

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 07001731

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

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

Given at Companies House on 26th August 2009



N070017316



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

7001731

Company name

ACTION PARTNERS LTD

I,

PIERRE EMMANUEL MOEDER

of

**2 RUE DU GRAND SUD
ESCALQUENS
FRANCE
FRANCE
31750**

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**



X6KBECQE

Received for filing in Electronic Format on the: **26/08/2009**

*Company Name
in full:*

ACTION PARTNERS LTD

*Proposed Registered
Office:*

**SUITE B 29 HARLEY STREET
LONDON
UNITED KINGDOM
W1G 9QR**

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

Agent's Name:

SAM SOLOMON

Agent's Address:

**29 HARLEY STREET
LONDON
W1G 9QR**

Company Secretary

Name **NOMINEE SECRETARY LTD**

Address: **SUITE B 29 HARLEY STREET
LONDON
UNITED KINGDOM
W1G 9QR**

Consented to Act: **Y** *Date authorised* **26/08/2009** *Authenticated:* **YES**

Director]:

Name **MR PIERRE EMMANUEL MOEDER**

Address: **2 RUE DU GRAND SUD
ESCALQUENS
FRANCE
FRANCE
31750**

Nationality: **FRENCH**

Business occupation: **DIRECTOR**

Date of birth: **13/12/1977**

Consented to Act: **Y** *Date Authorised:* **26/08/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent**

Date Authorised: **26/08/2009**

Authenticated: **Yes**

The Companies Acts 1985 ,1989 and 2006

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION OF ACTION PARTNERS LTD

1. The Company's name is ACTION PARTNERS LTD
2. The Company's registered office is to be situated in England and Wales.
3. The Company`s objects are to carry on business as a general commercial company and to do all such things as are incidental to the carrying on of any trade or business by it.
4. The liability of the members is limited.
5. The Company's share capital is £ 1000.00 divided into 1000 shares of £ 1 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 shown opposite our respective names.

Names and Addresses of Subscribers**Shares Taken**

Pierre Emmanuel Moeder
2 Rue du Grand Sud
Escalquens
31750

1

Total Shares Taken

1

Dated : 26-8-2009

REGULATIONS FOR MANAGEMENT OF A COMPANY LIMITED BY SHARES

The Companies Act 1985 (As amended by the Companies Act 1989).

ARTICLES OF ASSOCIATION OF ACTION PARTNERS LTD

(a) Subject as hereinafter provided the regulations incorporated in Table A as set out in the schedule to the Companies (Table A to F) Regulations 1985 as amended hereinafter called "table A" shall apply to the Company.

(b) The Articles hereinafter contained, together with the regulations incorporated in Table A subject to their exclusion or modification hereinafter expressed, shall constitute the regulations of the Company.

APPOINTMENT OF DIRECTORS

1. (a) Unless and until otherwise determined by the Company in general Meeting there shall be no maximum number of directors and 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.

(b) Regulation 64 of Table A shall not apply to the Company.

2. The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company. other than alternate directors) shall not be subject to any maximum but shall be not less than one.

LIST OF SUBSCRIBERS

Pierre Emmanuel Moeder
2 Rue du Grand Sud
Escalquens
31750

Dated : 26-8-2009