

FILE COPY



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

Company No. 6379395

The Registrar of Companies for England and Wales hereby certifies that
JSM IMPORTS 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 24th September 2007



N06379395T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House
— for the record —

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHWP000

6379395

Company Name in full

JSM Imports Limited

I, Sean Stephen Kelly

of 5 York Terrace, Coach Lane, North Shields NE29 0EF

† 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

Declared at 58 Howard Street, North Shields NE30 1AL

On Day Month Year
1 9 0 9 2 0 0 7

• Please print name

before me • Douglas Michael Dunn

Signed

Date

19/09/2007

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

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

Tel	
DX number	DX exchange



A68 *A3IYLT4B* 536
20/09/2007
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



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

JSM Imports Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Arbeia Business Centre, 8 Stanhope Parade

Chichester

Post town

South Shields

County / Region

Postcode

NE33 4BA

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

Sean Stephen Kelly

Address

5 York Terrace

Coach Lane

Post town

North Shields

County / Region

Tyne & Wear

Postcode

NE29 0EF

Number of continuation sheets attached

0

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
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Tel

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DX exchange



A68

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20/09/2007

530

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for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

THURSDAY

Company Secretary (see notes 1 5)

Company name JSM Imports Limited

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s) Sean Stephen

Surname Kelly

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

5 York Terrace

Coach Lane

Post town North Shields

County / Region Tyne & Wear Postcode NE29 0EF

Country England

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

Consent signature

Date

18/09/2007

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

Forename(s)

Surname Corporate Legal Ltd

Previous forename(s)

Previous surname(s)

Address ††

5 York Terrace

Coach Lane

Post town North Shields

County / Region Tyne & Wear Postcode NE29 0EF

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

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

Consent signature

Date

18/09/2007

Please list directors in alphabetical order

*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

Postcode

Country

Date of birth

Day Month Year

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

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

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✓ THE COMPANIES ACTS 1985 - 1989
PRIVATE COMPANY LIMITED BY SHARES

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2

✓ MEMORANDUM OF ASSOCIATION

✓ JSM IMPORTS
LIMITED

THURSDAY



A68 *A3IYMT4C* 535
20/09/2007
COMPANIES HOUSE

- 1 ✓ The name of the Company is JSM Imports Limited
- 2 ✓ The registered office shall be in England & Wales
- 3 ✓ The objects of the Company are, wheresoever in the world
 - (i) To carry on any trade, business or profession whatsoever
 - (ii) Without prejudice to the generality of the objects and the powers of the Company derived from clause 3(i) above, the further objects of the Company are as follows, each clause being construed independently of any other
 - (a) To acquire, create, hold and dispose of any property, investments, assets, obligations, liabilities or risks of whatsoever nature including, but in no way limited to any interests in mortgages, charges, loans, debts and guarantees, any interests in land, any interests in contracts of insurance, any interests in licensing agreements, any interests whatsoever in any other company, firm or business whether having similar objects or not, any interests in financial instruments or finance-related arrangements whether for the Company or any other person or company
 - (b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, registered designs, copyrights, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under licence 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
 - (c) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made
 - (d) To act as agents, promoters or brokers and as trustees for any person, firm or company, for any purpose whatsoever, and to offer and perform sub-contracts
 - (e) To offer and perform the services of manufacturers, producers, repairers, recyclers, grinders, finishers, bakers, wholesalers, retailers, distributors, designers, importers, exporters, consultants, agents and suppliers of any product or service whatsoever, and in all cases to, or in conjunction or in partnership with, any person or company

