, obligations, securities, property, assets, rights, privileges or other interests of or in any company, corporation, firm or undertaking carrying on business of any kind whatsoever in any part of the world, and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and business of every description and to carry on, develop and to manage, conduct, supervise, control and co-ordinate the activities, businesses, operations or affairs of any company, corporation or firm in which the Company is for the time being interested and to co-ordinate the policy and administration of any companies of which the Company is a member or which are in any manner controlled by or connected or associated with the Company;
  - 3.3 to acquire any property, and rights or privileges of any kind over or for any property which the Company may use or which the Directors believe may increase the value of the Company's other property;
  - 3.4 to acquire, protect, renew or dispose of any intellectual property rights which may benefit the Company and to make use of those rights;
  - 3.5 to experiment on, test and improve any patents, inventions or rights which the Company acquires or plans to acquire;
  - 3.6 to acquire an interest in the whole or part of or make any form of arrangement with any other company doing or intending to do any business similar to the Company's business. The Company may deal with any form of stock of the other company;
  - 3.7 to deal in any way with the Company's property and rights;
  - 3.8 to invest and deal with any money of the Company which the Company does not immediately need;

<sup>1</sup> The Company changed its name from Pop Tart Limited with effect from 4 February 2006.

- 3.9 to lend money, give guarantees, provide security or give credit to any person or association of persons the Company deals with on terms and conditions the Company decides;
- 3.10 to support or secure the performance of any responsibilities of any person or company associated with the Company in business or through shareholdings. (This includes any company which is a subsidiary or a holding company of the Company as defined in the Companies Act 1985.) The Company may do this by personal agreement, by covenant, by mortgaging the Company's property and assets, by using the Company's capital, or by any other method. This includes repaying loans and paying premiums, interest, dividends and any other costs relating to debentures, debenture stock, loan stock, shares or other securities;
- 3.11 to borrow or raise money in any way and to secure the repayment of this, money by mortgage or other security over the Company's property and assets, and to ensure that the money borrowed or raised is repaid. The Company may also raise or borrow money in any way and Secure the repayment of this money by mortgage or other security over the Company's property and assets to ensure that it carries out its obligations;
- 3.12 to draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and use any type of negotiable instrument which may help the Company achieve its objects;
- 3.13 to make arrangements with any government, authority, or other person £ or association of persons that may help the Company to achieve its £ objects;
- 3.14 to acquire and hold shares, stock or other interests or obligations in any company or corporation;
- 3.15 to promote any other company to carry out any operation which may benefit the Company;
- 3.16 to sell, let, licence, develop or otherwise deal with any part of the business of the Company on any terms the Company thinks fit and to accept shares, debentures, or securities of any company in return for this;
- 3.17 to act as a sub-contractor and to use sub-contractors, agents, brokers and others to carry out the business of the Company;
- 3.18 to provide financial help according to Sections 155 to 158 of the Companies Act 1985 for any purpose set out in Sections 151(1) and 151(2) of that Act. (Sections 155 to 158 and 151(1) and 151(2) cover situations where the Company offers assistance to potential shareholders to purchase shares in the Company);
- 3.19 to pay any person or company providing services to the Company in cash, shares or other company securities (credited as fully paid or partly paid);
- 3.20 to use the Company funds to pay all costs involved in promoting, forming and creating the Company as a legal corporation or to contract with another person or company to pay these;
- 3.21 to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any of the Company's shares and securities;

- 3.22 to take out and renew insurance policies to cover the Company officers and auditor against any costs, expenses and liabilities arising from negligence, default or breach of duty or trust in relation to their duties as permitted by section 310(3) of the Companies Act 1985;
- 3.23 to support any charitable or public object, and any institutions, society, or club which may benefit the Company, its directors or employees;
- 3.24 to pay the directors of the Company in any way the Company thinks fit;
- 3.25 to provide pensions and other funds for past and present employees of the Company and others in the service of the Company or of any holding company of the Company or subsidiary company of the Company and for their dependants;
- 3.26 to make payments towards life insurance for past and present employees of the Company, and others in the service of the Company and of any holding company of the Company or subsidiary company of the Company and for their dependants;
- 3.27 to set up and maintain profit sharing, share option or share purchase schemes for the benefit of the employees of the Company or employees of any subsidiary or holding company of the Company and to lend money to employees or trustees to set up or maintain these schemes;
- 3.28 to distribute the Company's property among the shareholders of the Company.
- 3.29 to do any other things which may help the Company to achieve its objects;
- 3.30 the objects set out in clauses 3.1 to 3.28 must be interpreted as widely as possible. They must be interpreted independently of each other unless the context requires them to be interpreted together;
- 3.31 the word 'company' in this document includes any partnership, firm, corporation or company whether incorporated or not and whether domiciled in any part of the United Kingdom or elsewhere.

4 The liability of the Company's shareholders is limited.

5 The share capital of the Company is £1000. This is divided into 1000 shares of £1 each.<sup>2</sup>

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

Name and address of the subscriber and number of shares taken by the subscriber

York Place Company Nominees Limited

One

12 York Place Leeds LS1 2DS

Dated 16 December 2005

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<sup>2</sup> On 15 March 2006, the Company increased its authorised share capital to £340,000 divided into 340,000 ordinary shares of £1 each and subdivided each £1 share into ten ordinary shares of 10 pence each.