

**FILE COPY**



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

Company No. 5751915

The Registrar of Companies for England and Wales hereby certifies that  
**TWO CHIPS 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 22nd March 2006



\*N05751915K\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

Declaration on application for registration

05751915

Company Name in full

TWO CHIPS LIMITED

I, SPENCER LAYMOND

of 47 MOUNT PLEASANT LONDON WC1X 0AE

do solemnly and sincerely declare that I am at [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 ~~at~~ Grays Inn Road, London WC1X 8UH 8NH

Day Month Year

on 22 03 2006

Ⓢ Please print name.

before me<sup>Ⓢ</sup>

MELANIE OSTER (SOLICITOR)

Signed

Date

22.03.06

† 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.

BUTCHER BURNS

BEAUMONT HOUSE, 47 MOUNT PLEASANT, LONDON

WC1X 0AE

Tel 020 7713 7100

DX number 350

DX exchange CHANCERY LANE

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

LD1  
COMPANIES HOUSE

127  
22/03/2006

10/03

**10**

Please complete in typescript,  
or in bold black capitals.

CHFP041

### First directors and secretary and intended situation of registered office

Notes on completion appear on final page

#### Company Name in full

05751915

TWO CHIPS LIMITED

#### Proposed Registered Office (PO Box numbers only, are not acceptable)

BEAUMONT HOUSE

47 MOUNT PLEASANT

Post town

LONDON

County / Region

LONDON

Postcode

WC1X 0AE

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.

X

Agent's Name

BUTCHER BURNS

Address

BEAUMONT HOUSE

47 MOUNT PLEASANT

Post town

LONDON

County / Region

LONDON

Postcode

WC1X 0AE

Number of continuation sheets attached

You do not have to give any contact  
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or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**



Form revised April 2002

COS10/1

# 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 principle office address.

Company name

TWO CHIPS LIMITED

NAME \*Style / Title

\*Honours etc.

Forename(s)

Surname

BB SECRETARIAL SERVICES LIMITED

Previous forename(s)

Previous surname(s)

Address ††

BEAUMONT HOUSE

47 MOUNT PLEASANT

Post town

LONDON

County / Region

LONDON

Postcode

WC1X 0AE

Country

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

Consent signature

BB Secretarial Services Ltd

Date

21.3.06

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc.

Forename(s)

Surname

BB DIRECTORSHIPS SERVICES LIMITED

Previous forename(s)

Previous surname(s)

Address ††

BEAUMONT HOUSE

47 MOUNT PLEASANT

Post town

LONDON

County / Region

LONDON

Postcode

WC1X 0AE

Country

Day Month Year

Date of birth

Nationality

BRITISH

Business occupation

Other directorships

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

Consent signature

BB Directorships Services Ltd

Date

21.3.06

**Directors (continued)** (see notes 1-5)

*Please list directors in alphabetical order*

NAME	*Style / Title			*Honours etc.		
*Voluntary details	Forename(s)					
	Surname					
	Previous forename(s)					
	Previous surname(s)					
† 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 principle office address.	Address †					
	Post town					
	County / Region			Postcode		
	Country					
	Day	Month	Year	Nationality		
Date of birth						
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**

Intervju

Date \_\_\_\_\_

21.3.06

**Or the subscribers**

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

**Signed**

[illegible]

Date \_\_\_\_\_

---

**Signed**

\_\_\_\_\_

Date \_\_\_\_\_

---

**Signed**

\_\_\_\_\_

Date \_\_\_\_\_

100

**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.

139067

# COMPANIES ACT 1985



05751915

Private Company Ltd by Shares

## MEMORANDUM OF ASSOCIATION

Of

### TWO CHIPS LIMITED

1. The name of the company is Two Chips Limited.
2. The registered office of the company is to be situated in England and Wales.
3. The objects for which the company is established are:
  - 3.1 to carry on business as a general commercial company;
  - 3.3 to provide administrative, financial and other services and facilities for any company in which this company is interested, or for any other persons;
  - 3.4 to sell or dispose of the undertaking or any property or assets of the company for such consideration as may be thought fit, including the share or loan capital or other obligations of any body corporate;
  - 3.5 to guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the company or not, notwithstanding the fact that the company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein;
  - 3.6 to do all or any of the above things either alone or as a member of a partnership, trading group or consortium, and in any part of the world;
  - 3.7 to carry on any other activity and do anything of any nature which may seem to the directors capable of being conveniently carried on or done by the company in connection with the above, or may seem to the directors calculated directly or indirectly to benefit the company;
  - 3.8 the objectives specified in each sub-clause of this clause shall, unless otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other sub-clause or the order in which such objects are stated or the name of the company or the nature of any business carried on by the company, but shall be construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and independent company.
- 4 The liability of the members is limited to the amount (if any) for the time



being unpaid on the shares held by them respectively.

