

FILE COPY



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

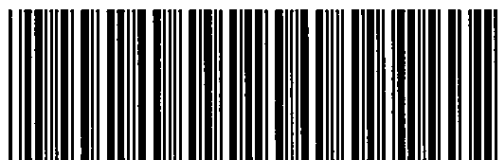
Company No. 6445647

The Registrar of Companies for England and Wales hereby certifies that

SOKEMA 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 5th December 2007



N06445647N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

6445647

Company Name in full

SOKEMA LIMITED

I, KATARINA SAFAI

of LINCOLN SECRETARIES LIMITED

† 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

DE PINNA NOTARIES, 35 PICCADILLY, LONDON, W1J 0LJ

Day Month Year

On

04 12 2007

• Please print name

before me •

JAMES KEFF MILLIGAN



Signed

J. KEFF MILLIGAN

Notary Public of London, England

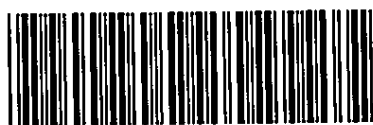
Date

04 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

LINCOLN SECRETARIES LIMITED	
62 Priory Road	
Noak Hill	Tel
Rainford	
DX number	55sex RM3 9AP



LD1

LVH0SV8S

05/12/2007

54

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

WEDNESDAY



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**

6445647

Company Name in full

SOKEMA LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THIRD FLOOR EAST

12 BRIDEWELL PLACE

Post town

LONDON

County / Region

Postcode

EC4V 6AP

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

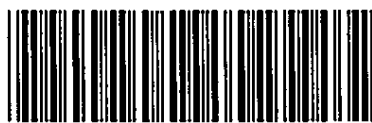
You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record

Tel

DX number

DX exchange

WEDNESDAY



LD1

LVH0RV8R

05/12/2007

55

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

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 SOKEMA LIMITED

NAME *Style / Title

*Honours etc

Forename(s)

Surname

LINCOLN SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address **

62 PRIORY ROAD

NOAK HILL

Post town

ROMFORD

County / Region

ESSEX

Postcode

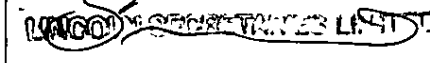
RM3 9AP

Country

UK

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

Consent signature



Date

04/12/2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

STRAND DIRECTORS LIMITED

Previous forename(s)

Previous surname(s)

