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The Companies Act 2006

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COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

- OF -

DUGLAS ALLIANCE LTD.

- 1 The name of the Company is "DUGLAS ALLIANCE LTD "
- 2 The registered office of the Company will be situated in England or Wales
- 3 The objects for which the Company is established are: -
 - 1) To carry on business as a General Commercial company and to do all such things as are incidental or conducive to the carrying on of any trade or business
 - 2) To carry on any other trade or business, which the Board of Directors deems, may be advantageously carried on for the benefit of the Company
 - 3) To acquire by purchase, lease, hire, exchange, improve, mortgage, charge, rent, let on lease, surrender, license, accept surrenders of, and otherwise acquire, sell and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings or adapt the same for the purposes of the Company's business
 - 4) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which the Company is authorized to carry on or possessed of assets of any kind suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired
 - 5) To apply for, purchase or otherwise acquire and hold or use any patents, licenses, concessions, copyrights which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to sell, license, lease or grant rights thereto
 - 6) To sell, improve, manage, let, license, develop or otherwise deal with the undertaking, or all or any part of the property assets or rights of the Company upon such terms as the Company may approve, with power to accept any consideration as the Company may think fit.

- 7) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such investments and subject to such conditions as the Company may approve
- 8) To lend and advance money, give credit or guarantees, act as surety to such persons, firms or companies, upon such terms and with or without security and subject to such conditions as the Directors think fit.
- 9) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off
- 10) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other Company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint venture arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them
- 11) To draw, make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, debentures, warrants and any other negotiable or transferable instruments
- 12) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of, any other Company or corporation
- 13) To remunerate any persons, firm or Company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital, or any debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business
- 14) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission
- 15) To provide for the welfare of persons employed or formerly employed by the Company and to provide pensions, compensation, bonuses, gratuities and other allowances to officers, employees, ex officers and ex employees of the Company or its predecessors in business or the dependants of such persons and to establish and maintain or concur in establishing and maintaining trusts, pension funds, insurance policies or other schemes, whether contributory or non contributory, with a view to providing pensions or other funds for any such persons as aforesaid
- 16) To remunerate the Directors of the Company in any manner the Company may think fit
- 17) To distribute any property of the Company in specie among the members.
- 18) To do all or any of the things hereinbefore authorized either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents

- 19) To do all such other things, as are incidental to or the Directors think may be conducive to the attainment of the above objects or any of them. It is hereby expressly declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses
- 20) To carry on either alone or in common with others, in any part of the world, either in free zones or bonded areas or elsewhere, the business of commerce, works of general trade business, imports, exports, buying, selling, exchanging or in any other way trading of goods and products of any kind and any denomination, including the necessary containers required for the placing, packing and transportation of the said goods either on cash or non-cash basis, or on credit, or on hire purchase or against any other consideration.
- 21) To carry on the business of an investment holding company and to acquire and hold as an investment, immovable property, shares, stock, debentures, debenture stock, bonds, notes, obligations and securities issued or not or guaranteed or not by any Government or public body or public authority in any part of the world; to acquire any such immovable property and any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange or otherwise, and whether or not fully paid, and to subscribe for the same subject to such terms and conditions as may be thought fit; and to exercise and enforce all rights and powers conferred by or incidental to the ownership of any such immovable property and any such shares, stock, debenture stock, bonds, notes obligations or securities
- 22) To carry on alone or in common with others, in any part of the world, works or business as advisers and consultants, directors, analysts, researchers, technicians or other consultants, valuers, supervisors, advertising works or business of any nature and kind, including services, studies in connection with all nature and kind, including services, studies in connection with all nature of feasibility, matters of personnel, executive selection, programming, improvement of business of sale, marketing, computers, methods of computers and data processing.
- 23) To carry on business as business consultants, market research consultants, business transfer agents, providers of technical aid and sales promotion assistance of all kinds, valuers and estate agents, accountants and to act as intermediaries in the introduction of sellers, purchasers, partners and employees.
- 24) To provide consulting services on issues related to business activity and management, to assist in concluding and execution of agreements, to perform market research and identification of public opinion, to carry out management of enterprises, to provide other consulting services, engineering services, various research services, including (but not limited to) all areas of social, topographical, geodesic, marketing, medical research.
- 25) To carry on the business of merchants, sellers, commission agents, representatives, suppliers, sales, promoters and generally any similar business and in connection with any manufactured or other kind of products or goods
- 26) To carry on alone or with others the work of building contractors, constructors and makers of any nature as well as contractors in building, engineering, project-making and survey work, electrical, decorating and construction work of any nature including harbours, roads, oil piping or other installations related to oil, minerals, mines, factories,

