File Copy

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06701896

The Registrar of Companies for England and Wales hereby certifies that
TOPMEDIA LIMITED

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

Given at Companies House on 18th September 2008

N06701896O

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House
for the record

The above information was communicated in non-legible form and authenticated by the Registrar of Companies under section 710A of the Companies Act 1985

Companies House
for the record

Electronic statement of compliance with requirements on application for registration of a company pursuant to section 12(3A) of the Companies Act 1985

Company number **6701896**

Company name **TOPMEDIA LIMITED**

I, **SVEN BERTEN**

of **STEINFELDER STR. 20**
DAMME
GERMANY
49401

a person named as a director of the company in the statement delivered to the registrar of companies under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section 12(3A) of the Companies Act 1985

Statement: I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies electronically and authenticated in accordance with the registrar's direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to criminal prosecution

Companies House
— for the record —

10(ef)

First directors and secretary and intended situation of registered office

Received for filing in Electronic Format on the: **18/09/2008**

XSG5F380

Company Name in full: TOPMEDIA LIMITED

Proposed Registered Office:
69 GREAT HAMPTON ST
BIRMINGHAM
B18 6EW

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **GO AHEAD LIMITED**
Agent's Address:
69 GREAT HAMPTON STREET
BIRMINGHAM
B18 6EW

Company Secretary

Name **ON BEHALF SERVICE LIMITED**

Address:
69 GREAT HAMPTON STREET
BIRMINGHAM
B18 6EW

Consented to Act: **Y** *Date authorised* **18/09/2008** *Authenticated:* **YES**

Director 1:

Name **MR. SVEN BERTEN**

Address: **STEINFELDER STR. 20**
DAMME
GERMANY
49401

Nationality: **GERMAN**
Business occupation: **DIRECTOR**
Date of birth: **06/04/1965**

Consented to Act: **Y** *Date Authorised:* **18/09/2008** *Authenticated:* **YES**

Director 2:

Name **ACE ASSETS LTD.**

Address: **8 KINGS ROAD**
BRISTOL
BS8 4AB

Consented to Act: **Y** *Date Authorised:* **18/09/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent** *Date Authorised:* **15/09/2008** *Authenticated:* **Yes**

The Companies Acts 1985 to 2006

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

OF TopMedia Limited

1. The Company's name is TopMedia 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 business as a general commercial company.

   (B) To carry on any other trade or business which, in the opinion of the Board of Directors, is advantageous to the Company and to do all other things as are incidental or conducive to the attainment of the objects of the Company.

4. The Company is authorised to establish branches outside the territory of the United Kingdom.

5. The liability of the members is limited.

6. The Company's share capital is £800 divided into 800 shares of £1 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 the Subscriber
1	For and on behalf of Ace Assets Ltd. 8 KINGS ROAD Bristol BS8 4AB	-	Eight Hundred
	Total shares taken	-	800

Dated 15/09/2008

The Companies Acts 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

TopMedia Limited

PRELIMINARY

1. (A) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052), The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) and the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007 No. 2541) so far as it relates to private companies limited by shares (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.

(B) In these Articles the expression "the Act" means the Companies Act 1985 and "the 2006 Act" means the Companies Act 2006, but so that any reference in these Articles to any provision of the Act or the 2006 Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

2. Regulations 24, 64, 82, 84, 87, 94 and 118 of Table A shall not apply and Regulations 8, 30, 31, 40, 41, 62, 67, 76, 77, 78, 79, 81, 89, 90, 112 and 115 of Table A shall be modified as hereinafter mentioned.

CAPITAL

3. (A) The members or the directors may allot and dispose of or grant options over shares at such times, on such terms and in such manner as they think fit. Shares may be issued at par or at a premium, but no shares shall be issued at a discount.

(B) Subject to this Article the Directors are unconditionally authorised for the purposes of section 80 of the Act to allot shares up to the amount of the unissued share capital created on incorporation of the Company at any time or times during the period of five years from the date of incorporation. In accordance with section 91 of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

4. The lien conferred by Regulation 8 of Table A shall attach also to fully paid-up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all monies presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

TRANSFER OF SHARES

5. The transferor of a share shall be deemed to remain the Registered Holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

6. Any share (not being a partly paid share or a share on which the Company has a lien) may be transferred:

(i) by the Registered Holder being a body corporate to any other body corporate which is the holding company or a subsidiary company of such body corporate within the meaning of Section 736 of the Act or a subsidiary company (within the meaning of the said Section) of the same holding company.

(ii) by the Registered Holder being an individual or by such Registered Holder's personal representatives to any other Registered Holder

Any transfer made in accordance with this Article 6 shall be referred to in these Articles as a "permitted transfer".

7. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share unless the same shall be or become a permitted transfer.

8. Any direction (by way of renunciation or otherwise) by a Member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself shall be deemed to be a transfer for the purposes of this Article and unless the same shall be or become a permitted transfer the Directors shall be bound to decline to register the same.

RESOLUTIONS

9. (A) For the avoidance of doubt any shareholders resolutions and any Directors resolution is effective without any requirements for it to be signed by the company secretary or registrar of companies.

(B) A change of name or re-registration in accordance with the Act has effect from the date on which the registrar of companies issues an appropriate certificate.

TRANSMISSION OF SHARES

10. Regulations 30 and 31 of Table A shall have effect subject to the provisions of Articles 6 and 7 hereof.

GENERAL MEETINGS

11. If there shall be only one member of the Company, a quorum for the transaction of business at general meetings of the Company shall be one person entitled to vote upon the business transacted, being a member or proxy for a member or a duly authorised Corporation. Regulation 40 of Table A shall be subject to this Article and be modified accordingly.