Address **

THIRD FLOOR EAST

12 BRIDEWELL PLACE

Post town

LONDON

County / Region

Postcode

EC4V 6AP

Country

UK

** 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

SEE ATTACHED

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

Consent signature



Date

04/12/2007

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

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

Signed

~~LINCOLN SECRETARIES LIMITED~~

Date _____

04/12/2007

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

STRAND DIRECTORS LIMITED

Data Sheet

Date of Incorporation 20/07/1999

Company Number 03810021

Appointments to Other Companies

AMAVET CORPORATION LIMITED as Director

Appointed on 30/07/1999 Confirmed Y

BILLENIU INVESTMENTS LIMITED as Director

Appointed on 26/12/2000 Confirmed Y

BOND GALLERY LIMITED as Director

Appointed on 21/09/2000 Confirmed Y

CHIMERO VENTURES LIMITED as Director

Appointed on 30/07/1999 Confirmed Y

COMPUFLEX CONSULTANTS LIMITED as Director

Appointed on 30/07/1999 Confirmed Y

CROATIA INVESTMENTS LIMITED as Director

Appointed on 10/11/2000 Confirmed: Y

CRX EUROPE LIMITED as Director

Appointed on 07/06/2001 Confirmed: Y

DAWSON ASSOCIATES LIMITED as Director

Appointed on 27/06/2000 Confirmed Y

TOY & JOY LIMITED as Director

Appointed on 31/07/2006 Confirmed Y

DETAM ASSOCIATES LIMITED as Director

Appointed on 30/07/1999 Confirmed Y

DUCTECH LIMITED as Director

Appointed on 30/07/1999 Confirmed Y

EKIPMENT SERVICES LIMITED as Director

Appointed on 06/06/2000 Confirmed Y

STRAND DIRECTORS LIMITED

Data Sheet

Date of Incorporation 20/07/1999

Company Number 03810021

FASHIONED LIMITED as Director

Appointed on 28/12/2000 Confirmed Y

THOR TEXTILE TRADING LIMITED as Director

Appointed on 16/10/2003 Confirmed Y

FORTMAN PROPERTIES LIMITED as Director

Appointed on 30/07/1999 Confirmed Y

UPSTYLE LIMITED as Director

Appointed on 01/02/2001 Confirmed Y

GOODWORTH MARKETING LIMITED as Director

Appointed on 30/07/1999 Confirmed Y

STARMONT ESTATES LIMITED as Director

Appointed on 30/07/1999 Confirmed Y

GREEN HOLIDAYS LTD as Director

Appointed on 28/08/2002 Confirmed Y

HENSON INVESTMENTS LIMITED as Director

Appointed on 21/05/2001 Confirmed Y

METALFORM OUTSOURCING LIMITED as Director

Appointed on 11/07/2001 Confirmed Y

ABERCOM LIMITED as Director

Appointed on 30/09/2002 Confirmed Y

INTERMAX UK LIMITED as Director

Appointed on 27/11/2001 Confirmed Y

PALM ISLAND COMPANY LTD as Director

Appointed on 07/01/2002 Confirmed Y

STRAND DIRECTORS LIMITED

Data Sheet

Date of Incorporation 20/07/1999

Company Number 03810021

TEDDINGTON CONSULTING LIMITED as Director

Appointed on 25/01/2001 Confirmed Y

ASTARK ARTS LIMITED as Director

Appointed on 22/01/2001 Confirmed Y

JOHNSON MACHINERY LIMITED as Director

Appointed on 03/11/1999 Confirmed Y

GLB TRADE LIMITED as Director

Appointed on 01/07/2003 Confirmed Y

LUX GLOBAL INVESTMENTS LIMITED as Director

Appointed on 19/07/2001 Confirmed Y

MCMERTON & ASSOCIATES LIMITED as Director

Appointed on 30/07/1999 Confirmed Y

MEDIASOFT UK LIMITED as Director

Appointed on 05/09/2000 Confirmed Y

T.T.G. TRANSIT TIME GROUP LTD as Director

Appointed on 28/12/2006 Confirmed Y

Resigned on 15/02/2007 Confirmed Y

METAPLAST TRADING LIMITED as Director

Appointed on 05/09/2000 Confirmed Y

MORISON & ASSOCIATES LIMITED as Director

Appointed on 30/07/1999 Confirmed Y

ORMONDS LIMITED as Director

Appointed on 30/07/1999 Confirmed Y

PAN EUROPEAN ADVANCED TECHNOLOGY DEVELOPMENT LIMITED as Director

Appointed on 02/08/1999 Confirmed Y

STRAND DIRECTORS LIMITED

Data Sheet

Date of Incorporation 20/07/1999

Company Number 03810021

PLS POINT-LINE-SURFACE (UK) LIMITED as Director

Appointed on 09/02/2001 Confirmed Y

MULTISTEEL TRADING LTD as Director

Appointed on 22/02/2007 Confirmed Y

MIRABELLA LIMITED as Director

Appointed on 18/08/2003 Confirmed Y

RANGIRIRI UK LIMITED as Director

Appointed on 24/01/2001 Confirmed Y

RISHWORTH FINANCE LIMITED as Director

Appointed on 21/03/2001 Confirmed Y

ROTEL ASSOCIATES LIMITED as Director

Appointed on 30/07/1999 Confirmed Y

NEMO PLUS LIMITED as Director

Appointed on 12/02/2004 Confirmed Y

Corporate Representative Peter George Bradley

UNIVERSAL CAREER MANAGEMENT LIMITED as Director

Appointed on 29/09/1999 Confirmed Y

Resigned on 20/10/2004 Confirmed Y

WTC WORLDWIDE TRADING COMPANY LIMITED as Director

Appointed on 01/08/2000 Confirmed Y

Resigned on 10/04/2003 Confirmed Y

DREAM 7 CONSULTING LIMITED as Director

Appointed on 19/06/2006 Confirmed Y

Resigned on 30/06/2006 Confirmed Y

ANTICA PESA LIMITED as Director

Appointed on 27/06/2006 Confirmed Y

STRAND DIRECTORS LIMITED

Data Sheet

Date of Incorporation 20/07/1999

Company Number 03810021

ITALIAN PASSION FOOD LIMITED as Director

Appointed on 03/09/2004 Confirmed Y

R.WILKINS & CO. LIMITED as Director

Appointed on 01/11/2007 Confirmed Y

DOCUMEDICA TRADING CO. LIMITED as Director

Appointed on 11/04/2005 Confirmed Y

ABACA HOLIDAYS AND BUSINESS LTD as Director

Appointed on 01/11/2006 Confirmed Y

FACTORING & FINANCING EUROPE LIMITED as Director

Appointed on 01/11/2006 Confirmed Y

PERSPECTIVE VIEWS LTD as Director

