

FILE COPY



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

Company No. 6072546

The Registrar of Companies for England and Wales hereby certifies that
IMPERIAL INDUSTRIES 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 29th January 2007



N06072546H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House
for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

IMPERIAL INDUSTRIES LIMITED

I, Beverley Shillito representing PL Company Nominees Limited

of 4 Templestowe Gardens, Leeds LS15 7DQ, UK

† Please delete as appropriate.

Be 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

B Shillito

Declared at 21 Queen Street, Leeds, UK

Day Month Year

On 26 01 2007

● Please print name.

before me ● Howard Dapin Solicitor

Signed

Date 26-01-07

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

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

PLLG Limited

6/8 York Place

Leeds LS1 2DS

Tel 0113 2469993

DX number

DX exchange

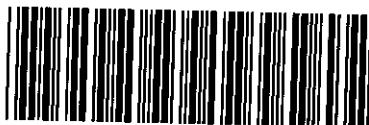
When you have completed and signed the form please send it to the Registrar of Companies at:

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

SATURDAY



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27/01/2007

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COMPANIES HOUSE

Form revised 10/03



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

IMPERIAL INDUSTRIES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

PLLG LIMITED

6/8 YORK PLACE

Post town

LEEDS

County / Region

WEST YORKSHIRE

Postcode

LS1 2DS

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.

BEVERLEY SHILLITO, PLLG LIMITED

6/8 YORK PLACE

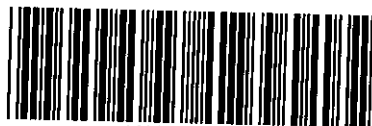
LEEDS LS1 2DS

Tel 0113 246 9993

DX number

DX exchange

SATURDAY



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27/01/2007

539

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
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

* Voluntary details

†† 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.

Company name

IMPERIAL INDUSTRIES LIMITED

NAME

*Style / Title

*Honours etc

Forename(s)

PL COMPANY SECRETARIES LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address ††

6/8 YORK PLACE

Post town

LEEDS

County / Region

WEST YORKSHIRE

Postcode

LS1 2DS

Country

ENGLAND

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

Consent signature

B Shellito

Date

26-01-07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

PL COMPANY NOMINEES LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address ††

6/8 YORK PLACE

Post town

LEEDS

County / Region

WEST YORKSHIRE

Postcode

LS1 2DS

Country

ENGLAND

†† 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

Business occupation

Other directorships

SEE ATTACHED

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

Consent signature

B Shellito

Date

26-01-07

Please list directors in alphabetical order

*Honours etc

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

Signed

B shellito

Date _____

26-01-07

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

PERSONAL APPOINTMENTS WITH
LIMITED COMPANIES[Go Back](#)

Name: PL COMPANY NOMINEES LIMITED
Nationality: BRITISH
Latest Address: C/O PLLG
6-8 YORK PLACE
LEEDS
Postcode: LS1 2DS

Date of Birth:**Company Appointments:** Current: 12

To view company details, click on the appropriate company number.
Click [HERE](#) to include Resigned and Dissolved appointments

DIRECTOR
Occupation: PRIVATE LIMITED COMPANY
Company Number: 04515282
Company Name: GRAIN INTERNATIONAL LIMITED
Active

DIRECTOR
Occupation: PRIVATE LIMITED COMPANY
Company Number: 04608181
Company Name: PLLG PROPERTIES LIMITED
Active

DIRECTOR
Occupation: PRIVATE LIMITED COMPANY
Company Number: 04609999
Company Name: GAS & OIL SERVICES LIMITED
Active

DIRECTOR
Occupation: COMPANY
Company Number: 04035083
Company Name: FIREBRAND LIMITED
Active

DIRECTOR
Occupation: COMPANY
Company Number: 03528266
Company Name: K'INEL FIRE LTD
Active

DIRECTOR
Occupation: PRIVATE LIMITED COMPANY
Company Number: 04228301
Company Name: GENERAL OIL LIMITED
Active

