

FILE COPY



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

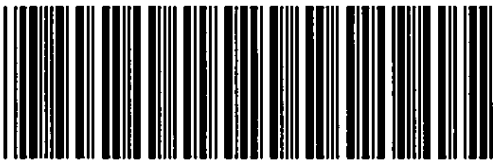
Company No. 6445049

The Registrar of Companies for England and Wales hereby certifies that

MM GROUP HOLDINGS LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 4th December 2007



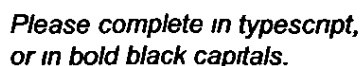
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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



CHFP025

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Declaration on application for registration

Company Name in full

MM GROUP HOLDINGS LIMITED

1. MARTIN ROBERT HENDERSON

of 4 BELMONT CLOSE, WICKFORD, ESSEX SS12 OHR

† Please delete as appropriate

do solemnly and sincerely declare that I am a ~~XXXXXX~~ [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 15 FETTER LANE, LONDON ED4A 1JP

Day Month Year

On

0	4	1	2	2	0	0	7
---	---	---	---	---	---	---	---

1 Please print name

before me ① | EWAN GRIST

Signed

Date 6 DECEMBER 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.

Macfarlanes
10 Norwich Street
London
EC4A 1BD

Tel +44 (0)20 7831 9222

DX number 138

DX exchange Chancery Lane

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

3427146

TUESDAY



LD1

04/12/2007

187

COMPANIES HOUSE



10

Please complete in typescript,
or in bold black capitals

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

6645049

Company Name in full

MM GROUP HOLDINGS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

10 Norwich Street

Post town

London

County / Region

Postcode

EC4A 1BD

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
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for companies registered in Scotland

**DX 235 Edinburgh
or LP - 4 Edinburgh 2**

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186

COMPANIES HOUSE

3427150

Company Secretary (see notes 1-5)

Company name MM GROUP HOLDINGS LIMITED

NAME *Style / Title MR *Honours etc

* Voluntary details

Forename(s) MARTIN ROBERT

Surname HENDERSON

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 ††

4 BELMONT CLOSE

Post town WICKFORD

County / Region ESSEX

Postcode SS12 0HR

Country UK

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

Consent signature



Date 4 DECEMBER 2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title MRS *Honours etc

Forename(s) BIBI RAHIMA

Surname ALLY

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 ††

~~MACEARLANES~~

X

10 NORWICH STREET

Post town

County / Region LONDON

Postcode EC4A 1BD

Country UK

Date of birth

Day Month Year
0 1 0 1 1 9 6 0 Nationality BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

SEE ATTACHED LIST

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

Consent signature



Date 4 DECEMBER 2007

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
Forename(s)		<input type="text"/>		
Surname		<input type="text"/>		
Previous forename(s)		<input type="text"/>		
Previous surname(s)		<input type="text"/>		
Address <input type="checkbox"/>		<input type="text"/>		
Post town		<input type="text"/>		
County / Region		Postcode	<input type="text"/>	
Country		<input type="text"/>		
Date of birth		<input type="text"/>	Nationality	<input type="text"/>
Business occupation		<input type="text"/>		
Other directorships		<input type="text"/>		
		<input type="text"/>		
I consent to act as director of the company named on page 1				
Consent signature		<input type="text"/>	Date	<input type="text"/>

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	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>

DIRECTORSHIPS OF MRS BIBI RAHIMA ALLY

Company Name	Company No.	Appointed	Resigned/ Dissolved
Current			
Allied Investments Limited	06103291	14/02/2007	
Business-Auctions Com Limited	05032789	03/02/2004	
Butterfield International Private Office Limited	06384102	27/09/2007	
Court House Farm (Fulmer) Limited	04650425	28/01/2003	
Czarnikow Rionda Limited	03844092	20/01/2003	
Daisy & Tom Limited	03784432	13/01/2003	
Fleetcar-Auctions Limited	004188461	27/03/2001	
Foodworks UK Limited	05081853	23/03/2004	
ITAuctions Com Limited	03706061	13/01/2003	
Macscos 2 Limited	6293619	26/06/2007	
Macscos 3 Limited	6293626	26/06/2007	
Macscos 4 Limited	6293640	26/06/2007	
Mintar Limited	05122143	07/05/2004	
Morrison Nominees Limited	03963523	20/01/2003	
Rapid Acquisitions Limited	06386843	01/10/2007	
Rapid Fundings Limited	06386842	01/10/2007	
Rapid Holdings Limited	06386840	01/10/2007	
26 Lower Sloane Street Limited	06223513	23/04/2007	