Appointed on 30/10/2006 Confirmed Y

AQUAFLEX SHIPPING LTD as Director

Appointed on 28/12/2006 Confirmed Y

BARCELONISTA SPORTURISMO LIMITED as Director

Appointed on 04/01/2007 Confirmed Y

BLACK STEEL SERVICES LIMITED as Director

Appointed on 04/01/2007 Confirmed Y

DOBBSON LIMITED as Director

Appointed on 29/11/2007 Confirmed Y

TCS COMMERCE LTD as Director

Appointed on 01/02/2007 Confirmed Y

EPTA UK CONSULTING LTD as Director

Appointed on 01/02/2007 Confirmed Y

STRAND DIRECTORS LIMITED

Data Sheet

Date of Incorporation 20/07/1999

Company Number 03810021

JOHN ASHTON RUSSELL & PARTNERS LIMITED as Director

Appointed on 02/02/2007 Confirmed Y

BRILLIANT BEAUTY TRADING LIMITED as Director

Appointed on 13/03/2007 Confirmed Y

DREAM 7 CONSULTING LIMITED as Director

Appointed on 01/03/2007 Confirmed Y

GB FAIRWAY LIMITED as Director

Appointed on 03/04/2007 Confirmed Y

EIFFEL INVESTMENTS LTD as Director

Appointed on 10/04/2007 Confirmed Y

INTERTRADE HOLDING LTD as Director

Appointed on 03/05/2007 Confirmed Y

B & O ASSOCIATES LTD as Director

Appointed on 09/05/2007 Confirmed Y

Resigned on 10/05/2007 Confirmed Y

SDP HOLDING LTD as Director

Appointed on 05/06/2007 Confirmed Y

LC MEDIA SOLUTIONS LIMITED as Director

Appointed on 12/06/2007 Confirmed Y

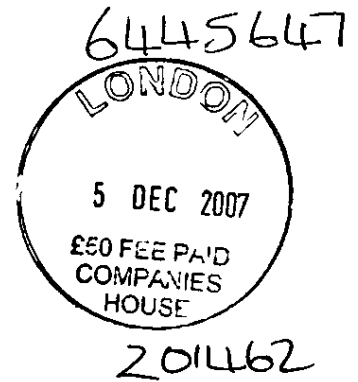
HIGHFORDS UK LIMITED as Director

Appointed on 01/09/2007 Confirmed Y

RICHMORE HOLDINGS LTD as Director

Appointed on 10/09/2007 Confirmed Y

THE COMPANIES ACTS 1985 to 2001
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF



SOKEMA LIMITED

- 1 The Company's name is "SOKEMA LIMITED"
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are
 - (a) To carry on the business of a general commercial company
 - (b) In particular, to endeavour the business of a general holding company and to carry on activities related to the purposes of such holding companies such as acquiring by subscription or otherwise, holding, selling, dealing with and disposing of, placing and underwriting shares, stocks, debentures, debenture stocks, bonds, patents, or any other securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and any such securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world, acquiring by purchase, leasing, exchanging, hiring or otherwise and taking options over any property whatever, and any rights or privileges of any kind over or in respect of any property of any kind necessary or convenient for the purpose of or in connection with the Company's business, as well as taking on lease or in exchange, hiring or by any other means acquiring and taking options over any freehold, leasehold or any other real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the Company
 - (c) To acquire by purchase, application, registration or otherwise and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, licences, secret processes, trade marks, designs, protections and concessions or any other intellectual property rights and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same

WEDNESDAY



LD1

"LVH0QV8Q"
05/12/2007
COMPANIES HOUSE

56

- (d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and undertake all or any of the liabilities of such person, firm or company as part of the consideration for such acquisition, or to acquire an interest in, amalgamate with, 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
- (e) 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.
- (f) To invest and deal with the moneys of the Company not immediately required and to hold or otherwise deal with any investments made in such manner as the Company may from time to time determine
- (g) 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), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon and terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)
- (h) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it
- (i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, warrants, debentures, and other negotiable or transferable instruments

- (j) To oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- (k) 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
- (l) To promote any other company for the purpose of acquiring the whole or any part of the business or property of undertaking or any of the liabilities of the Company, or of undertaking any business or operations 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, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- (m) To sell or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit
- (n) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees of the Company, or of any other company which is its holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of 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 the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund
- (o) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts
- (p) To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise
- (q) To distribute among the Members of the Company in kind any property of the Company properly distributable amongst the members
- (r) To pay or procure the payment of all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.


