

FILE COPY



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

Company No. 5963154

The Registrar of Companies for England and Wales hereby certifies that
AZTECA 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 11th October 2006



N05963154K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House

for the record

Please complete in typescript,
or in bold black capitals.

CHWP000

12

Declaration on application for registration

Company Name in full

AZTECA LIMITED

I, SIL SECRETARIES LIMITED

of SUITE 12 - 8 SHEPHERD MARKET- LONDON W1J 7JY

† 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

J. Shaw

Declared at

104 SOUTH END - SOUTH CROYDON- SURREY - CR0 1DQ

McMullan Williams Solicitors
104 South End
South Croydon
Surrey CR0 1DQ

Day Month Year

On

05 10 2006

DX 38452 South Croydon before me
Tel: 020 8253 7600
Fax: 020 8253 7601

MR. JASON HOOKER - SOLICITORS

Signed

[Signature]

Date

05-10-2006

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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.

Tel _____	
DX number ____	DX exchange ____



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
or LP - 4 Edinburgh 2



Companies House
for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

AZTECA LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

SUITE 12 -

8 SHEPHERD MARKET

Post town

LONDON

County / Region

Postcode

W1J 7JY

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
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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary^{*} (see notes 1-5)

Company name AZTECA LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

SIL SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

†† 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.

Address ††

SUITE 12 -

8 SHEPHERD MARKET

Post town

LONDON

County / Region

Postcode

W1J 7JY

Country

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

Consent signature

For & on behalf of

Date

30 SEPT 06

Directors (see notes 1-5)

Please list directors in alphabetical order

SIL SECRETARIES LIMITED

NAME *Style / Title

*Honours etc

Forename(s)

Surname

SIL DIRECTORS LIMITED

Previous forename(s)

Previous surname(s)

†† 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.

Address ††

SUITE 12-

8 SHEPHERD MARKET

Post town

LONDON

County / Region

Postcode

W1J 7JY

Country

Day Month Year

Date of birth

1 1 0 9 2 0 0 2

Nationality

BRITISH

Business occupation

COMPANY FORMATION AGENT

Other directorships

SEE ENCLOSED

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

Consent signature

For & on behalf of

Date

30 SEPT 06

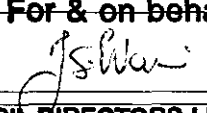
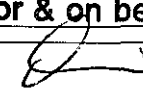
SIL DIRECTORS LIMITED

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details		Forename(s) <input type="text"/>		
		Surname <input type="text"/>		
		Previous forename(s) <input type="text"/>		
		Previous surname(s) <input type="text"/>		
Address ^{††}		<input type="text"/>		
<input type="checkbox"/>		<input type="text"/>		
Post town		<input type="text"/>		
County / Region		<input type="text"/>	Postcode	<input type="text"/>
Country		<input type="text"/>		
Date of birth		<input type="text"/>	Nationality	<input type="text"/>
		<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 or the subscribers (i.e those who signed as members on the memorandum of association).

Signed	For & on behalf of	Date
		30 SEPT 06
Signed	SIL DIRECTORS LIMITED	Date
	For & on behalf of	30 SEPT 06
Signed		Date
	SIL SECRETARIES LIMITED	
Signed	<input type="text"/>	Date
Signed	<input type="text"/>	Date
Signed	<input type="text"/>	Date
Signed	<input type="text"/>	Date

SIL DIRECTORS LIMITED
Company number 4532167

List of Directorships SEPTEMBER 2006

AL INVESTMENTS LIMITED
ARTEMIS GB LIMITED
ATVENT PROPERTIES LIMITED
AZTECA LIMITED
BEAUTYSPOT PRODUCTIONS LIMITED
BLUE MEDIA NETWORKS LIMITED
CHEM LATINA LIMITED
CORUNTSUM LIMITED
DIRECTA PLUS UK LIMITED
GEN PHAR PRO INVESTEMENTS (GB) LIMITED
GOLDEN ACE LIMITED
INTEROCEAN CORPORATION LIMITED
ONE SOLUTION UK LIMITED
PHARMPROD LIMITED
PKS CORPORATION LIMITED
RIA (GB) LIMITED
SILVANI CONSULTANCY LIMITED
SIL SECRETARIES LIMITED
SIL CONSULTANCY LIMITED
SOL GENERICS LIMITED
SOLARTIS LIMITED
SLEEPY PAWS LIMITED
TGC PRODUCTIONS LIMITED
TUNIS TRADING LIMITED
TIMIS BROTHERS LIMITED
WESTERN MARKETING SERVICES LIMITED