hotels, aerodromes and constructions of any nature, as well as consultants, surveyors, civil engineers, planners, designers and generally specialists for any building and constructions as described above and generally

- 27) To acquire, lease, sell, manufacture, repair, change, attain, exchange or assign, any right of purchase, ownership, hiring of any nature of equipment, transporting means, machinery accessories, tools, apparatus materials, objects of things which are useful or necessary for the operation or executions of all or any of the objects of the Company, and to employ and engage any persons as employees , servants and generally personnel, and dispose same for the operation of any of the objects of the Company
- 28) To purchase, manufacture, hire, and in any other way acquire, possess use and discharge vehicles of any kind, machinery apparatus, including (but not limited) all kinds of special transport equipment and vehicles, as well as any spare parts, units and accessories, fuels and lubricants, fuel and oil for all and for any purpose or use, to realize repair and maintenance
- 29) To employ for themselves or for account of third parties , to supply or to secure the supply of specialised and non - specialised personnel and laborers for work of any nature and for the requirements of Companies of any nature, or for persons in any country and also to offer services of any nature, including consultancy services, for the recruitment and employment of personnel and labourers of any nature and also the procuring and supplying of materials and services of any nature.
- 30) To engage, provide , employ, hire out or act as agent for, the services of artists, actors, singers, entertainers, authors, composers, producers, directors, engineers, experts or specialists of any sort
- 31) To provide or assist in providing financial services of every kind including (but not limited to) hire purchase ,credit sale or deferred payment, or similar transactions, to acquire bills of exchange, merchandise hire purchase or other agreements or any chose in action, options or rights of any kind and generally to carry on business and to act as financiers , capitalists, brokers, bankers, investment managers and generally to carry on any finance business
- 32) To carry on all kinds of promotion business, and in particular to form, constitute, float, lend money to, assist and control any companies, associations, businesses or undertaking whatsoever
- 33) To establish, operate and manage any kind of manufacturing, packing or storing enterprises or businesses as the Company may from time to time determine
- 34) To engage in and carry on all or any of the businesses of designers, manufactures, processors and packers of, commission agents and dealers and customers in goods, chattels, products, metals, minerals, machinery, building, metrical, seismological, medical equipment and merchandise of all kinds
- 35) To engage in and carry on the business of scientific research, in all its branches including the registration in any country , acquisition, improvements, discovery and development of any processes, inventions, formulas, patents, trademarks, designs and the like, and to acquire by purchase or otherwise and own, sell, lease or otherwise dispose of or deal in the same, and for the purposes aforesaid or any of them to acquire, construct, maintain,

supervise and operate laboratories and research centers, as well as factories and workshops for the manufacture and processing of products

