

FILE COPY



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

Company No. 6215524

The Registrar of Companies for England and Wales hereby certifies that
AESCULUS PROPERTIES 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 17th April 2007



N06215524C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Please complete in typescript
or in bold black capitals

CHFP001

Declaration on application for registration

Company Name in full

6215524
AESCULUS PROPERTIES
LIMITED

I, Sally Topham of Venture Nominees (1) Limited
of Chestnut Cottage Gilberts End, Hanley Castle, Worcs, WR8 0AS

† 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

S. E. Topham

Declared at 133 Barnards Green Road, Malvern, Worcestershire

Day Month Year
on 30 03 20 07

* Please print name

before me^o

RICHARD KELLAN EVANS

Signed

R. K. Evans

Date 30/3/07

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query

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

VENTURE CORPORATE SERVICES LIMITED, CHESTNUT COTTAGE

GILBERTS END, HANLEY CASTLE, WORCESTERSHIRE

WR8 0AS

Tel 01684 310026

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

THURSDAY



A04 *ACODK0GB* 186
05/04/2007
COMPANIES HOUSE

Form revised June 1998



10

Please complete in typescript,
or in bold black capitals

CHFP001

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

AESCLUS PROPERTIES
LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

CHESTNUT COTTAGE

GILBERTS END

Post town

HANLEY CASTLE

County / Region

WORCESTERSHIRE

Postcode

WR8 0AS

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

X

Agent's Name

VENTURE CORPORATE SERVICES LIMITED

Address

CHESTNUT COTTAGE

GILBERTS END

Post town

HANLEY CASTLE

County / Region

WORCESTERSHIRE

Postcode

WR8 0AS

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

VENTURE CORPORATE SERVICES LIMITED CHESTNUT COTTAGE

GILBERTS END HANLEY CASTLE WORCESTERSHIRE WR8 0AS

Tel 01684 310026

DX number

DX exchange

THURSDAY



A04

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05/04/2007

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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

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

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

Country

VENTURE NOMINEES (1) LIMITED

CHESTNUT COTTAGE

GILBERTS END

HANLEY CASTLE

WORCESTERSHIRE

Postcode

WR8 0AS

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

Consent signature

S. F. Topham

Date

30/3/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*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

Country

VENTURE NOMINEES (2) LIMITED

CHESTNUT COTTAGE

GILBERTS END

HANLEY CASTLE

WORCESTERSHIRE

Postcode

WR8 0AS

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

S. F. Topham

Date

30/3/07

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address¹

☐ 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

Signed

S. E. Topham

Date

30 / 3 / 07

Or the subscribers

Signed

Date

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

- 1 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s)

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line

Give previous forename(s) or surname(s) except that

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it

Address

Give the usual residential address

In the case of a corporation or Scottish firm give the registered or principal office

Subscribers

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s)

- 2 Directors known by another description

- A director includes any person who occupies that position even if called by a different name for example, governor, member of council

- 3 Directors details

- Show for each individual director the director's date of birth, business occupation and nationality
The date of birth must be given for every individual director

- 4 Other directorships

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or **at all times during the past 5 years**, when the person was a director, **was**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director

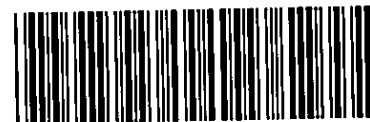
- 5 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors

THE COMPANIES ACTS 1985 TO 1989

Company Limited by Shares

**MEMORANDUM OF ASSOCIATION
OF AESCULUS PROPERTIES LIMITED**

THURSDAY



A04 *ACODJOGA* 187
05/04/2007
COMPANIES HOUSE

- 1 The name of the company is **AESCULUS PROPERTIES LIMITED**
- 2 The Registered Office of the Company will be situate in England
3. The objects for which the Company is established are.-
 - a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.
 - b) To carry on other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company
 - c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire surrender, license and otherwise acquire and deal with any freehold leasehold or other property, chattels and effect, develop or otherwise deal with and adapt the same to the advantage of the Company.

