



PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION OF
INGRAM MICRO CFS FULFILMENT LIMITED**

PRELIMINARY.

1.

1.1 The Regulations contained in Table A in The Companies (Tables A to F) (Amendment) Regulations 2007 (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 Articles of Association of the Company.

In these Articles the expression "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force.

1.2 Regulations 24, 35, 40 and 76, 77, 78, 79 and 81 and 82 inclusive of Table A shall not apply to the Company.

1.3 The expressions "relevant securities" and "equity securities", whosoever appearing herein, shall bear the meanings ascribed to them by the Act.

SHARES.

2. Subject to the provisions of Table A and to the following provisions 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.

2.1 The Company Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or 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.

2.2 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 incorporation of the Company.

3.

3.1 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

3.2 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.

3.3 Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than fourteen 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 hereinbefore provided.

4.

4.1 No share shall be issued at a discount.

4.2 The Company shall not have power to issue share warrants to bearer.

4.3 Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5. Subject to the provisions of the Act:

5.1 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.

5.2 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.

5.3 The Company may by Special Resolution reduce its share capital and any capital redemption reserve or share premium account in any manner authorised by law.

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 there for, decline to register the transfer of a share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS.

8. At the end of regulations 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 a member to appoint proxies".

9.

9.1 No business shall be transacted at any meeting unless a quorum is present. Two members entitled to attend and vote at that meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. If and so long as the Company shall have one member only, that person alone present in person or by proxy or by a duly authorised representative shall be a quorum and in such instance, a proxy for a sole member shall be entitled to vote on a show of hands and Regulation 54 of Table A there shall be deemed to be amended accordingly. At the end of Regulation 41 Table A there shall be inserted the following: "If within half an hour from this time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be the quorum"

9.2 At the end of regulation 57 Table A there shall be inserted the following "except when he is the sole member".

9.3 In regulation 59 Table A, the second sentence shall be omitted.

10. Subject to the provisions of the Act, a resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by their representative) shall be as valid and effective as if the same had been passed at a general meeting of the Company convened and held.

11. In addition to any other manner in which the member or members of the Company are authorised under the Act to reach and record their decisions in relation to the Company, a member who is for the time being the sole member of the Company shall be entitled to take any decision which may be taken by the Company in general meeting and such decision shall have effect as if agreed by the Company in general meeting, subject as hereinafter follows:

11.0.1 A decision taken by virtue of the clause shall be notified to the Company within seven days of the date on which it was taken, failing which such decision shall be invalid and of no effect.

11.0.2 Any resolution of a kind described below shall not be capable of being passed by virtue of the procedure described in this Clause.

11.1 Any resolution, which if passed at a general meeting, would need to be passed as a special resolution or extra ordinary resolution.

11.2 Any resolution to change the terms of appointment of the officers or the auditors.

11.3 Any resolutions requiring special notice.

APPOINTMENT AND REMOVAL OF DIRECTORS.

12. In addition and without prejudice to the provisions 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 the provision of Table A and section 303 (2) of the Act, the Company may by ordinary resolution appoint a person who is willing to act to be a Director to either fill a vacancy

or as an additional Director. In regulation 38 of Table A the words “or a resolution appointing a person as Director” shall be omitted.

PROCEEDINGS OF DIRECTORS.

13.

13.1 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 regulations of Table A shall be construed accordingly. In such instance, the word “one” shall be substituted in place of the word “two” in the first sentence of regulation 89 of Table A.

13.2 Regulation 64 of Table A shall not apply to the Company.

14. Any Director or his alternate may validly participate in a meeting of the Directors or a committee of Directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the Directors or a committee of the Directors shall for the purpose of the Articles be deemed to be validly and effectively transacted at a meeting of the Directors or of a committee of the Directors notwithstanding that fewer than two Directors or alternate Directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

DIRECTORS INTERESTS.

15. 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.

16. Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.

COMPANY SEAL.

17. In accordance with section 36A(3) of The Act the Company need not have a seal and the requirements set out in regulation 6 of Table A governing the sealing of share certificates shall only apply if the Company has a seal.

18. Notwithstanding anything contained in these articles:

- (a) the directors of the Company shall not decline to register any transfer of shares in the Company, nor may they suspend any registration thereof, where that transfer is:
 - (i) to a Secured Party;
 - (ii) delivered to the Company for registration by a Secured Party in order to perfect its security over the shares; or
 - (iii) executed by a Secured Party pursuant to the power of sale or other power existing under such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company (or proposed transferor of those shares) to a Secured Party and no Secured Party shall (in either such case) be required to offer the shares which are or are to be the subject of any such transfer to the Members for the time being of the Company or any of them, and no such Member shall have any right under these Articles or otherwise to require such shares to be transferred to them whether for consideration or otherwise; and

- (b) the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of shares held by a Secured Party.

For the purposes of this Article, “**Secured Party**” means a bank, financial institution, trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets to which a security interest (including by way of mortgage or charge) has been granted over shares in the Company and any affiliate of any such person, an agent or trustee acting for any such person or such affiliate, or a nominee of any of the foregoing (and a certificate from the Secured Party that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts).

Name(s) and Address(es) of Subscriber(s)

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