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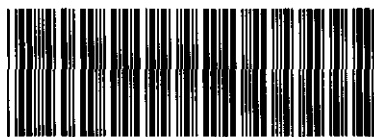
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4910331

The Registrar of Companies for England and Wales hereby certifies that
BRIGHTWELL LTD

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

Given at Companies House, Cardiff, the 24th September 2003



N049103318



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.

CHFP000

Declaration on application for registration

Company Name in full

BRIGHTWELL LTD

I, MR MORRIS TESLER of M&K NOMINEES SECRETARIES LTD
of 43 WELLINGTON AVENUE, LONDON N.13 GAX

† 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

Declared at

Day Month Year

On

14 09 2003 Joseph Ackerman - Solicitor

● Please print name.

before me

113 Brent Street
HENDON

London NW4 2DX

Tel 031-203-2288 Fax 031-203-2951

Signed

Date 19 SEPT 2003

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

DX number

DX exchange



A45 *AURGKOL4* 0148
COMPANIES HOUSE 23/09/03

Form revised June 1998

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 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



Companies House
— for the record —

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

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

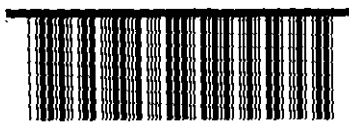
Address

Post town

County / Region

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.



A45
COMPANIES HOUSE

0151
23/09/03

Form revised March 1995

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Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Incl 25611

10

4910331

BRIGHTWELL LTD

43 WELLINGTON AVENUE

LONDON

LONDON

Postcode N15 6AX

☐

SWIFT COMPANY SERVICES LTD

43 WELLINGTON AVENUE

LONDON N15 6AX

TEL: 020 8802 8182

FAX: 020 8802 8785

☐

SWIFT COMPANY SERVICES LTD

43 WELLINGTON AVENUE

LONDON N15 6AX

DX number

DX 33050

TEL: 020 8802 8182

FAX: 020 8802 8785

Company Secretary (see notes 1-5)

Company name

GO BRIGHT LTD

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

M & K NOMINEE SECRETARIES LTD

Previous forename(s)

Previous surname(s)

Address

43 WELLINGTON AVENUE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

LONDON

County / Region

LONDON

Postcode

N15 6AX

Country

U.K.

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

Consent signature

M. Testa
FOR AND BEHALF OF
M & K NOMINEE SECRETARIES LTD

Date

19 SEPT 2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

M & K NOMINEE DIRECTORS LTD

Previous forename(s)

Previous surname(s)

Address

43 WELLINGTON AVENUE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

LONDON

County / Region

LONDON

Postcode

N15 6AX

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

K. Testa
FOR AND BEHALF OF
M & K NOMINEE DIRECTORS LTD

Date

19 SEPT 2003

Directors (continued) (see notes 1-5)

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, 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

Signed K. Tesb Date 14 SEPT 2003

**FOR AND ON BEHALF OF
HICKMOTT DIRECTORS LTD**

Or the subscribers

Signed Date

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

Signed Date

Signed Date

Signed Date

Signed Date

Signed Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years, when the person was a director, was:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

COMPANY LIMITED BY SHARES

Memorandum of Association

of
BRIGHTWELL LTD



A45
COMPANIES HOUSE

0149
23/09/03

1. The name of the Company is **BRIGHTWELL LTD**
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:

(A) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses: antique dealers, agents, administrators, architects, aviation services, advertising and publicity agents, accountants, bookkeeping services, business advisers, brokers, builders, bricklayers, builders and decorators merchants, blacksmiths, booking agents for, and managers of, theatres, cinemas, and all kinds of entertainment and sporting events, butchers, bakers, boot and shoe retailers, business transfer agents, contractors, carpenters, carpet dealers and layers, car dealers, car hire services, confectioners, clothing manufacturers, consultants, commodity and futures traders, computer operators, programmers and dealers, computer software dealers and advisers, cleaning services, dealers in property and estates, distillers, decorators, draughtsmen, double glazing and window consultants, debt collection agents, design consultants, dealers in foods and provisions of all kinds, dyers and dry cleaners, exporters, estate agents, executors, electricians, engineers of all types, employment agents, excavation and demolition contractors, financiers, financial agents, factors, fishmongers, farmers, florists, furniture manufacturers and dealers, furniture removers, film producers, and distributors, footwear manufacturers, fashion designers, garage proprietors, grocers, greengrocers, heating and ventilation engineers and contractors, horticulturists, hardware merchants, hairdressers, hire purchase and leasing operators, hotel keepers, importers, insurance agents and brokers, ironmongers, joiners, jewellers, kennel-keepers, leather and fancy goods dealers, linguistic and translation bureau services, launderette proprietors, ladies and gentlemen's outfitters, locksmiths, manufacturers, manufacturing and retail chemists, motor engineers, milliners, medical suppliers, museum proprietors, market research and mail order specialists, nominee services, numismatists, nursing services, ophthalmologists, osteopathy services, property developers and investors, property managers, painters, public works contractors, plasterers, plumbers, proprietors of shops, cafes, clubs, hotels and restaurants, photographers and dealers in photographic material and equipment, private investigators, poultry merchants, perfumery, and cosmetic dealers, publishers, printers, public relation specialists, plant hirers, plastics dealers, receivers, refrigeration engineers, recruitment services, radio, television and electrical retailers, dealers and repairers, storage contractors, shipping and forwarding agents, secretarial services, scaffolders, sign makers, suppliers of telecommunications, sheet metal workers, shop front fitters, stationers, shuttering manufacturers and erectors, security advisers, suppliers of correspondence courses, scrap iron merchants, trusteeships, taxi proprietors and operators, travel agents, tour operators, transport and haulage contractors, toolmakers, turf and sporting accountants, tobacconists, toy and sports equipment dealers, textile merchants, tailors, undertakers, upholsterers, video dealers, victuallers, warehousemen, welders, wine and spirit merchants, and zoo-keepers, and to carry on all or any of the said businesses, either together as one business or as separate businesses, in any part of the world.

