

FILE COPY



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

Company No. 6409192

The Registrar of Companies for England and Wales hereby certifies that
EUROSTUDIES (BOURNEMOUTH) 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 25th October 2007



N06409192I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

- for the record -

Please complete in typescript,
or in bold black capitals

CHFP000

12

Declaration on application for registration

0409192

Company Name in full

EUROSTUDIES (BOURNEMOUTH) LIMITED

I, EDWARD TAYLOR

of FLAT 4, BOURNE PINES, 16A DEAN PARK ROAD, BOURNEMOUTH

† 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

[Signature]

Declared at

260 Charminster Road Bournemouth
Dorset.

Day Month Year

On

23 10 2007

① Please print name

before me ①

TANYA HAW

COLES MILLER SOLICITORS LLP
260/266 CHARMINSTER ROAD
BOURNEMOUTH, DORSET
BH8 9RS
DX 122753 BOURNEMOUTH

Signed

Tanya Haw

Date

23/10/07

† 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

EP McCANN MANAGEMENT CONSULTANTS
293 MALMESBURY PK RD, BOURNEMOUTH
BH8 8PX Tel 01202 291460
DX number DX exchange

WEDNESDAY



AGYX3U2K

A23

24/10/2007

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COMPANIES HOUSE

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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

DX 235 Edinburgh

for companies registered in Scotland

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

Eurostudies (Bournemouth) Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

4 Bourne Pines

16A Dean Park Road

Post town Bournemouth

County / Region Dorset

Postcode BH1 1HX

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 E P McCann Management Consultants

Address 293 Malmesbury Park Road,

Charminster

Post town Bournemouth

County / Region Dorset

Postcode BH8 8PX

Number of continuation sheets attached

2

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 is

E P McCann Management Consultants 293 Malmesbury Park Road,

Bournemouth, Dorset, BH8 8PX

Tel 01202 291460

DX number

DX exchange



A23 24/10/2007 130
COMPANIES HOUSE
A30 13/10/2007 247
COMPANIES HOUSE

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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

SA WEDNESDAY

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	Eurostudies (Bournemouth) Limited		
NAME	*Style / Title	Miss	*Honours etc
Forename(s)	Virginia		
Surname	Taylor		
Previous forename(s)			
Previous surname(s)			
Address ††	6 Bourne Pines		
	16A Dean Park Road		
Post town	Bournemouth		
County / Region	Dorset	Postcode	BH1 1HX
Country	England		

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

Consent signature *X Virginia Taylor* Date *X 10/10/07*

Directors (see notes 1-5)

Please list directors in alphabetical order

†† 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

NAME	*Style / Title	Mr	*Honours etc
Forename(s)	Edward		
Surname	Taylor		
Previous forename(s)			
Previous surname(s)			
Address ††	4 Bourne Pines		
	16A Dean Park Road		
Post town	Bournemouth		
County / Region	Dorset	Postcode	BH1 1HX
Country	England		

Date of birth Day Month Year 1 1 0 6 1 9 8 1 Nationality British

Business occupation Company Director

Other directorships

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

Consent signature *[Signature]* Date 10/10/2007

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

E. P. McCann Man. Cons.

Date _____

8. 10 07

Signed

Date _____

Signed

Date _____

Signed

Date

Signed

Date _____

Signed

Date _____

Signed

Date _____

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SAT WEDNESDAY



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COMPANIES HOUSE

**THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM of ASSOCIATION**

of

EUROSTUDIES (BOURNEMOUTH) LIMITED

- 1 The name of the Company is Eurostudies (Bournemouth) Ltd
- 2 The Registered Office of the Company will be in England
- 3 The object of the Company is to carry on business as a general commercial company
- 4 Without prejudice to the provisions of section 3A of the Companies Act 1985 the Company shall have the following powers
 - A To acquire and undertake the whole or any part of the goodwill, assets or liabilities of any person, company or firm carrying on any business which this company is authorised to carry on, or to purchase or acquire any interest in or rent or hire any other real or personal property whatsoever which may be necessary or convenient for the purposes of the company
 - B To purchase, sell, exchange, improve, mortgage, charge rent, take on lease or in exchange, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal
 - C To grant any leases, privileges, concessions or rights whatsoever in or in respect of any of the property of the company
 - D To invest and deal with the monies of the company not immediately required for the purposes of the company in or upon such securities and subject to such conditions as may seem expedient
 - E To promote any other company, and to underwrite the shares or debentures of that company
 - F To amalgamate with or enter into any partnership, joint venture, union or profit sharing or other business arrangement with any other company, firm, association or person
 - G To execute, accept, endorse, issue, buy and discount promissory notes, bills of exchange, bills of lading and any other negotiable and transferable instruments

- H To borrow, raise and secure the payment of money in such manner as the company shall think fit, in particular to borrow money by the issue of debentures or debenture stock, perpetual or otherwise and at par or at a premium, or a discount, and to secure any money borrowed or any other liabilities or obligations of the company by mortgage or charge of all or part of the company's property or assets, including future property and uncalled capital
- I To invest the funds of the company in shares or debentures or such other investments or securities as the company may determine, to make loans or advances or give credit to any person, company or firm on such terms as may seem expedient, and to guarantee or give security for any liability or obligation of any person, company or firm
- J To sell all or any part of the undertaking, goodwill and assets of the company for such price and upon such terms as may be thought fit
- K To establish any scheme, whether by the issue of shares or otherwise, whereby employees may share in the profits or take part in the management of the company
- L To pay the expenses of or incidental to the promotion and incorporation of the company
- M To do all such other things as are conducive or incidental to the attainment of the above objects or to any of them