- 36) To acquire by purchase or otherwise and hold as investment , or otherwise any inventions, improvements , processes, patents, applications , trademarks, trade names, trade secrets, labels, license designs, brands, formulas and the like and to sell, exchange, grant licenses or vary the same as the company may from time to time determine
- 37) To carry on any kind of business connected with catering, hotels, tourist transport, voyages recreation, construction, energetics, medicine and entertainment
- 38) To purchase, lease, sell, manufacture, repair, maintain, exchange and otherwise acquire, possess, use and alienate construction materials and equipment, machinery, machine tools, spare parts, including their repair and maintenance, consumer goods, medical products, pharmaceutical and cosmetic goods,
- 39) To carry on all kinds of exploration business, and in particular to search for, prospect, examine and explore mines and grounds supposed to contain metals, minerals, ores, oil or precious stones, and to search for and obtain information in regard to mines, mining claims, mining districts and localities
- 40) To purchase, take on lease or otherwise acquire, and to sell, dispose of and deal with mines, oil wells, mining rights, oil rights and mineral rights and property containing or supposed to contain metals, minerals, ores, oil or precious stones of all kinds and undertakings connected therewith and work, exercise, develop mines, oil wells, grounds, mining rights, oil rights, and mineral rights, and any undertakings connected therewith, and to win, get, quarry, smelt, calcine, refine, manipulate and prepare for market and deal in all kinds of metals, minerals, ores, oil and precious stones
- 41) To perform excavation works, to carry out activity in the field of fuel and energy, to organize and to coordinate services in the field of energy, to design and to build engineering, electrical power networks, objects of fuel and energy complex, to conduct activities in the field of engineering, geodesy, geology, geology researches, hydrography, to perform technical tests and researches, to carry out personnel selection, hiring and employment, to perform advertising and educational activities, to conduct medical and veterinary practice, to provide public security, to conduct activities in the field of functioning of terrestrial, water and air transport, to organize freight forwarding and to perform shipment by rail, motor, water and air means of transportation, assembling and installation of the machinery and equipment.
- 42) To carry on the business of insurers, insurance brokers or agents and generally any business connected with insurance
- 43) To vest any real or personal property, rights, or interests acquired by or belonging to the company in any person, firm or Company on behalf of or for the benefit of the Company, and with or without any declared trust in favor of the Company
- 44) To participate in the management, supervision and control of any business or work of any company or enterprise and for this purpose to appoint and remunerate any Directors, Managers, accountants, experts, agents or other representatives
- 45) To amalgamate with any other company or enterprise which either in part or as a whole has objects similar to those of the Company

- 46) To acquire either in part or as a whole the property or the obligations of any person or persons, legal or physical, and of any description, so long as the Company deems them capable of promoting its business and contribute to its success
- 47) To enter into contracts, agreements and arrangements with other companies person or persons, legal or physical and of whatever description, on lawful consideration and to carry on their behalf any kind of business connected with the objects of the Company
- 48) To enter into partnerships or any other arrangements for participation in profits or interests, and into co-operation, joint ventures, mutual concessions or otherwise with other persons or person, legal or physical, or with other enterprises carrying on or engaged in business or commercial transactions capable of being directly or indirectly beneficial to the Company
- 49) To invest and manage the capital and moneys of the Company in such shares or other investments, mortgages or pledges as it would be deemed fit or in such a way as the Directors may from time to time decide, as well as to subscribe for, take, buy or otherwise acquire and possess shares or other interests in other companies or debentures or other securities in same
- 50) To enter into any arrangements with any Government or Authority, Municipal, local or otherwise, which might be considered as conducive to the attainment of the objects of the Company, or of any of them, to obtain by such arrangement concessions, rights or privileges, which, as a whole or each one separately the Company would wish to obtain and use and to comply with such arrangements, rights, privileges and concessions
- 51) To secure the registration or recognition of the Company in any country or place and to comply with any necessary or advantageous conditions for the purpose of ensuring the functioning of the Company in such country or place and to establish local representatives or offices therein for the carrying on of its business
- 52) To appoint and engage employees, servants, workers, personnel, agents or other persons in connection with the business of the Company
- 53) To remunerate any person or firm rendering services to the Company or working in the Company either by payment of money or by the issue of shares as fully or partly paid up or by granting a dividend or interest in the profits of the Company
- 54) To lend or advance money to such persons and under such conditions as it would be deemed advisable and, especially, to its members, to customers and persons dealing with the Company
- 55) To provide compensations or guarantees to third persons including mortgaging and charging of the property of the Company by way of security of a loan and/ or guarantee to third persons. The provision of such compensation or guarantee constitutes a self-evident and conclusive fact that the same was made in the interests and/or for the promotion of the objects of the Company
- 56) To borrow, seek and secure the payment of money in respect of the business of the Company and for this purpose to mortgage and burden the business and the whole or any part of its immovable and movable property, present or future, in any way the Company would deem fit, including the issue, at nominal value or increased value or value below

the nominal one, of debentures or stock perpetual or otherwise , charged upon all or any of the property of the Company (both present or future), including its uncalled capital and, further or additionally, to secure any securities of the Company by trust or other security and to purchase, redeem or otherwise pay off any such securities.

