



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 6148888

The Registrar of Companies for England and Wales hereby certifies that  
**LEADBAY 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 9th March 2007



N0 6148888W



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



*Companies House*

— *for the record* —

Electronic statement of compliance  
with requirements on application  
for registration of a company  
pursuant to section 12(3A) of the  
Companies Act 1985

Company number

6148888

Company name

LEADBAY LIMITED

I,

ALEXANDER NESBITT

of

THE ALEXANDER SUITE  
ARTHUR HOUSE  
CHORLTON STREET  
MANCHESTER  
M1 3FH

a

solicitor engaged in the formation of the company

make the following statement of compliance in pursuance of section  
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies  
electronically and authenticated in accordance with the registrar's  
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to  
criminal prosecution



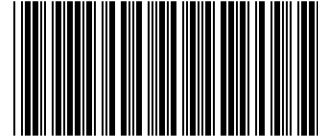
**Companies House**

— for the record —

**10(ef)**

**First directors and secretary and  
intended situation  
of registered office**

Received for filing in Electronic Format on the: **08/03/2007**



X06U2NOY

*Company Name  
in full:*

**LEADBAY LIMITED**

*Proposed Registered  
Office:*

**C/O ROXBURGH MILKINS LLP  
MERCHANTS HOUSE NORTH  
WAPPING ROAD  
BRISTOL  
ENGLAND  
BS1 4RW**

*memorandum delivered by an agent for the subscriber(s):* **Yes**

*Agent's Name:*

**COMPANY SECRETARIES LTD INCWISE**

*Agent's Address:*

**ARTHUR HOUSE  
CHORLTON ST  
MANCHESTER  
M13FH**

*Company Secretary*

*Name*

**CHARLES VAN DER LANDE**

*Address:*

**WILLOW LODGE  
STREAMLEAZE  
BRISTOL  
UNITED KINGDOM  
BS40 8SE**

*Consented to Act:* **Y**

*Date authorised* **08/03/2007**

*Authenticated:* **Y**

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*Director 1:*

*Name* **JASON ROYSTON MILKINS**

*Address:* **BRYANSTON  
HILL LANE  
TICKENHAM  
UNITED KINGDOM  
BS21 6QZ**

*Nationality:* **BRITISH**

*Business occupation:* **SOLICITOR**

*Date of birth:* **14/09/1970**

*Consented to Act:* **Y** *Date authorised* **08/03/2007** *Authenticated:* **Y**

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*Authorisation*

*Authoriser Designation:* **AGENT** *Date Authorised:* **08/03/2007** *Authenticated:* **Yes**

COMPANY NO:  
INCORPORATED:

COMPANIES ACTS 1985-1989  
PRIVATE COMPANY LIMITED BY SHARES

# Memorandum of Association

of

## Leadbay Limited

1. The name of the Company is Leadbay Limited .
2. The registered office of the Company is to be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company. Without prejudice to the generality of that statement, the Company also has all the following separate and distinct objects, which shall not be in any way limited by reference to any other objects unless expressly stated, and in which "the Act" means the Companies Act 1985 including any statutory modification or re-enactment for the time being in force:
  - 3.1 To purchase or otherwise acquire and/or undertake the whole or any part of the business, goodwill, property and assets of any person, firm or company and to undertake all or any of the liabilities of such a person.
  - 3.2 To acquire an interest in or amalgamate with (whether by sale or purchase and whether as to all or part of the shares or undertaking of the Company or other person, firm or company and with or without winding up), or enter into partnership or into any arrangement for sharing profits, or for co-operation or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received and to undertake all or any of the liabilities of such a person.
  - 3.3 To purchase or otherwise acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
  - 3.4 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
  - 3.5 To apply for, promote and obtain any Act of Parliament, order or licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interests.
  - 3.6 To enter into any arrangements with any government or authority that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions.
  - 3.7 To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