5 The share capital of the company is £1,000.00 divided into One Thousand ordinary shares of one pound (£1.00) 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 specified opposite our respective names.

**Names and addresses of subscribers Number of shares taken by each subscriber**

BB Secretarial Services Limited  
Beaumont House  
47 Mount Pleasant  
London WC1X 0AE

One

*Claire Rollo  
for BB  
Secretarial  
Services Ltd*

BB Directorship Services Limited  
Beaumont House  
47 Mount Pleasant  
London WC1X 0AE

One

*Claire Rollo  
for BB  
Directorship Services  
Ltd*

Dated

*21 March 2006*

Witness to the above signatures:

Witness' Name (block letters):

Address:

Occupation:

*SPENCER LAYMOND  
3 Highfield Court  
121g Edmund Road  
Barnet EN5 5AR  
Solicitor*



No [ ]

The Companies Act 1985  
Private Company Limited by Shares

ARTICLES OF ASSOCIATION  
of  
TWO CHIPS LIMITED

**Interpretation**

1 In these Articles, if not inconsistent with the subject or context:

“Act” the Companies Act 1985 as amended or re-enacted from time to time

“Table A” Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 as amended at the date of adoption of these articles.

Table A

2 The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3 Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A do not apply to the Company.

Share capital

4 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount.

5 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting.

6 The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of five years from the date of incorporation of the Company. This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act.

7 The provisions of section 89(1) of the Act do not apply to the Company.

Lien

8 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

#### Transfer of shares

9 The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share whether or not it is a fully paid share.

#### Proceedings at general meetings

10 If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

11 A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.

12 On a show of hands or on a poll votes may be given either personally or by proxy.

#### Number of directors

13 Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

#### Alternate directors

14 A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him.

15 When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

#### Delegation of powers

16 The following sentence shall be inserted after the first sentence of regulation 72 of Table A:

A committee of directors has the power, unless the directors direct otherwise, to appoint as a member of the committee for any specific purpose a person who is not a director of the Company.

#### Appointment and retirement of directors

17 The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.

18 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

19 A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. The removal of a director shall be without prejudice to any claim which he may have under any contract with the Company.

20 There is no age limit for directors of the Company.

21 A director is not required to hold any qualification shares in the Company.

#### Disqualification and removal of directors

22 Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e):

- (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or
- (e) he is otherwise duly removed from office.

#### Remuneration of directors

23 Regulation 82 of Table A shall be amended by the addition of the following:

The remuneration shall be divided amongst the directors in such proportions and manner as the directors unanimously determine or in default of a determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the year or other period during which he held office. A director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors determine.

#### Proceedings of directors

24 Regulation 88 of Table A shall be amended by adding to the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom

the words:

unless he has given to the Company an address outside the United Kingdom to which notices should be sent.

25 If and so long as the minimum number of directors specified under these Articles is one:

- (a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and
- (b) regulations 88 to 90 of Table A shall not apply to the Company and article [23] of these Articles shall have no effect.

26 A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

27 Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

#### The seal

28 The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by any two directors.

#### Notices

29 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

#### Indemnity

30 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with his office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

30.2 Names and Address of Subscribers:

BB SECRETARIAL SERVICES LIMITED  
BEAUMONT HOUSE  
47 MOUNT PLEASANT  
LONDON WC1X 0AE

*Claire Rollo  
for BB Secretarial  
Services Ltd*

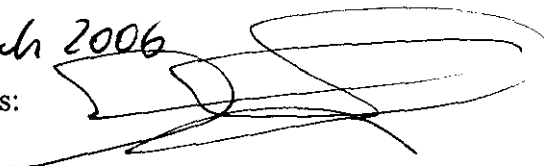
BB DIRECTORSHIP SERVICES LIMITED  
BEAUMONT HOUSE  
47 MOUNT PLEASANT  
LONDON WC1X 0AE

*Claire Rollo for  
BB Directorship  
Services Ltd*

Dated

*21 March 2006*

Witness to the above signatures:



Witness' Name (block letters):

*SARAH LAMMOND  
31 Highfield Court  
King Edward Road  
Barnet EN5 5AR  
Solicitor*

Address:

Occupation: