Special Resolution on Change of Memorandum of Association Companies Acts

Company Number/, **06063224**

Company Name/, **TECWORX LTD**

THURSDAY

ARATWZ54

A41 24/04/2008 162 COMPANIES HOUSE

A44 08/04/2008 COMPANIES HOUSE

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at

Wasserleitungsgasse 20, A 2540 Bad Voslau Vienna, AUSTRIA-EUROPE

on the 21st day of March 2008

The following Special Resolution was duly passed

That the existing filed Memorandum is unanimously deleted and enclosed Memorandum is valid,

PRIVATE COMPANY LIMITED BY SHARES COMPANIES ACTS, 1985 TO 1989

Memorandum of Association

1 The Company's name is **TECWORX LTD**
2 The registered office of the company will be situated in England and Wales
3 The objects for which the company is established are

(A) To trade as a general commercial company and to open commercial branches and permanent establishments in EUROPE or other parts of the world

The commercial offering or performance of

transactions reserved to banks or financial institutions within the meaning of the Austrian Banking Act and Austrian Securities Supervision Act, or other activities that require a special licence in accordance with laws regulating the capital market (e g Investment Funds Act, Pension Schemes Act),

in Austria is explicitly excluded as an objective of the Company, nor shall any such transactions or activities be performed by a branch office, subsidiary or free service trades
The Company does not intend, either now or in future, to conduct any of the business transactions as set out in the objects of the company in the

Memorandum of Association in subparagraphs E, M, O, T, R, without the appropriate licence or establishment of such organisation as required by law, that is subject to licensing in Austria and that is subject to supervision by the **Financial Market Supervisory Authority** or the **Austrian National Bank** in accordance with current legislation

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried out in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business

(E) To borrow or raise money upon such terms a on such security as may be considered expedient and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring any exclusive or non-exclusive or limited right of use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated or directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company having objects wholly or in part similar to the objects of the Company or carry on any business capable of being conducted so as directly or indirectly to benefit the Company

(H) deleted

(I) deleted

(J) deleted

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order to the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying n or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable of benevolent objects or for any exhibition of for any public, general or useful objects

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company

(P) To pay allow any of the preliminary expenses of the Company and of any company formed or promoted by the Company

(Q) To remunerate any person, firm or company rendering services to the company in such manner as may be thought expedient

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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

(T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, and to pay cash or to issue any shares, stocks debentures or debenture stock of the Company as the consideration of such purchase of acquisition and to undertake any liabilities or obligations, relating to the business or property so purchased or acquired

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractor, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise

(V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

4 The liability of the members is limited to the share capital

5 The share capital of the Company is € 35 000 divided into 35000 Ordinary shares of € 1 each

6 The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or restrictions,

whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine The rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association

I, the person whose name and address is subscribed, am desirous of being formed into a Company, in pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of the Company as set opposite my name

Name and Address of Subscriber

Michael MITSCHKA
Humboldtgasse 11/18
1100 Vienna – Austria

Zorica BOSANCIC
Anton Baumgartner Strasse 127/4/5
1230 Vienna – Austria

Johannes DWORSKY
Hardtmuthgasse 67/4
1100 Vienna - Austria

Dated 21/03/2008

COMPANIES ACTS, 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

Article of Association

Of
TECWORX LTD

PRELIMINARY

1 The company shall be a private company within the meaning of the Companies Act, 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided by the regulations contained in The Companies (Tables A to F) Regulations 1985 as in force at the date of incorporation of the Company Such regulations (hereinafter referred to as "Table A") shall apply to the Company

2 Regulations 60, 61, 64, 73, 74, 75, 81(e), 89, 94, 95, 96, 97 and 98 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company

GENERAL MEETINGS

3 In every notice calling a General Meeting of the Company there shall prominently appear a statement that a member who is entitled to attend an vote is entitled to appoint a proxy to attend and vote instead of that member and that the proxy need not be a member of the Company Every notice calling a General Meeting of the Company shall also be sent to the current Auditors of the Company