- d) To apply for, purchase or otherwise acquire any letters patent, brevets d'invention, licenses, concessions, inventions and secret processes, and to use, exercise, sell, assign, develop or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- e) To erect, construct, alter and maintain buildings, erections and works of all kinds whether on the property of the Company or not.
- f) To invest the money of the Company in any manner that the Company may think fit.
- g) To enter into partnership or into any arrangement with or to make any agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person
- h) To sell or otherwise dispose of the whole or any part of the undertaking of the Company for cash, shares, debentures or for any other consideration as the Company may think fit
- i) 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 business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition.
- j) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of obligations and contracts by any persons or companies.
- k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock, or other securities.
- l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, warrants and negotiable instruments of all kinds
- m) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.

n) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purposes or objects

o) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company

p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.

q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights

r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the company

s) To do all such things in any part of the world either as principal or agents and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall be abridged or cut down by reference to any other object of the Company

4 The liability of the members is limited

5 The Share Capital of the Company is £1,000.00 divided into 1,000 Shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company, in pursuance of this Memorandum of Association and we respectively agree to take the numbers of shares in the Capital of the Company set out opposite our respective names

NAME AND ADDRESSES
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

Venture Nominees (1) Limited
Registered Office
Chestnut Cottage
Gilberts End
Hanley Castle
Worcestershire
WR8 0AS

ONE


S.E Topham

Nominee Company

Venture Nominees (2) Limited
Registered Office
Chestnut Cottage
Gilberts End
Hanley Castle
Worcestershire
WR8 0AS

ONE

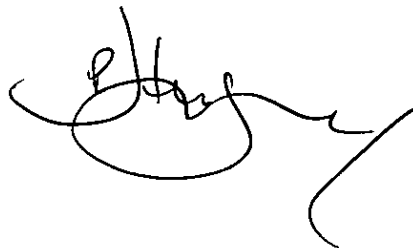

S E.Topham

Nominee Company

Dated this 30th day of March 2007

Witness to the above signatures:-

P.J. Hargreaves
Chestnut Cottage
Gilberts End
Hanley Castle
Worcestershire
WR8 0AS



Company Director

THE COMPANIES ACTS 1985 TO 1989

Company Limited by Shares

ARTICLES OF ASSOCIATION

OF AESCULUS PROPERTIES LIMITED

PRELIMINARY

1 The Regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby, and such Regulations save as to excluded or varied together with the Articles hereinafter contained shall be the Articles of Association of the Company

2. The following Regulations of Table A shall not apply to the Company, namely Regulations 3, 24, 41, 46, 48, 58, 62, 64, 67, 73, 74, 75, 94, 95, 96 and 97.

3 Regulation 1 of Table A shall apply to the interpretation of these Articles as it applies to the interpretation of Table A.

PRIVATE COMPANY

4. The Company is a private company and accordingly the Company shall not offer any shares in or debentures of the Company to the public or allot or agree to allot any shares in or debentures of the Company with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58(3) 59 and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes, of the Act.

SHARES

5 The share capital of the Company is £1,000.00 divided into shares of £1.00 each

6 (1) The Directors shall have control over and may allot, grant options over, offer or otherwise deal with or dispose of all unissued shares of the Company, whether forming part of the original or any increased capital, to such persons including any Directors of the Company, at such times, for such consideration and upon such terms and conditions as they may determine.

(2) The Directors are hereby generally and unconditionally authorised, unless and until such authority is previously revoked, renewed or varied for a period of five years from the date of incorporation of the Company

(a) To allot relevant securities as defined in Section 80 of the Act being unissued shares of the Company forming part of its original capital

(b) To make offers or agreements which would or might require relevant securities as so defined to be allotted after the expiry of such authority

7 Sections 89 (1), 90(1) to (5) and 90(6) of the Act shall not apply to the allotment of equity securities as defined in section 94 of the Act

REDEMPTION OF SHARES

8 Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, on such terms and in such manner as shall be specified by Special Resolution before the issue thereof.