DIRECTOR
Occupation: PRIV LTD
Company Number: 04625758
Company Name: PLLG (RUSSIA) LIMITED
Active

DIRECTOR
Occupation: PRIV LTD
Company Number: 04625762
Company Name: PLLG (UK) LIMITED
Active

DIRECTOR
Occupation: PRIV LTD
Company Number: 04625765
Company Name: PLLG (KAZAKHSTAN) LIMITED
Active

DIRECTOR
Occupation: LIMITED COMPANY
Company Number: 04727784
Company Name: F BEAM FABRICATIONS LIMITED
Active

DIRECTOR
Occupation: CORPORATE BODY
Company Number: 04969548
Company Name: GREEN & ORANGE DEVELOPMENTS LIMITED
Active

DIRECTOR
Occupation: CORPORATE BODY
Company Number: 04971214
Company Name: GETECH INTERNATIONAL MANAGEMENT SERVICES LIMITED
Active

This screen does not include appointments with SE companies or LLP's.

PERSONAL APPOINTMENTS WITH
LIMITED COMPANIES**Go Back**

Name: PL COMPANY NOMINEES LIMITED
Nationality: BRITISH
Latest Address: PLLG
6-8 YORK PLACE
LEEDS
WEST YORKSHIRE
Postcode: LS1 2DS

Date of Birth:**Company Appointments:** Current: 3

To view company details, click on the appropriate company number.
Click [HERE](#) to include Resigned and Dissolved appointments

DIRECTOR	Appointed: 25/02/2005
Occupation:	CORPORATE BODY
Company Number:	05375832
Company Name:	PLLG MANAGEMENT SERVICES LIMITED
	Active

DIRECTOR	Appointed: 04/04/2005
Occupation:	CORPORATE BODY
Company Number:	05412699
Company Name:	AKVINTA LIMITED
	Active

DIRECTOR	Appointed: 24/06/2006
Occupation:	
Company Number:	05237516
Company Name:	GREAT EASTERN OIL LIMITED
	Active

This screen does not include appointments with SE companies or LLP's.

PERSONAL APPOINTMENTS WITH
LIMITED COMPANIES[Go Back](#)

Name: PL COMPANY NOMINEES LIMITED
Nationality: BRITISH
Latest Address: 6-8 YORK PLACE
LEEDS
WEST YORKSHIRE
Postcode: LS1 2DS

Date of Birth:

Company Appointments: Current: 3

To view company details, click on the appropriate company number.
Click [HERE](#) to include Resigned and Dissolved appointments

DIRECTOR **Appointed: 28/02/2005**
Occupation: CORPORATE BODY
Company Number: [05377451](#)
Company Name: ADRIATIC INVESTMENTS LIMITED
Active

DIRECTOR **Appointed: 18/11/2005**
Occupation:
Company Number: [05628481](#)
Company Name: CROATIAN DEVELOPMENT CORPORATION PLC
Active

DIRECTOR **Appointed: 05/04/2006**
Occupation: FORMATION AGENT
Company Number: [05770362](#)
Company Name: BUSINESS CONTINENT LIMITED
Active

This screen does not include appointments with SE companies or LLP's.

**PERSONAL APPOINTMENTS WITH
LIMITED COMPANIES****Go Back**

Name: PL COMPANY NOMINEES LIMITED
Nationality: BRITISH
Latest Address: PPLG 6-8 YORK PLACE
LEEDS
WEST YORKSHIRE
Postcode: LS1 2DS

Date of Birth:

Company Appointments: Current: 1

To view company details, click on the appropriate company number.
Click [HERE](#) to include Resigned and Dissolved appointments

DIRECTOR	Appointed: 22/04/2005
Occupation:	CORPORATE BODY
Company Number:	<u>05433271</u>
Company Name:	ADRIATIC TRANSPORTATION LIMITED
	Active

This screen does not include appointments with SE companies or LLP's.