It is hereby expressly declared that each sub-clause of the foregoing clause shall be deemed to be an independent object of the company and shall be construed independently of anything contained in any other sub-clause

- 5 The liability of the members is limited ,
- 6 The share capital of the company is £100 divided into 100 ordinary shares of £1 each

We the subscribers of 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 names

Name and address of subscribers

Number of shares taken

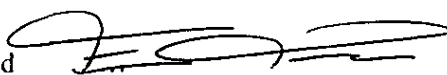
Edward Taylor,
4 Bourne Pines,
16A Dean Park Road,
Bournemouth,
BH1 1HX

50

Virginia Taylor,
6 Bourne Pines,
16A Dean Park Road,
Bournemouth,
BH1 1HX

50


Dated this 23/10/2007


Signed 
Director - Edward Taylor

Date 23/10/2007

Signed Virginia Taylor
Company Secretary -
Virginia Taylor

Date 23/10/07


Date 23rd October 2007
Witness Name & Address
E P McCann
293 Malmesbury Park Road,
Bournemouth,
BH8 8PX


Date 23rd October 2007
Witness Name & Address
E P McCann
293 Malmesbury Park Road,
Bournemouth,
BH8 8PX

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES of ASSOCIATION
of
EUROSTUDIES (BOURNEMOUTH) LIMITED

PRELIMINARY

1 (a) The Regulations contained in Table A in the Schedule of the Companies (Tables A to F) Regulations 1985 amended by the Companies Acts (Tables A to F) (Amendment Regulations 1985) (such Table being hereinafter called "Table A ") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

SHARES

2 The directors of the company are generally and unconditionally authorised to allot, grant options over or otherwise dispose of the unissued share capital of the company whether forming part of the original share capital or not, for a period of five years from the date of incorporation to such persons at such times and on such conditions as they think fit, subject to the provisions of Section 80 of the Act

3 (a) Subject to the statutes the Company may purchase any of its own shares, including any Redeemable shares whether out of capital or distributable profits

(b) The Company, shall before allotting any unissued shares, offer them to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and the offer shall be made by notice specifying the number of shares to which the Member is entitled (subject to clause 3(a) above) and a period of time (not less than 14 days) within which the offer is not accepted will be deemed to be declined, and after the expiration of the time limit or on receipt of a written notice from the Member declining the shares then the directors may dispose of them as they think proper

(c) The provisions of Section 89(1) and Sections 90(1) to (6) inclusive shall not apply to the Company

DIRECTORS

4 Regulation 64 in Table A shall not apply to the Company Unless and until otherwise determined by ordinary resolution in General Meeting of the Company there shall be no maximum number of directors and the minimum number shall be one A sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 is modified accordingly

5 The directors shall not be required to retire by rotation and Regulations 73-77 (inclusive) and Regulation 80 of Table A shall not apply to the Company. In regulation 78 the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted and the final two sentences of Regulation 79 shall not apply to the Company.

6 A director may vote as a director in respect of any contract or arrangement in which he is interested or upon any matter arising therefrom, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum at any meeting at which such contract or arrangement is under consideration, and Regulations 94 and 95 of Table A shall be modified accordingly.

7 In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Regulation 88 of Table A shall be modified accordingly.

TRANSFER OF SHARES

8 A member desiring to transfer shares otherwise than to the Company shall first give notice in writing handed personally or sent by registered or recorded delivery post to the Registered Office of the Company and to the last known addresses of the Directors and all Shareholders of the Company of such intention, giving full particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro-rata proportion to their existing holdings at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member willing to purchase all such shares on such conditions then but not before then the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice, but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares and Regulation 24 of Table A shall be modified accordingly.

THE COMPANY SEAL

9 If the Company has a seal it shall only be used with the authority of the Directors or a committee of Directors. Any instrument to which the seal is affixed shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a Seal. Regulation 101 of Table A shall not apply to the Company. The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

PROCEEDINGS AT MEETINGS

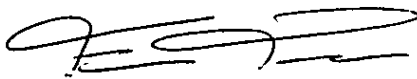
10 At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or proxy and Regulation 46 of Table A shall be modified accordingly. In the event of an equality of votes the Chairman shall not have a second or casting vote and Regulation 50 of Table A shall not apply to the Company.

Name and address of subscribers

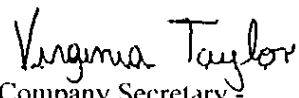
Edward Taylor,
4 Bourne Pines,
16A Dean Park Road,
Bournemouth,
BH1 1HX


Virginia Taylor,
6 Bourne Pines,
16A Dean Park Road,
Bournemouth,
BH1 1HX


Dated this 23/10/2007

Signed 
Director - Edward Taylor

Date 23/10/2007

Signed 
Company Secretary
Virginia Taylor
Date 23/10/07


Date 23rd October 2007
Witness Name & Address
E P McCann
293 Malmesbury Park Road,
Bournemouth,
BH8 8PX


Date 23rd. October 2007
Witness Name & Address
E P McCann
293 Malmesbury Park Road,
Bournemouth,
BH8 8PX