527475

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

- of -

MM GROUP HOLDINGS LIMITED

- 1 The Company's name is **MM GROUP HOLDINGS LIMITED**.
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are
 - 3 1 To carry on the business of general merchants, importers, exporters, manufacturers, brokers and dealers both wholesale and retail in all manner of goods
 - 3 1 2 To provide or procure the provision of services of any kind
 - 3 1 3 To act as agents and brokers for the sale or purchase of goods and the provision of services and travel
 - 3 2 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any business of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or assets
 - 3 3 To acquire and take over the whole or any part of the business, property and liabilities of any company or person carrying on any business which the Company is authorised to carry on, or possessed of any property or assets suitable for the purposes of the Company
 - 3 4 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company
 - 3 5 To pay for any property or assets acquired by the Company either in cash or fully or partly paid shares or by the issue of securities or obligations or partly in one mode and partly in another and generally on such terms as may be determined

TUESDAY



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178

COMPANIES HOUSE

- 3 6 To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit, and for any of such purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company, both present and future including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations
- 3 7 To stand surety for or guarantee, support or secure the performance of all or any of the obligations of any person, firm or company whether by personal covenant or by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital or by both such methods, and, in particular, but without prejudice to the generality of the foregoing, to guarantee, support or secure whether by personal covenant or by any such mortgage, charge or lien as aforesaid or by both such methods the performance of all or any of the obligations (including the repayment or payment of the principal and premium and interest on any securities) of any company which is for the time being the Company's holding company (as defined by Companies Act 1985 section 736) or another subsidiary (as defined by that section) of any such holding company or a subsidiary (as defined by that section) of the Company
- 3 8 To lend and advance money or give credit on any terms and with or without security 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)
- 3 9 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
- 3 10 To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested
- 3 11 To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to 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 a subsidiary of the Company or is allied to or associated with the Company, or any such subsidiary or of any company which is a predecessor in business of the Company or of any such other company as aforesaid, or any persons who are or were at any time directors or officers of the Company, or of any such other company as aforesaid, and the spouses, widows, widowers, 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 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, and to subscribe or guarantee money for any charitable or benevolent object 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 12 To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or company engaged or interested or about to become engaged or interested in the carrying on or conduct of any business which the Company is authorised to carry on or conduct or from which the Company would, or might derive any benefit, whether direct or indirect
- 3 13 To establish or promote, or join in the establishment or promotion of, any other company whose objects shall include the taking over of any of the assets and liabilities of the Company, or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares, securities or obligations of any such company
- 3 14 To amalgamate with any other company
- 3 15 To sell or dispose of the undertaking, property and assets of the Company or any part thereof, in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock, securities or obligations of any other company, whether promoted by the Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and assets of the Company
- 3 16 To distribute any of the Company's property or assets among the members in specie
- 3 17 To cause the Company to be registered or recognised in any foreign country
- 3 18 To do all or any of the above things in any part of the world, and either as principal, agent, trustee or otherwise, and either alone or in conjunction with others, and by or through agents, subcontractors, trustees or otherwise
- 3 19 To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them

And it is hereby declared that the word 'company' in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company


- 4 The liability of the members is limited
- 5 The Company's share capital is £1,000 divided into 1,000 ordinary shares of £1 00 each

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this memorandum, and I agree to take the number of shares shown opposite my name

Name and Address of Subscriber	Number of shares taken by Subscriber
Martin Henderson 4 Belmont Close Wickford Essex SS12 0HR	1
	
<hr/>	
Total shares taken	1

Dated 4 December 2007

Witness to the above signature,


BIBI RAHIMA ALLY
10 Norwich Street
London
EC4A 1BD

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

MM GROUP HOLDINGS LIMITED

1 Introduction and definitions

1 1 The Regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as in force at the date of adoption of these Articles (called "**Table A**" in these Articles) shall apply to the Company, save insofar as they are varied or excluded by, or are inconsistent with, the following Articles

1 2 Regulation 1 of Table A shall apply as if

1 2 1 the term "clear days" and its accompanying definition was deleted and replaced with the following

clear days: in relation to a period of a notice means that period excluding the day when the notice is deemed to be received (or, if earlier, received) and the day of the meeting,

1 2 2 the last paragraph of that Regulation were deleted and replaced with the following paragraph

"Save as expressly provided otherwise in these Articles

(a) words or expressions contained in Table A and in Articles of Association adopting the same bear the same meaning as in the Act, and