- (s) To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors or employees of the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance including insurance for any Director, officer or Auditor against any liability incurred by such persons in respect of any act or omission by them in relation to the carrying out of their obligations and duties in relation to the Company
- (t) Subject to and in accordance with a due compliance with the provisions of section 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act
- (u) To procure the Company to be registered or recognised in any part of the world
- (v) To do all or any of the things authorised in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause.

AND so that

- (1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provisions set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (2) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere


- (3) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause 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
- 4 The liability of the Members is limited
- 5 The Company's share capital is Euro 1,000,000 divided into 1,000,000 shares of Euro 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 name

Name and address of Subscriber		Number of shares taken by the Subscriber
1	Lincoln Secretaries Limited 62 Priory Road Noak Hill Romford RM3 9AP	Ten Thousand  LINCOLN SECRETARIES LIMITED
Total shares taken		Ten Thousand

Dated this 4th December 2007

Witness to the above Signatures.


Strand Directors Ltd
Strand Directors Limited
Third Floor East
12 Bridewell Place
London
EC4V 6AP

The Companies Act 1985-2001

Company Limited by Shares

ARTICLES OF ASSOCIATION

of SOKEMA LIMITED

PRELIMINARY

- 1 (a) Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as 'Table A'), and made pursuant to the provisions of the Companies Act 1985/89 (hereinafter referred to as 'The Act') shall apply to the Company
- (b) Regulations 24, 35, 40, 73, 74, 75 and 77 to 81 inclusive of Table A shall not apply to the Company
- (c) The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act

SHARES

- 2 (a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority)
 - (i) The Directors shall not be authorised to make any offer or allotment of the shares of the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder
 - (ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of the incorporation of the Company
- (b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement
- (c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years

- 3 Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable equal to the proportion in nominal value held by him of the aggregate of such shares in issue. Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner herein before provided.
- 4 (a) No share shall be issued at a discount
- (b) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited
- 5 Subject to the provisions of Part V of the Act-
- (a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract
- (b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting

LIEN

- 6 In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

TRANSFER OF SHARES

- 7 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

SHARE WARRANTS

- 8 Subject to any statutory restrictions for the time being in force the Company may issue share warrants with respect to any shares which are fully paid up upon a request in writing by the person registered as the holder of such shares. The request shall be in such form and authenticated by such evidence as to the identity of the person making the same as the Directors may from time to time require but so that the Directors shall not be bound to make any enquiries.

- 9 Before the issue of a share warrant the certificate (if any) for the shares intended to be included in it shall be delivered up to the Directors and the applicant shall provide the Directors with an address ("the Notice Address") at which notices may be served in relation to the shares and shall pay to the Directors the amount of the stamp duty (if any) on such warrant and such fee as the Directors shall from time to time require
- 10 Share warrants shall state that the bearer is entitled to the shares therein specified and may provide by coupons or otherwise for the payment of future dividends or other moneys on the shares included therein Where the Company has a common seal share warrants shall be issued under the common seal No dividend shall be paid out on any share included in a share warrant at any time whilst the Directors are in receipt of a Change Notice or awaiting the expiration of the fourteen day period referred to at paragraph 12 below
- 11 A change to the Notice Address shall not be effective unless details of the new notice address are submitted in writing ("a Change Notice") to the Directors and the share warrant in respect of the share is deposited at the registered office of the Company
- 12 The Directors shall write to the Notice Address and to the new notice address confirming details of the change Upon receipt of confirmation of the change from the Notice Address or in the event that no communication is received and upon the expiration of fourteen days (commencing from the date of the Directors' letter aforesaid) the new notice address shall become the Notice Address and the Directors shall deliver the share warrant to that address
- 13 Subject to the provisions of the Act and of these Articles the bearer of a share warrant shall be deemed to be a Member of the Company and shall be entitled to the same rights and privileges as he would have had if his name had been included in the Register as the holder of the shares specified in such warrant
- 14 No person shall as bearer of a share warrant be entitled to attend or vote or exercise in respect thereof any of the rights of a Member at any General Meeting of the Company or sign any requisition for or give notice of intention to submit a resolution to a meeting at any time whilst the Directors are in receipt of a Change Notice or awaiting the expiration of the fourteen day period referred to at paragraph 12 above and at any other time unless three days at least before the day appointed for the meeting in the first case and unless before the requisition or notice is left at the registered office of the Company in the second case he shall have deposited or caused to be deposited the share warrant in respect of which he or some other person claims to act attend or vote as aforesaid at the registered office of the Company or such other place as the Directors may appoint together with a statement in writing containing the name and address of the person ("the Voting Person") who will sign the requisition or notice or attend the meeting as the case may be and unless the share warrant shall remain so deposited until after the meeting or any adjournment thereof shall have been held
- 15 Not more than one person may act attend or vote as aforesaid on behalf of the holder of a share warrant
- 16 There shall be delivered to the Voting Person and to the Notice Address a certificate stating the name and address of the Voting Person and describing the shares represented by the share warrant so deposited and such certificate shall save as otherwise provided herein entitle the Voting Person to attend and vote at any General Meeting in the same way as if he were the registered holder of the shares specified in the certificate Upon delivery of the said certificate to the Company the share warrant in respect whereof it shall have been given shall be returned
- 17 No person as bearer of any share warrant shall save as aforesaid be entitled to exercise any of the rights of a Member without producing such warrant and stating his name and address