1 00044/10
0 00007/30

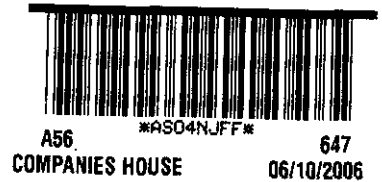
5963154

807535

The Companies Act 1985

Private Company Limited By Shares

MEMORANDUM OF ASSOCIATION OF AZTECA LIMITED



- 1 The name of the company (hereinafter called 'the Company') is
AZTECA LIMITED
- 2 The registered office of the Company will be situated in England and Wales.
- 3 The objects for which the Company is established are:
 - 3.1 to carry on the business as general merchants and manufacturers; brokers and agents for distributors of goods and services of all kinds; haulage contractors, carriers and transporters by land and sea and air of passengers, livestock goods and materials of every description, freight agents, removers, storers and packers of goods, materials and property of every description.
 - 3.2 to carry on the business of land and property developers of every and any description and to acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, under leases, rights, privileges, stocks, shares, and debentures in companies, policies of insurance and other such property as the Company may deem fit and shall acquire the same for the purposes of investment and development and with a view to receiving the income therefrom; and to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise, and to carry on any other trade or business, whatever, of a like and similar nature;
 - 3.3 to carry on all kinds of promotion business, and, in particular, to form, constitute, float, lend money to, assist, manage and control any companies and to market advertise or promote goods, services, material (tangible or intangible) or any other thing whatsoever;
 - 3.4 to vary the investments and holdings of the Company as may from time to time be deemed desirable;
 - 3.5 to act as trustee of any kind including trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and to undertake and execute any trust or trust business (including the business of acting as trustee under wills and settlements), and to do anything that may be necessary or assist in the obtaining of any benefit under the estate of an individual, and also to undertake the office of executor, administrator, secretary, treasurer or registrar or to become manager of any business, and to keep any register or undertake any registration duties, whether in relation to securities or otherwise;

- 3.6 to provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision;
- 3.7 to carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaires, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents of any company;
- 3.8 to manufacture, develop, process, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, services and material (tangible or intangible) of any kind which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may require;
- 3.9 to provide services of any kind including the carrying on of advisory, consultancy, brokerage and agency business of any kind;
- 3.10 to acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company;
- 3.11 to enter into any arrangements with any government or authority or person and to obtain from any government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same;
- 3.12 to purchase, take on lease or in exchange, hire, renew, or otherwise acquire and hold for any estate or interest, and to sell, let or otherwise dispose of in whole or in part, any lands, buildings, machinery, rights, stock-in-trade, business concerns, choses in action, and any other real and personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit;
- 3.13 to enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on, engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company;
- 3.14 to invest and deal with the moneys of the Company not immediately required in or upon such investments (other than shares in the Company) and in such manner as may from time to time seem expedient;
- 3.15 to lend or advance money or otherwise give credit to provide financial accommodation to any company with or without security and otherwise on such terms as may seem expedient and to deposit money with any company and to carry on the business of a banking, finance or insurance company;

- 3.16 to guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the Company or not, notwithstanding the fact that the Company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein;
- 3.17 to borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company or any other company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description;
- 3.18 to draw, make, accept, endorse, discount, execute, issue, negotiate and deal in promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments and to buy, sell and deal in foreign currencies;
- 3.19 to apply for and take out, purchase or otherwise acquire, sell, deal, or trade in any way in service marks and names, designs, patents, patent rights, inventions, secret processes and any form of intellectual property and to carry on the business of an inventor, designer or research organisation;
- 3.20 to compensate for loss of office any directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged;
- 3.21 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company, and the issue of the capital of the Company and any such other company and of and incidental to the negotiations between the promoters preliminary to the formation of the Company, and also all costs and expenses of and incidental to the acquisition by the Company of any property or assets and of and incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matters aforesaid;
- 3.22 to insure with any other company against losses, damages, risks and liabilities of all kinds, which may affect the Company;
- 3.23 to act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested;
- 3.24 to contribute by donation, subscription, guarantee or otherwise to any public, general, charitable, political or useful object whatsoever;