4 One member may constitute a quorum where the Company is a single member company

AUDITORS

5 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

SHARE CAPITAL

6 The Company is a private company limited by shares, within the meaning of the Act

7 The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original share in the capital of the company to such persons at such time and on such conditions as they think fit, subject to the provisions of Articles 8 and 9 hereof and provided that no share shall be issued at a discount

8 Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this Article

9 A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the share in question The directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice Where the Company has no auditor an individual or body eligible for appointment as an auditor as per the Companies Act shall be chosen to fix the price

APPOINTMENT OF DIRECTORS

10 The first director or directors of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to section 10 of the Act

11 Unless otherwise determined by ordinary resolution, the numbers of directors (other than alternate directors) shall not be subject to any maximum, but shall be not less than one

12 A person may be appointed a director of the Company notwithstanding that he has attained the age of seventy years and no directors shall be liable to vacate the office by reason only of his having attained that age or any other age

PROCEEDINGS OF DIRECTORS

13 A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration

14 The necessary quorum for the transaction of the business of the directors may be fixed by them and unless so fixed, shall be two, except when one director is in office A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum

15 The directors may exercise all of the powers mentioned in the Memorandum of Association part 3

SECRETARY

16 The first secretary of the Company shall be determined in writing be the subscriber(s) to the Memorandum of Association, pursuant to Section 10 of the Act

SEAL

17 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

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Michael MITSCHKA
Humboldtgasse 11/18
1100 Vienna – Austria

Zorica BOSANCIC
Anton Baumgartner Strasse 127/4/5
1230 Vienna – Austria

Johannes DWORSKY
Hardtmuthgasse 67/4
1100 Vienna - Austria

Dated 21/03/2008

The amendment of the Memorandum of Association is to be communicated to the Companies House of Cardiff by the Company Secretary

As no further item is on the agenda for the extraordinary General Meeting the meeting is closed

Signature,

Chairman of the Company

PRIVATE COMPANY LIMITED
BY SHARES COMPANIES ACTS, 1985 TO 1989

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transactions reserved to banks or financial institutions within the meaning of the Austrian Banking Act and Austrian Securities Supervision Act, or other activities that require a special licence in accordance with laws regulating the capital market (e g Investment Funds Act, Pension Schemes Act),

in Austria is explicitly excluded as an objective of the Company, nor shall any such transactions or activities be performed by a branch office, subsidiary or free service trades
The Company does not intend, either now or in future, to conduct any of the business transactions as set out in the objects of the company in the Memorandum of Association in subparagraphs E, M, O, T, R, without the appropriate licence or establishment of such organisation as required by law, that is subject to licensing in Austria and that is subject to supervision by the **Financial Market Supervisory Authority** or the **Austrian National Bank** in accordance with current legislation

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried out in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects
(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid
(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business
(E) To borrow or raise money upon such terms a on such security as may be considered expedient and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring any exclusive or non-exclusive or limited right of use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated or directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired
(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company having objects wholly or in part similar to the objects of the Company or carry on any business capable of being conducted so as directly or indirectly to benefit the Company
(H) deleted
(I) deleted
(J) deleted
(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order to the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company
(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying n or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company
(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable of benevolent objects or for any exhibition of for any public, general or useful objects
(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed
(O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company
(P) To pay allow any of the preliminary expenses of the Company and of any company formed or promoted by the Company
(Q) To remunerate any person, firm or company rendering services to the company in such manner as may be thought expedient

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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

(T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, and to pay cash or to issue any shares, stocks debentures or debenture stock of the Company as the consideration of such purchase of acquisition and to undertake any liabilities or obligations, relating to the business or property so purchased or acquired

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractor, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise

(V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

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I, the person whose name and address is subscribed, am desirous of being formed into a Company, in pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of the Company as set opposite my name

Name and Address of Subscriber	Number of shares taken by the Subscriber (in words)
Michael MITSCHKA Humboldtgasse 11/18 1100 Vienna – Austria	eleventhousandsevenhundred
Zorica BOSANCIC Anton Baumgartner Strasse 127/4/5 1230 Vienna – Austria	eleventhousandsixhundredfifty
Johannes DWORSKY Hardtmuthgasse 67/4 1100 Vienna - Austria	eleventhousandsixhundredfifty

Dated 21/03/2008

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8 Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this Article

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