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently or profitably carried on in conjunction with or subsidiary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid whether or not these are situate on the property of the Company.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or any branch or department thereof.

(E) To borrow and secure the payment of money in such manner and on such terms as the Directors may deem expedient, and to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or future including uncalled capital.

(F) To apply for, register or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions and remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other Company.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(M) To establish and support funds or institutions calculated to benefit employees or ex-employees of the Company, or its predecessors in business or the dependants or connections of such persons, and to grant pensions and allowances, and to subscribe or guarantee money for charitable objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other Company formed or to be formed.

(O) To promote or assist in or contract with any person or company for the promotion of any company for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To remunerate any person, firm or company rendering services to the Company in such manner as may be thought expedient.

(R) To make, draw, accept, endorse, negotiate, discount, buy, sell and deal in bills, notes and other negotiable or transferable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(T) 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 this Company is authorised to carry on or possessed of property 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.

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that in the construction of this clause each sub-clause shall be construed independent of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £1000 divided into 1000 shares of £1 each.

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 127 the Companies Act, 1985, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber. (in words).
<p>M & K NOMINEE DIRECTORS LTD 43 WELLINGTON AVENUE LONDON N.15 6AX</p> <p><i>K Tesba</i></p> <p>FOR AND BEHALF OF M & K NOMINEE DIRECTORS LTD.</p>	ONE

THE COMPANIES ACT, 1985
COMPANY LIMITED BY SHARES

Articles of Association
of

BRIGHTWELL LTD

PRELIMINARY

(1) Subject as hereinafter provided the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company.

(2) Regulations 24, 64, 73-77 (inclusive), 94, 95, the second and third sentences of Regulation 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company.

PRIVATE COMPANY

(3) The Company is a Private Company within the meaning of the Companies Act 1985 and accordingly no offer or invitation shall be made to the public to subscribe for any shares or debentures of the Company.

CAPITAL

(4) The initial share capital of the Company is £1000 divided into 1000 shares of £1 each.

(5) The Directors are authorised for the purpose of Section 80 of the Companies Act 1985 to allot shares of the Company to the amount of the authorised share capital of the Company at the date hereof during the period of five years from the date of incorporation. In accordance with Section 91 of the Companies Act 1985 Sections 89 (1) and 90 (1)-(6) shall not apply to the Company.

(6) Subject to the statutes the Company may purchase any of its own shares (including redeemable shares) whether out of distributable profits or capital.

(7) Subject to the statutes the Company may issue shares which are liable to be redeemed at the option of the Company or the shareholders.

TRANSFER OF SHARES

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

(9) A member wishing to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing to the Directors of the Company of such proposal. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase such shares, the transferor may dispose of so many of such shares as shall remain undisposed of (subject to the provisions of paragraph 8 of these Articles) to any person and at any price.

DIRECTORS

(10). The first Director or Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Companies Act 1985.

(11). The minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.

(12). The Company shall not be subject to Section 293 of the Companies Act 1985, and accordingly any person may be appointed as Director, whatever his age and no Director shall be required to vacate his office by reason of his attaining the age of seventy years or any other age.

(13). Subject to the provisions of Section 317 of the Companies Act 1985, a Director shall be entitled to vote in respect of any contract, transaction or arrangement in which he has an interest and shall be counted in reckoning whether a quorum is present.

BORROWING POWERS

(14). 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 to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

SECRETARY

(15). The first Secretary of the Company shall be the person named in the statement delivered under Section 10 of the Companies Act 1985.

Names, Addresses and Descriptions of Subscribers

M & K NOMINEE DIRECTORS LTD
43 WELLINGTON AVENUE
LONDON N.15 6AX

K. Tesler

REMOVED FOR
PRIVATE SIGNATURES

DATED 19 SEPT 2003

WITNESS to the above Signatures:-

GEOFFREY TESLER
43 Wellington Avenue,
London N15 6AX.