- 57) To draw, accept, endorse, discount and execute promissory notes, bills of exchange and other instruments payable to order or to the bearer
- 58) To purchase, take under lease or exchange, let or otherwise acquire, use and possess or mortgage, sell, donate or otherwise alienate any property or any interests, lands , buildings, easements, rights privileges, concessions, machineries, patents, installations, goods or any other movable or immovable property of any kind
- 59) To erect, construct, commence construction, extend, convert and maintain any buildings, works and machinery necessary or suitable for the objects of the Company
- 60) Design and installation of technological processes control systems, pre-construction works, general and specialized construction of buildings and structures, installation of building constructions, including new construction, renovation, expansion, restoration of buildings and engineering structures, construction of buildings and structures of power enterprises, architectural and design works, construction design, installation of prefabricated buildings or structure on the construction site, as well as construction of temporary projects, construction of buildings and structures residential, administrative, public buildings, special-purpose buildings, agricultural buildings etc., construction of roads, highways, bridges, tunnels, railways, airdromes, ports and other sea and river facilities, water facilities, sanitary systems, industrial facilities, pipelines, power transmission lines, etc, preparation of land lots, exploration drilling and boring, taking of formation samples for building, geophysical, geological and similar exploration surveys, construction of water facilities
- 61) To advertise either by itself or through special, governmental or private bodies, the businesses, of the Company or any of them, in any way the Company would deem fit, including the advertisement through the press or radio through placards, films, circulars, exhibitions, publication of books or magazines, competitions, prize awards or rewards and through any other lawful means
- 62) To carry on either alone or in common with others, in any part of the world, works or business as ship owners , charterers, forwarders, agents, insurances, carriers off all kind of goods by , sea, land, air including oil suppliers, sales promoters and generally all relevant works regarding the transportation of goods, Shipping and Maritime works
- 63) To sell or otherwise dispose part or the whole of the business or the property of the Company for such consideration as the Company would deem fit
- 64) To distribute in specie amongst the members of the Company part or the whole of the property or the business of the Company and at any time , as well as in case of its dissolution
- 65) To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or provident or superannuation funds for the benefit of the persons mentioned below, and 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 subsidiary company, or who are or were at any time Directors or officers of Company or of any such other company as aforesaid, and the wives, widows, husbands, widowerthes , families and dependents of any such persons , and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds which to the Company may seem to be for the benefit of or to advance the interest and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and make payments to or towards the insurance of any such person as aforesaid either alone or in conjunction with any such other company as aforesaid

66) To participate in or otherwise aid any charitable or philanthropic body or purpose or other purpose of public benefit

67) To pay all expenses related to the formation and registration of the Company

68) To do all or any of the above acts either alone or in conjunction with others and in various legal capacities , such as principal , mandatory, agent , contractor, trustee or in any other capacity envisaged by the law , as well as generally and for every purpose or object to act in any capacity as above

69) To do any act which is conducive to or necessary for the achievement of the above or of any of the above objects severally

4. The liability of the members is limited.

5 The Share Capital of the Company is £1000 divided into 1000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe

We, the several persons whose names, addresses and descriptions are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names

<u>Names, addresses and descriptions of subscribers</u>	<u>Number of shares taken by each subscriber</u>
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Ian Taylor

**1,000 ordinary shares of
£1.00 each**

**5 Menton Avenue
Varsity Lakes
Australia**



DATED 22nd September 2010