12. Regulation 41 of Table A shall be amended by adding the words at the end thereof:

"and if at the adjourned meeting the quorum is not present within half an hour from the time appointed for the meeting the members present in person or by proxy shall be a quorum".

13. In every notice convening a General Meeting of the Company there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, or a show of hands, to vote instead of him and that such proxy need not also be a Member.

14. The appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

MEETINGS

15. (A) In this article "communication" and "electronic communication" shall bear the meanings set forth in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.

(B) A person in electronic communication with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.

(C) A meeting at which one or more of the directors attends by way of electronic communication is deemed to be held at such place as the directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

DIRECTORS

16. The number of Directors (other than alternate Directors) shall not be subject to any maximum and the Company may have a sole Director.

17. (A) The holders of a majority for the time being of the ordinary shares shall be entitled to appoint any Director or Directors and any Director or Directors may be removed or replaced by the persons for the time being entitled to appoint such Director or Directors.

(B) All appointments and removals of Directors under this Article shall be effected by notice in writing, signed by the holder or holders of the majority of the ordinary shares in respect of which such appointment or removal is affected, and left at or sent by registered post to the registered office of the Company.

18. There shall be no rotation of Directors and accordingly

(A) Regulation 67 of Table A shall be amended by altering the first semi-colon to a full stop and deleting all the words thereafter

(B) Regulations 76 to 79 (inclusive) in Table A shall not apply to the company.

19. Regulation 81 of Table A shall be amended

(i) by inserting after the words "Mental Health Act 1983" and after the words "Mental Health (Scotland) Act 1960" the words "as from time to time amended or re-enacted or under any substitute legislation therefor" and

(ii) by adding the following paragraph thereto:-

(iii) If his appointment has been revoked in accordance with the provisions of the Company's Articles of Association".

20. Without prejudice to the Company's other powers under these Articles and by way of supplement thereto the Company shall have power by ordinary resolution to remove any Director before the expiration of his period of office and by ordinary resolution to appoint another person in his stead.

21. If by arrangement with the Board any Director shall perform or render any special duties or services outside his ordinary duties as a director the Board may pay him special remuneration in addition to his ordinary remuneration, and such special remuneration may be by way of salary commission, participation in profits or otherwise as may be arranged.

POWERS AND DUTIES AND PROCEEDINGS OF DIRECTORS

22. The powers of the Directors to borrow money and to mortgage or charge the Company's undertaking property and uncalled capital shall not be subject to any limit.

23. If there shall be a sole Director the quorum for the transaction of the business of the Directors shall be one and such director may act alone and in exercising all the powers, discretion and authorities vested in the directors by sole proxy of himself. Regulations 89 and 90 of Table A shall be subject to this Article and modified accordingly.

24. Subject to the provisions of the Act the Board or the Members may appoint and authorise one or more of the Directors in respect of a particular business transaction or generally to exercise all the powers of the Company on its behalf. Unless so authorised by resolution, the Company shall be managed and represented jointly by all Directors.

25. A Director may hold any office of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby nor shall he be liable to account to the Company for any profit arising out of any such contract arrangement or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that in the next meeting of the Directors held after such interest was acquired he discloses the fact that he has acquired such interest. Subject as aforesaid, a Director may vote as a Director in regard to any contract, arrangement or dealing in which he is interested or upon any matters arising thereout and if he shall so vote, his vote shall be counted, and he shall be reckoned in estimating a quorum when any such contract, arrangement or dealing is under consideration. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract, arrangement or dealing which may, after the date of the notice be entered into or made with that company or firm shall, for the purpose of this Article be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement or dealing so entered into or made.

26. In addition to the preceding article, the Directors are hereby expressly authorised to enter into contracts on behalf of the Company with themselves acting on their own behalf or as agents on behalf of a third person. The Directors' obligations to declare their interests shall not be affected by this provision.

COMMUNICATION BY MEANS OF A WEBSITE

27. Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.

NOTICES

28. Any notice or other document may be served on or delivered to any Member by the Company either personally, or by sending it by post addressed to the Member at his registered address or by facsimile transmission or telex or other

instantaneous means of transmission to a number provided by the Member for this purpose, or by leaving it at his registered address addressed to the Member, or by any other means authorised in writing by the Member concerned. In the case of joint holders of a share, service of delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

29. Any notice or other document which is sent by post, shall be deemed to have been served or delivered 24 hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post or sent by facsimile transmission or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

PROTECTION FROM LIABILITY

30. For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office and "Associated Company" shall bear the meaning referred to in section 256 of the 2006 Act. Subject to the provisions of the 2006 Act and without prejudice to any protection from liability which may otherwise apply:

(A) the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability.

(B) every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.

ARBITRATION AND JURISDICTION

31. (A) The courts of Germany shall have jurisdiction to hear all disputes between the Members or the Members and the Company arising out of or in connection with these Articles, provided that the Company has its main place of administration in the territory of Germany.

(B) The Company is entitled to enter into arbitration agreements with its Members in respect of disputes referred to in Article 31 (A) above.

DURATION

32. The Company is incorporated for an indefinite period.

SEAL

33. Unless determined otherwise by Ordinary Resolution of the Company, the Company shall not have a company seal and any document signed by a sole Director of the Company, or if there is more than one director – by two Directors of the Company and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under a common seal, in accordance with section 36A of the Act.

Name and address of Subscriber

For and on behalf of
Ace Assets Ltd.
8 KINGS ROAD
Bristol
BS8 4AB

Dated 15/09/2008