- 3.8 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to enter any arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- 3.9 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operation which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- 3.10 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform subcontracts.
- 3.11 To apply for, register, purchase, or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any trade marks, brevets d'invention, patents, patent rights, copyright, licences, secret processes, designs and other protections and rights whatsoever and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.12 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- 3.13 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same and to pay commissions to brokers and other for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.
- 3.14 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 person firm or 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 and without prejudice to the generality of the foregoing and insofar as the same is not prohibited by law in the same manner to guarantee, grant indemnities in respect of, support or secure the performance of obligations and liabilities incurred by any person firm or company in connection with or for the purpose of the acquisition of shares in the Company or in any holding company of the Company.
- 3.15 To advance or lend money or give any credit to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) on such terms as may be thought fit and with or without security, and to give financial assistance as statutorily permitted for the acquisition of any shares, debentures, option rights or other security of the Company or of any holding company of the Company.
- 3.16 To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business and for the purpose of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- 3.17 To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future and all or any of the uncalled capital for the time being of the Company, and to issue for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable and collaterally to secure any securities of the Company by a trust deed or other assurances.
- 3.18 To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds or trust funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined in the Act, or otherwise associated

with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid.

- 3.19 To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
  - 3.20 To draw, make, accept, endorse, negotiate, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, covenants, debentures and other negotiable or transferable instruments.
  - 3.21 To invest and deal with any moneys in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
  - 3.22 To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
  - 3.23 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividends, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
  - 3.24 To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any part of the business or property and assets for the time being of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures, or securities of any company purchasing the same.
  - 3.25 To purchase and maintain insurance for or for the benefit of any persons who are or were at any time officers, Directors (including non-executive Directors) employees or auditors of the Company, or of any company in which the Company has any interest whether direct or indirect which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or any such other company or who are or were at any time trustees of any retirement benefits scheme or employee benefits trust in which employs or former employees of the Company or any such other company or subsidiary undertaking are interested including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in relation to the Company or any such other company subsidiary undertaking or retirement benefits scheme or trust and to the extent permitted by law to indemnify or to exempt any such persons against or from any such liability.
  - 3.26 To provide whether directly or indirectly any financial assistance permitted by the Act.
  - 3.27 To distribute among the members in specie or otherwise 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.
  - 3.28 To procure the Company to be registered or recognised in any part of the world.
  - 3.29 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, trustees, subcontractors or otherwise.
  - 3.30 To do all such things as may be deemed incidental or conducive to the attainment of the above object or any of them or any powers given to the Company by the Act.
4. The liability of the Members is limited.

5. The share capital of the Company is £ 1000 divided into 1000 ordinary shares of £ 1 each.

We the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum and agree to take the number of shares shown opposite our respective names.

| NAME AND ADDRESS OF SUBSCRIBER                                                             | NUMBER OF SHARES TAKEN |
|--------------------------------------------------------------------------------------------|------------------------|
| Jason Royston Milkins<br>Bryanston<br>Hill Lane<br>Tickenham<br>United Kingdom<br>BS21 6QZ | 1                      |

Dated:08/03/2007

COMPANY NO:  
INCORPORATED:

COMPANIES ACTS 1985-1989  
PRIVATE COMPANY LIMITED BY SHARES

# Articles of Association

of

## Leadbay Limited

### PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") subject to the additions exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company. In these regulations "the Act" means the Companies Act 1985 as amended.

### ALLOTMENT OF SHARES

2. Subject to section 80 of the Act and these regulations or such other regulations of the Company as may from time to time be in force, the Directors of the Company may allot grant options over or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they shall think proper.
3. The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company to allot grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such person at such times and on such terms and conditions as they think fit subject to the provisions of section 80 of the Act.

### PRE-EMPTION RIGHTS

4. Subject to any direction to the contrary that may be given by Special Resolution by the Company in General Meeting any shares which do not comprise the original authorised share capital of the Company, and any rights to subscribe for or to convert securities into any such shares, 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. The offer shall be made by notice specifying the number of shares or rights to which the Member is entitled and limiting a time (ending not less than 21 days after the date of the notice) within which the offer if not accepted shall be deemed to be declined. After the expiration of that time or on receipt of an intimation from the Member to whom the notice is given that he declines to accept the shares or rights the Directors may dispose of them in whatever manner they think most beneficial to the Company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act. In accordance with section 91(1) of the Act section 89(1) and sections 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

### TRANSFER OF SHARES

5. The Directors may in their absolute discretion decline to register the transfer of a share whether or not it be fully paid share and no reason for the refusal to register the aforementioned transfer need to be given by the Directors.
6. The first sentence of Regulation 24 of Table A shall not apply to the Company.