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COMPANIES HOUSE

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
IMPERIAL INDUSTRIES LIMITED

27 JAN 2007

1. The Company's name is Imperial Industries Limited
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 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;
 - 3.3 to acquire, protect, renew or dispose of any intellectual property rights which may benefit the Company and to make use of those rights;
 - 3.4 to experiment on, test and improve any patents, inventions or rights which the Company acquires or plans to acquire;
 - 3.5 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;
 - 3.6 to deal in any way with the Company's property and rights;
 - 3.7 to invest and deal with any money of the Company which the Company does not immediately need;

- 3.8 to lend money, give guarantees, provide security or give credit to any person or association of persons the Company deal with on terms and conditions the Company decides;
- 3.9 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 by 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;
- 3.10 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;
- 3.11 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;
- 3.12 to make arrangements with any government, authority, or other person or association of persons that may help the Company to achieve its objects;
- 3.13 to acquire and hold shares, stock or other interests or obligations in any company or corporation;
- 3.14 to promote any other company to carry out any operation which may benefit the Company;
- 3.15 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;

- 3.16 to act as a sub-contractor and to use sub-contractors, agents, brokers and others to carry out the business of the Company;
- 3.17 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.);
- 3.18 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);
- 3.19 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;
- 3.20 to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any of the Company's shares and securities;
- 3.21 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;
- 3.22 to support any charitable or public object, and any institutions, society, or club which may benefit the Company, its directors or employees;
- 2.23 to pay the directors of the Company in any way the Company thinks fit;
- 3.24 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;
- 3.25 to make payments towards life insurance for past and present employees of the company, and other in the service of the Company and of any holding company of the Company or subsidiary company of the Company and for their dependants;

- 3.26 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;
- 3.27 to distribute the Company's property among the shareholders of the Company;
- 3.28 to do any other things which may help the Company to achieve its objects;
- 3.29 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;
- 3.30 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 £100. This is divided into 100 shares of £1 each.

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

Name and address of subscriber

Number of shares taken by the subscriber

PL Company Nominees Limited
6/8 York Place
Leeds LS1 2DS

One

Dated: 26 January 2007

B. Shillito
Subscriber

Witness - Sign: Beverley Nunn
Name: BEVERLEY NUNN
Address: 38A WHITEHOUSE AVENUE
GREAT PRESTON
LEEDS
LS26 8BW

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

of
Imperial Industries Limited

Incorporated on _____

PLLG
International Lawyers
London Moscow Zug Leeds

E-mail: office@pllg.net
Web-site: www.pllg.net

Private Company Limited by Shares

ARTICLES OF ASSOCIATION
of
Imperial Industries Limited

Incorporated on 2007

1 Interpretation

In these Articles, if not inconsistent with the subject or context:
"Act" the Companies Act 1985 as amended or re-enacted from time to time
"Table A" Table A in the Schedule to the Companies (Tables A–F) Regulations 1985 as amended at the date of adoption of these Articles.

2 Table A

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.

4 Share capital

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.

5 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.

6 The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of five 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.

7 The provisions of section 89(1) of the Act do not apply to the Company.

8 Lien

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.

9 Transfer of shares

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.

10 Proceedings at general meetings

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.

11 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.

12 On a show of hands or on a poll votes may be given either personally or by proxy.

13 Number of directors

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

14 Alternate directors

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.

15 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.

16 Delegation of powers

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.

17 Appointment and retirement of directors

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.

18 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.

19 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.

20 There is no age limit for directors of the Company.

21 A director is not required to hold any qualification shares in the Company.

22 Disqualification and removal of directors

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.

23 Remuneration of directors

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.

24 Proceedings of directors

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.

25 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.

26 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.

27 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.

28 **The 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 by any two directors.

29 **Notices**

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.

30 **Indemnity**

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 judgment 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*

PL Company Nominees Limited
6/8 York Place
Leeds LS1 2DS

B. Sheldrake
Signed

Witness Name	BEVERLEY NUNNIS
Signature	<u>Beverley Nunnis</u>
Address	38A WHITEHOUSE AVENUE, LEEDS LS2 6 8BW
Occupation	SECRETARY

Date: 26 January 2007