

COMPANY LIMITED BY SHARES

Memorandum of Association

of

NORTHBOURNE FIFTY FIVE LIMITED



1. The name of the Company is NORTHBOURNE FIFTY FIVE LIMITED.
2. The registered office of the company will be situated in England.
3. The objects for which the Company is established are:-
 - a) To carry on in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely: business as a general commercial company, manufacturers, designers, inventors, creators, cultivators, breeders, growers, hunters, trappers, fishermen and fish farmers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials and commodities; warehousemen; storage contractors; shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents; financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons; builders; roofers; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration engineers and specialists and contractors; decorators; painters; bricklayers; carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers, plumbers, electricians, shop front fitters; builder's and decorator's merchants; double glazing, insulation, cavity wall insulation, loft insulation and conversions; civil, mechanical, constructional, agricultural, consulting, electrical, chemical and general engineers; telephone and telegraph systems and any other forms of communications, recording or processing; safety and security alarm systems; welders; sheet metal workers; blacksmiths; motor engineers; garage proprietors; car hire service; driving school instructors; courier service; travel agents; owners, charterers, lessors, lessees, hirers and operators of, and dealers in aircraft, ships, boats, hovercrafts, pipelines, power supplies facilities, railways, lorries, trucks, coaches, buses, motor cars, motor cycles, bicycles and other vehicles; transport and haulage contractors; general engineers; tool makers; booking agents and managers for theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all its branches; proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors; dealers in food and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers, fishmongers and poultry merchants; farmers; florists, horticulturists; landscape gardeners and designers; funeral directors; bakers; confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds; antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers; radio, television and electrical retailers; dealers and repairers; toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment; film processing; film and video producers and distributors; textile merchants; tailors and fashion designers; ladies and gentlemen's outfitters; boot and shoe retailers; perfumery and cosmetic dealers; hairdressers; health farms and studios and massage parlours; manufacturing and retail chemists; opticians; printers, publishers, writers, authors and journalists; stationers; advertising and publicity agents; public relation specialists;

consultants, draughtsmen and exhibition specialists; seminars, lecturers, conventions, salesmen and demonstrators; conference and training specialists and organisers; business transfer agents; employment agents; computer operators, programmers and dealers; IT and control system engineers; market research specialists; business advisers; accountancy services; secretarial services; insurance consultants and services; mail order specialists; dyers and cleaners; dry cleaners; window cleaners and industrial cleaners and maintenance contractors of property of every description; proprietors of launderettes; excavation and demolition contractors; plant hirers; scrap iron and waste merchants; and to licence, conduct, operate, register and protect any franchise; to carry on all or any of the said businesses and provide services in connection therewith, either together as one business or as separate and distinct businesses in any part of the world.

- b) To carry on any other business which, in the opinion of the Director(s) of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- d) To apply for, register or by any other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situated on the property of the Company.
- f) To invest and deal with monies of the Company in such shares or upon such securities or otherwise in such manner as from time to time may be determined.
- g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint venture agreement with any other company, firm or person carrying on business similar or complimentary to the business of the Company or any part thereof.
- h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- j) To lend money to customers, associates and others whether incorporated or not and to guarantee the observance and performance of obligations and contracts by customers and others.
- k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- l) To pay or remunerate any person, firm or company for rendering service to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- m) To subscribe to and support any charitable or public object and to establish, aid and support any funds, trusts, institutions or clubs which may be for the benefit of the Company, Directors, former Directors, employees or former employees or their families or which may be to the benefit of the inhabitants of any city, town, village or district with which the Company may have connections.

- n) To grant pensions, gratuities, allowances and pay insurance contributions to Directors, former Directors, employees or former employees or their families and to set up and maintain pension schemes, whether contributory or not, for the benefit of such persons.
- o) To make, draw, endorse, accept, discount, negotiate, execute or issue cheques, bills of exchange, promissory notes, bills of lading, debentures, warrants and any other negotiable or transferable instruments.
- p) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- q) To give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act, if and in so far as such provision shall be applicable.
- r) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- s) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- t) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- u) In this Memorandum the expression "the Act" means the Companies Act 1985, but so that any reference herein to any provisions of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

It is hereby declared that:

- i) The objects specified in each sub-clause shall be regarded as independent objects, and they shall not be limited or restricted, except where otherwise expressed in such clauses, by reference to or interference from the terms of any other sub-clause or the name of the company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.
- ii) The word 'company' except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporated, and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The Company's share capital is £3,000 divided into:

2,000 ordinary A shares of £1.00 each -- 10 votes per share
 10,000 ordinary B shares of 10 pence each -- 1 vote per share

We, the subscribers 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 respective names.