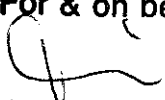
- 3.25 to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- 3.26 to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise;
- 3.27 to carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company/ in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company;
- 3.28 to do all such things as in the opinion of the board of directors are or may be incidental or conducive to the above objects or any of them;
And it is hereby declared that for the purposes of this clause:
- (a) the word 'company' in this clause shall (except where referring to the Company) be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, resident or domiciled in the United Kingdom or elsewhere;
 - (b) 'associated companies' shall mean any two or more companies if one has control of the other or others, or any person has control of both or all of them;
 - (c) 'securities' shall include any fully, partly or nil paid or no par value share, stock, unit, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation;
 - (d) 'other' and 'otherwise' shall not be construed eiusdem generis where a wider construction is possible; and
 - (e) the objects specified in each paragraph of this clause shall, except if at all where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company or the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and independent company.
- 4 The liability of the members is limited.
- 5 The share capital of the Company is £ 1,000.00 divided into 1,000 ordinary shares of £1.00 each.

I/WE the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

**Names, addresses and descriptions of
Subscribers**

**Number of shares
taken by each
Subscriber**

SIL DIRECTORS LIMITED
Suite 12,
8 Shepherd Market
London W1J 7JY

For & on behalf of

SIL DIRECTORS LIMITED

Shareholder

One Ordinary Share

Witness to the above Signatures: -

Francesca Silvani
Suite 12,
8 Shepherd Market
London W1 J 7JY



Dated: 30 September 2006

The Companies Act 1985

Private Company Limited by Shares

ARTICLES OF ASSOCIATION OF AZTECA LIMITED

Interpretation

- 1 In these Articles, if not inconsistent with the subject or context:
'Act' means the Companies Act 1985 as amended or re-enacted from time to time
'Table A' means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

Table A

- 2 The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3 Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A do not apply to the Company.

Share capital

- 3 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount.
4 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting.
5 The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of 5 years from the date of incorporation of the Company. This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act.
6 The provisions of section 89(1) of the Act do not apply to the Company.

Lien

- 7 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

Transfer of shares

- 8 The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share whether or not it is a fully paid share.

Proceedings at general meetings

- 9 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 10 A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.
- 11 On a show of hands or on a poll votes may be given either personally or by proxy

Number of directors

- 12 Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

Alternate directors

- 13 A director (other than an alternate director) may only with the approval of the other director appoint any person to be an alternate director and may remove from office an alternate director appointed by him.
- 14 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.

Delegation of powers

- 15 The following sentence shall be inserted after the first sentence of regulation 72 of Table A:
- A committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company.

Appointment and retirement of directors

- 16 The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.
- 17 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
- 18 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. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is

- produced at a meeting of the directors. The removal of a director shall be without prejudice to any claim, which he may have under any contract with the Company.
- 19 There is no age limit for directors of the Company.
- 20 A director is not required to hold any qualification shares in the Company.

Disqualification and removal of directors

- 21 Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e):
- (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or
- (e) he is otherwise duly removed from office.

Remuneration of directors

- 22 Regulation 82 of Table A shall be amended by the addition of the following:
The remuneration shall be divided amongst the directors in such proportions and manner as the directors unanimously determine or in default of a determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the year or other period during which he held office. A director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors determine.

Proceedings of directors

- 23 Regulation 88 of Table A shall be amended by adding to the sentence:
It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom
the words:
unless he has given to the Company an address outside the United Kingdom to which notices should be sent.
- 24 If and so long as the minimum number of directors specified under these Articles is one:
- (a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and
- (b) regulations 88 to 90 of Table A shall not apply to the Company and article [23] of these Articles shall have no effect.
- 25 A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
- 26 Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to 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 which is material and which conflicts or may conflict with the interests of the Company.

The seal

- 27 In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

Notices

- 28 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

Indemnity

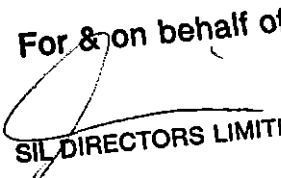
- 29 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

**Names, addresses and descriptions of
Subscribers**

**Number of shares
taken by each
Subscriber**

SIL DIRECTORS LIMITED
Suite 12,
8 Shepherd Market
London W1J 7JY

Shareholder

For & on behalf of

SIL DIRECTORS LIMITED

One Ordinary Share

Witness to the above Signatures: -

Francesca Silvani
Suite 12,
8 Shepherd Market
London W1J 7JY



Dated: 30 September 2006