(b) any reference to any statutory provision (including subordinate legislation) shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force "

1 3 In these Articles the following words and expressions shall have the following meanings

1985 Act: the Companies Act 1985,

2 **Share capital**

The share capital of the Company at the date of adoption of these Articles is £1,000 divided into 1,000 Ordinary Shares of £1 00 each

3 **Issue of new shares**

3 1 The directors are authorised, for the purposes of section 80 of the 1985 Act, to allot and issue relevant securities (as defined in section 80(2) of the 1985 Act) up to an aggregate nominal value of £999 This authority shall expire on the fifth anniversary of the date of the Company's incorporation, unless previously revoked, renewed or varied by the Company in general meeting

3 2 The directors shall be entitled, pursuant to the authority conferred by Article 3 1 or any renewal or variation of such authority, to make at any time prior to its expiry any offer or agreement which would or might require relevant securities to be allotted after such expiry and to allot relevant securities pursuant to any such offer or agreement

The provisions of sections 89(1) and 90(1) to (6) of the 1985 Act shall not apply to the Company

4 **Lien**

The Company shall have a first and paramount lien on every share (whether or not fully paid) for all and any indebtedness of any holder thereof to the Company (whether a sole holder or one of two or more joint holders), whether or not such indebtedness or liability is in respect of the shares concerned and whether or not it is presently payable Regulation 8 of Table A shall not apply

5 **Transfer of shares**

The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share in the capital of the Company, whether fully or partly paid Regulation 24 of Table A shall be modified by the deletion of the first sentence

6 **General meetings**

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business One member holding more than one half in nominal value of the issued ordinary share capital of the Company for the time being and present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save in such a case, two members present in person or by proxy or representative shall be a quorum Regulation 40 of Table A shall not apply

7 **Proxies**

- 7 1 Regulations 60 and 61 of Table A shall be modified by the addition of the following sentence at the end of each of those Regulations
- “The appointment of a proxy shall be in writing sent to such address (including any number) as may be notified by or on behalf of the Company for that purpose and may be in such form as the directors may approve including requirements as to the use of such discrete identifier or provision of such other information by a member so as to verify the identity of such member and as to the authenticity of any electronic signature thereon ”
- 7 2 If more than one appointment of a proxy relating to the same Share is deposited, delivered or received for the purposes of the same meeting, the appointment last delivered or received shall prevail in conferring authority on the person named therein to attend the meeting and vote An appointment of proxy in electronic form found by the Company to contain a computer virus shall not be accepted by the Company and shall be invalid
- 7 3 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may
- 7 3 1 in the case of an appointment in hard copy form, be
- 7 3 1 1 deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
- 7 3 1 2 delivered at the meeting or adjourned meeting at which the person named in the instrument proposes to vote at any time before the meeting in question takes place to the Chairman or to the secretary or to any director, or
- 7 3 2 in the case of an appointment in electronic form, where an address has been specified by the Company pursuant to section 333 of the 2006 Act for the purpose of receiving communications in that form, be received at that address not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or
- 7 3 3 in the case of a poll, be delivered in hard copy form at the meeting at which the poll was demanded to the Chairman or to the secretary or to any director, or at the time and place at which the poll is held to the Chairman or to the secretary or to any director or scrutineer,
- and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid Regulation 62 of Table A shall not apply
- 7 4 Regulation 63 of Table A shall apply as if the words “contained in an electronic communication” were deleted and replaced with the words “in electronic form”

8 **Appointment of directors**

8 1 Regulation 64 of Table A shall apply as if the word “two” was deleted and replaced with the word “one”

8 2 Regulation 78 of Table A shall be modified by the deletion of the words “and may also determine the rotation in which any additional directors are to retire”

8 3 Regulation 84 of Table A shall be modified by the deletion of the third and final sentences

8 4 Regulations 76 and 77 of Table A shall not apply

9 **Proceedings of directors**

9 1 Regulation 89 of Table A shall apply as if the word “two” was deleted and replaced with the word “one”

9 2 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number. A sole director shall have authority to exercise all powers and discretions vested in the directors. Regulation 90 shall not apply.

9 3 Any director who participates in the proceedings of a meeting by electronic means (which includes, for the avoidance of doubt, by telephone) by which all the other directors present at such meeting (whether in person or by alternate or by electronic means) may hear at all times such director and such director may hear at all times all other directors present at such meeting (whether in person or by alternate or by electronic means) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

9 4 A director may vote at a meeting of the directors, and form part of a quorum present at that meeting, in relation to any matter in which he has, directly or indirectly, an interest or duty which conflicts or which may conflict with the interests of the Company, provided that he has previously disclosed the nature of such duty or interest to the directors. The provisions of Regulation 86 of Table A shall apply equally to any disclosure to be made under the provisions of this Article.