- 18 If any share warrant or coupon be worn out or defaced the Directors may upon the surrender thereof for cancellation issue a new one in its stead and if any share warrant or coupon be lost or destroyed the Directors may upon the loss or destruction being established to their satisfaction and upon such indemnity being given to the Company as they shall think adequate issue a new one in its stead and in either case on payment of such sum not exceeding 12 5 pence as the Directors may from time to time require In case of loss or destruction the bearer to whom such new warrant or coupon is issued shall also bear and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such loss or destruction and to such indemnity
- 19 The share included in any share warrant shall be transferred by the delivery of the warrant without any written transfer and without registration and to shares so included the provisions hereinbefore contained with reference to the transfer of and to the lien of the Company on shares shall not apply It shall be the responsibility of the purchaser of a share included in any share warrant to inform the Directors in writing of any change of the Notice Address and where appropriate to deliver the said warrant to the registered office of the Company to enable the Directors to give effect to the change in accordance with paragraph 11 and 12 hereof
- 20 Upon surrender of the share warrant to the Company for cancellation and upon payment of such sum, not exceeding 12 5 pence, as the Directors may from time to time require, the bearer of a share warrant shall be entitled to have his name entered as a Member in the Register in respect of the shares included in the warrant but the Company shall not be responsible for any loss incurred by any person by reason of the Company entering in the Register upon the surrender of a warrant the name of any person not the true and lawful owner of the warrant surrendered

PROCEEDINGS AT GENERAL MEETINGS

- 21 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business"
- 22 At the end of regulation 38 of Table A there shall be inserted the following "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies"
- 23 (a) No business shall be transacted at any Meeting unless a quorum is present Two members entitled to attend at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum At the end of regulation 41 of Table A there shall be inserted the following "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum"
- (b) In regulation 59 of Table A, the second sentence shall be omitted
- 24 Subject to the provision of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their respective representatives) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held

APPOINTMENT AND REMOVAL OF DIRECTORS

- 25 The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with section 10 the Act. 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.
- 26 In addition and without prejudice to the provision of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to any provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to be a Director either to fill a vacancy or as an additional Director. In regulation 30 of Table A the words "or a resolution appointing a person as a Director" shall be omitted.
- 27 The office of a Director shall be vacated if-
- (a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director, or
 - (b) he becomes bankrupt or make any arrangement or composition with his creditors generally, or
 - (c) he is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental health for his detention or the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
 - (d) he resigns his office by notice to the Company

PROCEEDINGS OF DIRECTORS

- 28 (a) If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.
- (b) In regulation 64 of Table A for the word "two" there shall be substituted the word "one" and in the first sentence of regulation 89 of Table A for the word "two" there shall be substituted the word "one".
- 29 An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty-four hours' notice in writing to the Company and to the appointor given by a majority of his Co-Directors. This Article shall have effect in substitution of regulation 68 of Table A which shall not apply to the Company.

BORROWING POWERS

- 30 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue debenture, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS' INTERESTS

- 31 A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

INDEMNITY

- 32 Subject to the provision of Section 310 of the Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

SECRETARY

- 33 The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 10 of the Act.

Name and Address of Subscriber

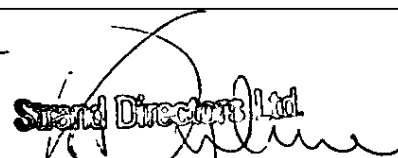
Lincoln Secretaries Limited
62 Priory Road
Noak Hill
Romford
Essex
RM3 9AP



LINCOLN SECRETARIES LIMITED

Dated this 4th December 2007

Witness to the above Signature



Strand Directors Ltd.
Strand Directors Limited
Third Floor East
12 Bridewell Place
London
EC4V 6AP