Names and addresses of Subscribers

Number of shares taken

ONESIMUS LTD
ARCHER HOUSE
BRITLAND
NORTHBOURNE ROAD
EASTBOURNE
EAST SUSSEX BN22 8PW

ONE A SHARE

Dated 26 JUNE 2006

Witness to the above signature

S ROSS
ARCHER HOUSE
BRITLAND
NORTHBOURNE ROAD
EASTBOURNE
EAST SUSSEX BN22 8PW

COMPANY LIMITED BY SHARES

Articles of Association

of

NORTHBOURNE FIFTY FIVE LIMITED

PRELIMINARY

1. a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and as in force at the date of incorporation of the Company except in so far as they are excluded, varied or modified as aforesaid) together with these Articles shall constitute the Regulations of the Company.
- b) The words or expressions defined in Regulation 1 of Table A shall bear these Articles, unless the context requires otherwise, the meaning so defined.

DIRECTORS

2. The number of Directors shall not be subject to a maximum and the minimum number shall be one, unless determined otherwise by ordinary resolution and Regulation 64 of Table A shall be accordingly modified. If and when the number of Directors is one, that Director may act alone in exercising all the powers and authority vested in the Directors. A Director need not hold any shares in the Company.
3. No Director shall be required to retire by rotation and Regulations 73 to 83 (inclusive) of Table A shall not apply to the Company.
4. A Director may vote and his vote shall count in respect of any transaction, contract or arrangement or of any matter arising therefrom in which he has an interest, provided that he shall declare such interest before the vote is taken.
5. Regulations 94, 95 and 96 of Table A shall not apply to the Company.
6. Any Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
7. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.
8. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

9. The office of a Director shall be vacated:

- a) In any of the circumstances specified in article 81 of Table A (any resignation of office being by notice in writing); or
- b) If he is removed from office by a resolution duly passed under Section 303 of the Act.

VOTES OF MEMBERS

10. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have votes as stated in the Memorandum of Association for each share of which he is the holder.

NOTICES

11. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied the Company any address within the United Kingdom for the giving of notices to them, and shall also be given to the directors and the auditors.

ALLOTMENT OF SHARES

12. The Company is a private limited company having a share capital and shall not offer the public, whether for cash or otherwise, any shares or debentures in the Company. It shall not allot, whether for cash or otherwise, any shares or debentures in the Company with a view to all or any of these shares or debentures being offered for sale to the public.

13. In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to 90(6) of the Act shall be excluded from applying to the Company.

TRANSFER OF SHARES

14. Regulation 24 of Table A shall not apply to the Company.

15. Except in the circumstances set out in Article 12 hereof, the Directors may in their absolute discretion and without providing any reason therefore decline to register the transfer of any share whether it is fully paid up or not.

16. Subject to the overriding proviso that nothing contained in these Articles shall prevent the Directors of the Company from declining to register the transfer of the share in respect of which the Company has a lien or to any infant, bankrupt or person of unsound mind, any share may be transferred: -

- a) to any person who is already a member of the Company;
- b) by any member of the Company to any child or remoter issue, spouse, widow, widower, sister, brother or parent of that said member.
- c) by the personal representatives of a deceased member to any child or remoter issue, spouse, widow, widower, sister, brother or parent of such deceased member.
- d) by the personal representatives of such a deceased member to the trustees of the Will of such deceased member.
and
- e) by the trustees of the Will of any deceased member or of a settlement created by any member or deceased member to the trustees for the time being of the Will of any deceased member or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Names and addresses of Subscribers

ONESIMUS LTD
ARCHER HOUSE
BRITLAND
NORTHBOURNE ROAD
EASTBOURNE
EAST SUSSEX BN22 8PW

Dated 26 JUNE 2006

Witness to the above signatures

S ROSS
ARCHER HOUSE
BRITLAND
NORTHBOURNE ROAD
EASTBOURNE
EAST SUSSEX BN22 8PW