### DISTRIBUTION IN SPECIE

7. The Company may 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 no distribution amounting to a reduction of capital may be made except with the sanction (if any) for the time being required by law.

### LIEN

8. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) registered in the name of any Member solely or registered in the names of two or more joint holders for all monies presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation.
9. Regulation 8 of Table A shall not apply to the Company.

#### **NOTICE OF GENERAL MEETINGS**

10. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a person as a Director shall be called by at least twenty one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen days' notice but a General Meeting may be called by shorter notice if it is so agreed:
  - (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote at it; and
  - (b) in the case of any other General Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than 95% in nominal value of the shares giving that right.
11. The notice of a General Meeting shall specify its time and place and in the case of special business only the general nature of the special business to be transacted and in the case of an Annual General Meeting shall specify the Meeting as such.
12. All business transacted at an Extraordinary General Meeting shall be deemed special. All business transacted at an Annual General Meeting shall also be deemed special except: declaring a dividend; the consideration of the accounts, balance sheets and the reports of the Directors and Auditors; and the appointment of the Auditors and the fixing of their remuneration.
13. Subject to the provisions of these Articles and to any restrictions imposed on any shares all notices or any other communications relating to any General Meetings of the Company or of separate General Meetings of the holders of any class of share capital of the Company shall be given to all the Members, to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the Directors and Auditors of the Company for the time being.
14. Regulation 38 of Table A shall not apply to the Company.

#### **PROCEEDINGS OF GENERAL MEETINGS**

15. No business shall be transacted at any meeting unless a quorum is present at the time the Meeting proceeds to business. One person entitled to vote upon the business to be transacted, being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
16. If such a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the adjourned Meeting shall be dissolved.
17. Regulations 40 and 41 of Table A shall not apply to the Company.

#### **NUMBER OF DIRECTORS**

18. Unless otherwise determined by Ordinary Resolution in General Meeting of the Company the number of Directors (other than Alternate Directors) shall not be subject to any maximum and the minimum number of Directors shall be one. While the minimum number of Directors is one, a sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.
19. Regulation 64 of Table A shall not apply to the Company.

#### **APPOINTMENT AND REMOVAL OF DIRECTORS**

20. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.
21. No person shall be appointed a Director at any General Meeting unless:
  - (a) he is recommended by the Directors; or
  - (b) not less than fourteen nor more than thirty five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed.

22. Subject to regulation 21 above the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
23. The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.
24. The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

#### **PROCEEDINGS OF DIRECTORS**

25. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising out of it and if he votes his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
26. Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

#### **DIRECTORS' PENSIONS AND GRATUITIES**

27. The Directors may exercise the Company's power to subscribe to or support any charitable object or any institution, and to give pensions, bonuses, gratuities or assistance to any person who is or has served the Company, whether as director, employee or otherwise, and to their families and dependants.
28. Regulation 87 of Table A shall not apply to the Company.

#### **SECRETARY**

29. The first Secretary or Joint-Secretaries of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

#### **NOTICES**

30. Any notice required by these regulations 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**

31. 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 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 by him as an officer or employee of the Company.The Company may purchase and maintain for any person to whom this regulation applies insurance against any liability in respect of which he is entitled to be indemnified. Regulation 118 of Table A shall not apply to the Company.

#### **THE SEAL**

32. In accordance with section 36A(3) of the Act the Company need not have a seal. If the Company has a seal it 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 shall be signed by a Director and by the Secretary or by a second Director. Regulation 101 of Table A shall not apply to the Company.
33. The requirements set out in Regulation 6 of Table A governing the sealing of share certificates shall only apply if the Company has a seal.
34. The Company may in accordance with section 39 of the Act have for use in any territory district or place other than the United Kingdom an official seal. Any such seal shall only be used by the authority of the Directors or a committee of Directors authorised by the Directors.

| NAME AND ADDRESS OF SUBSCRIBER                                                             | NUMBER OF SHARES TAKEN |
|--------------------------------------------------------------------------------------------|------------------------|
| Jason Royston Milkins<br>Bryanston<br>Hill Lane<br>Tickenham<br>United Kingdom<br>BS21 6QZ | 1                      |

Dated:08/03/2007