- (f) To offer, advise upon, and engage in any kind of commercial activities whatsoever including, but in no way limited to property finance and management services, purchasing, developing, managing and selling any interests in property (whether personalty, chattels real or realty, and whether freehold, leasehold or otherwise), lending, hiring, borrowing anything (including money) whether with or without the granting or taking of security, and in all cases to, or in conjunction or in partnership with, any person or company
- (g) To offer, advise upon and engage in any kind of insurance, accountancy, taxation and financial services whatsoever, and any kind of consultancy, training, technical support, research, management, evaluation, investigation and marketing activities whatsoever, whether for the Company, the Company's clients or any other person or company The Company may apply for and keep in force any kind of licence or authorisation related to its activities including, but not limited to, licences relating to banking, insurance, financial and professional services, entertainment, gaming, alcohol, dancing, music, accommodation, catering and marriages
- (h) To provide, or arrange or agree to provide, payment or benefits to or for any person or purpose, whether connected with the Company or not, if such payment is deemed by the board of directors to be desirable Inadequate consideration or value given to the Company shall be no bar to such payments, and gifts (whether charitable or not) shall be within this clause
- (i) To purchase, offer and perform services, and buy and sell interests in goods, form and acquire subsidiary companies, become a subsidiary company, and do all other things incidental, conducive or beneficial to the affairs of the Company or promoting or managing its interests generally

4 The liability of the Members is limited

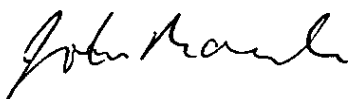
5 The Company's share capital is £10,000 divided into 10,000 shares of £1 each

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

NAMES AND ADDRESSES OF SUBSCRIBERS

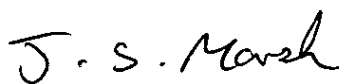
SHARES TAKEN

John Edward Marsh
46 Crosthwaite Grove
Sunderland
SR5 3SR



1

Jonathan Stuart Marsh
42 Osborne Avenue
South Shields
NE33 3BX



1

TOTAL SHARES TAKEN 2

Dated this 18th September 2007



Settled & Witnessed by
Sean Stephen Kelly
5 York Terrace Coach Lane
North Shields NE29 0EF

THE COMPANIES ACTS 1985 - 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

JSM IMPORTS LIMITED

PRELIMINARY

- 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company

THE SEAL

- 2 The obligation under clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal Clause 101 of Table A shall not apply to the Company
- 3 The Company may exercise the powers conferred by section 39 of the Companies Act 1985 with regard to having an official seal for use abroad, and such powers shall be vested in the directors

GENERAL MEETINGS

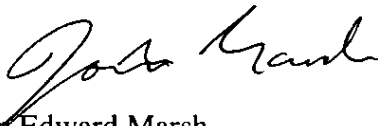
- 4 Any rule or article that declares a director holds office only until the next general meeting or annual general meeting shall not apply to the Company No director shall be subject to automatic retirement at any general meeting, including any annual general meeting
- 5 An instrument appointing a proxy shall be in writing and signed by the appointer but need not be in any particular form It shall be delivered, to such place or person as the notice convening the meeting directs, not less than twenty four hours before the time for holding the meeting
- 6 Save where the company has only one member, at least two members present (either personally or by proxy) shall be required for conducting business

PROCEEDINGS OF DIRECTORS

- 7 Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number shall be one
- 8 The directors shall decide how many shall constitute a quorum, but while ever their number is reduced to one director then one director shall constitute a quorum for all purposes
- 9 There shall be no upper or lower age limit for serving on the board of directors
- 10 The directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the Company
- 11 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting
- 12 Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company

ALLOTMENTS OF SHARES

- 13 The Company shall not issue any share, except those taken on incorporation, unless the allotment is authorised by special resolution of the Company Any allotments authorised may include shares with such rights, obligations and restrictions as the special resolution directs
- 14 No member shall be entitled to a proportionate share of any allotments made, or options granted, by the Company Any such legal rule or article granting or acknowledging such rights (commonly described as rights of pre-emption) shall not apply to the Company and accordingly are hereby revoked and repealed



John Edward Marsh
Subscriber to the Memorandum



Jonathan Stuart Marsh
Subscriber to the Memorandum

Settled and Witnessed by
Sean Stephen Kelly
5 York Terrace
Coach Lane
North Shields
NE29 0EF



Dated this 18th September 2007