9 5 Regulations 94 to 98 (inclusive) of Table A shall not apply

10 **Execution of documents**

Regulation 101 of Table A shall be modified by the addition of the following sentence

“Any instrument expressed to be executed by the Company and signed by two directors, or by one director and the secretary, by the authority of the directors or of a committee authorised by the directors or in any other manner permitted by the Act for the execution of documents shall (to the extent permitted by the Act) have effect as if executed by the seal.”

11 **Communications**

- 11 1 The company communications provisions (as defined in the 2006 Act) shall also apply to any document or information not otherwise authorised or required to be sent or supplied by or to a company under the Companies Acts (as defined in the 2006 Act) but to be sent or supplied by or to the Company pursuant to these Articles. Notice of a meeting of the directors may also be given by telephone.
- 11 2 The provisions of section 1168 of the 2006 Act (hard copy and electronic form and related expressions) shall apply to the Company as if the words “and the Articles” were inserted after the words “the Companies Acts” in sections 1168(1) and 1168(7).
- 11 3 Section 1147 of the 2006 Act shall apply to any document or information to be sent or supplied by the Company to its members under the Companies Acts or pursuant to these Articles as if
- 11 3 1 in section 1147(2) the words “or by airmail (whether in hard copy or electronic form) to an address outside the United Kingdom” were inserted after the words “in the United Kingdom”,
- 11 3 2 in section 1147(3) the words “48 hours after it was sent” were deleted and replaced with the words “when sent, notwithstanding that the Company may be aware of the failure in delivery of such document or information ”,
- 11 3 3 a new section 1147(4)(A) were inserted as follows
- “Where the document or information is sent or supplied by hand (whether in hard copy or electronic form) to an address in the United Kingdom and the Company is able to show that it was properly addressed and sent at the cost of the Company, it is deemed to have been received by the intended recipient when delivered ”
- 11 4 Proof that a document or information sent by electronic means was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the document or information was properly addressed as required by section 1147(3) of the 2006 Act and that the document or information was sent or supplied
- 11 5 In the case of members who are joint holders of shares, anything to be agreed or specified by the holder may be agreed or specified by the holder whose name appears first in the register of members. Schedule 5, Part 6, paragraph 16(2) of the 2006 Act shall apply accordingly.
- 11 6 Regulations 111, 112 and 115 of Table A shall not apply.

12 **Indemnities, insurance and funding of defence proceedings**

- 12 1 This Article 12 shall have effect, and any indemnity provided by or pursuant to it shall apply, only to the extent permitted by, and subject to the restrictions of, the Act. It does not allow for or provide (to any extent) an indemnity which is more extensive than as permitted by the Act and any such indemnity is limited

accordingly This Article is also without prejudice to any indemnity to which any person may otherwise be entitled

- 12 2 The Company shall indemnify every person who is a director or other officer (other than an auditor) of the Company out of the assets of the Company from and against any loss, liability or expense incurred by him or them in relation to the Company
- 12 3 The Company may indemnify any person who is a director of a company that is a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act) out of the assets of the Company from and against any loss, liability or expense incurred by him or them in connection with the company's activities as trustee of the scheme
- 12 4 The directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a director, or other officer (other than an auditor) of the Company or a trustee of any pension fund or employee benefits trust for the benefit of any employee of the Company
- 12 5 The directors may, subject to the provisions of the Act
- 12 5 1 provide any director of the Company or of its holding company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil (including regulatory) proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company, or in connection with an application for relief under any of the provisions referred to in section 205(5) of the 2006 Act, or
- 12 5 2 take any action to enable any such director to avoid incurring expenditure of the kind referred to in Article 12 5 1
- 12 6 Regulation 118 of Table A shall not apply

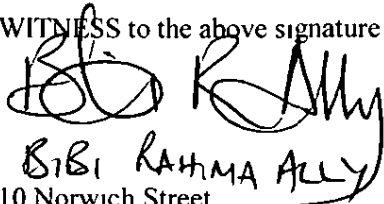
Name and Address of Subscriber

Martin Robert Henderson
4 Belmont Close
Wickford
Essex
SS12 0HR



Dated 4. December 2007

WITNESS to the above signature



BIBI RAHMA ALLY
10 Norwich Street
London
EC4A 1BD