LIEN

9. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not standing registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint registered holders

TRANSFER OF SHARES

10. The transferor shall be deemed to remain the holder of any shares which have been or are to be transferred until the name of the transferee is entered in the register of members in respect thereof.

11 The Directors may in their absolute discretion and without assigning any reason therefore decline to register the transfer of any share whether or not it is fully paid

The Directors may refuse to register the transfer of any share

(a) which is not fully paid or

(b) on which the Company has a lien

NUMBER OF DIRECTORS

12 (1) The number of Directors shall not be more than seven but need not exceed one

(2) If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A.

ALTERNATIVE DIRECTORS

13. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

POWERS OF DIRECTORS

14. In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertaking, assets and property of the Company including the uncalled capital or any part thereof, and issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

RETIREMENT OF DIRECTORS

15 The provision for the retirement of Directors by rotation contained in Regulations 73, 74 and 75 of Table A shall not apply to the Company, and accordingly the following Regulations of Table A shall be modified in their application to the Company in the following respects:

- (a) the words "other than a director retiring by rotation" shall be omitted from Regulation 76;
- (b) the words ("other than a director retiring by rotation at the meeting") shall be omitted from Regulation 77;
- (c) the words "and may also determine the rotation in which any additional directors are to retire" shall be omitted from Regulation 78,
- (d) the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting" shall be omitted from Regulation 79;
- (e) the words "A Managing director and a director holding any other executive office shall not be subject to retirement by rotation" shall be omitted from Regulation 84.

16. The notice to the Company by which a Director resigns his office shall be in writing and Regulation 81 of Table A shall be modified accordingly in its application to the Company

DIRECTORS' APPOINTMENTS AND INTERESTS

17. A director may vote in respect of and may be counted in the quorum at any meeting of Directors at which there is considered any appointment,

agreement, arrangement or transaction of the nature specified in Regulations 84 and 85 of Table A to which he is a party or in which he is otherwise interested

18. Any director may act by himself or by his firm in a professional capacity for the Company and he or his firm shall, subject to the acts, Table A and these Articles, be entitled to remuneration for such services

PROCEEDINGS OF DIRECTORS

19. The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 89 of Table A in its application to the Company.

20 For the purposes of Regulation 93 of Table A the consent of a Director or an alternate Director to a resolution may also be given by giving notice of his approval to the Company by letter telex cable or other similar means.

INDEMNITY

21 In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses losses or liabilities incurred by him as agents of the Company or for the Company's benefit or in or about the discharge or intended discharge of his duties in relation to the Company

GENERAL MEETINGS AND RESOLUTIONS


22. If and for so long as the Company only has one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

23. If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting.

24. Any decision taken by a sole member pursuant to Article 23 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.

NAMES AND ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Venture Nominees (1) Limited
Registered Office
Chestnut Cottage
Gilberts End
Hanley Castle
Worcestershire
WR8 0AS


S.E. Topham

Nominee Company

Venture Nominees (2) Limited
Registered Office
Chestnut Cottage
Gilberts End
Hanley Castle
Worcestershire

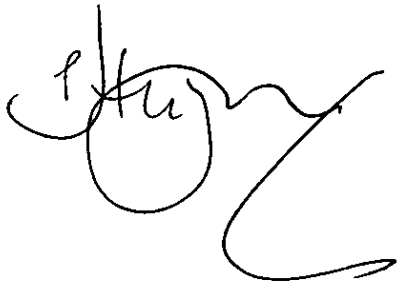

S.E. Topham

Nominee Company

Dated this 30th day of March 2007

Witness to the above signatures:-

P J Hargreaves
Chestnut Cottage
Gilberts End
Hanley Castle
Worcestershire



Company Director