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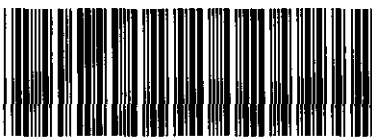
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5283231

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

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 10th November 2004



\*N05283231B\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Please complete in typescript,  
or in bold black capitals.

CHWP000

### Declaration on application for registration

Company Name in full

Optimax Trading Limited

I, Catherine Gayner

of London 1st Accounting Services

† 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

*Catherine Gayner*

Declared at

70 North End Road

Day Month Year

On

0 8 1 1 2 0 0 4

Ⓛ Please print name.

before me Ⓛ

Anthony Lowick

Signed

*[Signature]*

Date

8.11.04

† 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.

70 North End Road, West Kensington,  
London, W14 9EP

Tel 0870 3500 111

DX number

DX exchange



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, 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



Companies House  
for the record

# 10

Please complete in typescript,  
or in bold black capitals.  
CHWP000

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

Notes on completion appear on final page

Company Name in full

Optimax Trading Limited

Proposed Registered Office

70 North End Road

(PO Box numbers only, are not acceptable)

West Kensington

Post town

London

County / Region

UK

Postcode

W14 9EP

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

Postcode

Number of continuation sheets attached

0

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.

70 North End Road

West Kensington, London

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

for companies registered in Scotland

DX 235 Edinburgh



**Company Secretary** (see notes 1-5)

Company name **Optimax Trading Limited**

NAME \*Style / Title  \*Honours etc

\* Voluntary details

Forename(s) **London 1st Secretaries Ltd**

Surname

Previous forename(s)

Previous surname(s)

Address **70 North End Road**

**Usual residential address**

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

**West Kensington**

Post town **London**

County / Region  Postcode **W14 9EP**

Country **United Kingdom**

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

Consent signature  Date **08/11/2004**

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

Please list directors in alphabetical order

NAME \*Style / Title  \*Honours etc

Forename(s) **London 1st Accounting Services Ltd**

Surname

Previous forename(s)

Previous surname(s)

Address **70 North End Road**

**Usual residential address**

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

**West Kensington**

Post town **London**

County / Region  Postcode **W14 9EP**

Country **United Kingdom**

Date of birth  Day  Month  Year  Nationality

Business occupation

Other directorships

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

Consent signature  Date **8/11/04**



400107

**THE COMPANIES ACT 1985 TO 1989**

**PRIVATE COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION**

**Of**

**Optimax Trading Limited**



018134  
018134

- [1] The Company's name is Optimax Trading *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 whatever that can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
  - (c) To acquire the whole or any part of the business, goodwill and assets of any person, firm, or company carrying on or proposing to carry on any of the business which the Company is authorised to carry on.
  - (d) To improve, manage, construct, repair, develop, exchange, let or lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
  - (e) To lend, advance, borrow or raise money or give credit on any terms and with or without security to or from any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) and to enter into guarantees, contracts of indemnity and suretyships of all kinds.
  - (f) To subscribe for, take, purchase or otherwise acquires, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other Company constituted or carrying on business in any part of the world, and debenture stocks, bonds, obligations or securities issues or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
  - (g) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such Company or Companies.
  - (h) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
  - (i) To remunerate any person, firm or company rendering services to the Company either by cash payment or by allotment to him or them of shares or other securities of the Company credited as paid up in full or part or otherwise as may be thought expedient.
  - (j) To distribute among the Members of the Company in kind any property of the Company of whatever nature.



(k) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm, or Company to pay the same and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription or any shares or other securities of the Company.

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

(m) To do all such other thing as may be deemed incidental or conducive to the attainment of the Company's objects or any of them

[4] None of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub clause of this clause as though each such sub-clause contained the objects of a separate Company.

[5] The liability of the members is Limited.

[6] The total share capital is £1000 divided into 1,000 Ordinary Shares of £1 each with the power to increase or to divide 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 subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and agree to take the number of shares shown opposite our names.

Signature, name and addressee of Subscriber

Number of Shares taken by Subscriber



1

London 1<sup>st</sup> Accounting Services Limited  
70 North End Road, West Kensington,  
London, W14 9EP

Witness to the above Signature:-

Sign here:



Lizelle Josephs  
70 North End Road  
West Kensington  
London  
W14 9EP

Dated: 08/11/2004

**THE COMPANIES ACT 1986 TO 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**

Of

**Optimax Trading Limited**

**PRELIMINARY**

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (S1 1985 No 805) as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (S1 1985 No 1052) (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 regulations of the Company. Clause 64 of Table A will not apply to the company and the number of directors in the company will not be subject to a minimum of two or more.

(b) In these Articles the expression "the Act" means the Company's act of 1985, but so that any reference in these Articles to any provisions of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

**ALLOTMENT OF SHARES**

2. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot or grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of 5 years from the date of incorporation and the directors may, after that period, allot any shares or grant such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority given may at any time (subject to the said Section 80) be renewed, revoked, or varied by the Ordinary Resolution of the Company in a General Meeting.

**SHARES**

3. (a) The lien conferred by Clause 8 in 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 sole registered holder thereof or shall be one or two or more joint holders, for all moneys presently payable by him or his estate to the Company, clause 8 in Table 8 shall be modified accordingly.

(b) Preference shares shall attach voting rights equivalent to that of an ordinary share and are non-cumulative.

**GENERAL MEETINGS AND RESOLUTIONS**

4. (a) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and Auditors for the time being of the Company.

(b) No business shall be transacted at any General Meeting unless a quorum is present subject to paragraph (c) below. Two persons entitled to vote upon the business to be transacted each being a Member or a proxy for a Member or a duly authorised Member of a corporation shall be a quorum.

(c) If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum.

(d) If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned general meeting shall be dissolved.

(e) Clauses 40 and 41 of Table A shall not apply to the Company.



5. (a) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in a General Meeting or by means of a written resolution that decision shall be as valid and effectual as if agreed by the Company in a General Meeting save that this paragraph shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act.

(b) Any decision taken by a sole Member pursuant to paragraph (a) above shall be recorded in writing and be delivered by that Member to the Company for entry in the Company's Minute book.

#### THE SEAL

6. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of 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 second Director. The obligation under clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of Table A shall not apply to the Company.

(b) The Company may exercise the powers confirmed by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

#### TRANSFERS OF SHARES

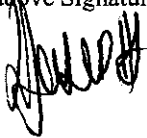
7. The Directors may in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share whether or not it is a fully paid share and the first sentence of clause 24 in Table A shall not apply to the Company.

Signature, name and addressee of Subscriber



London 1<sup>st</sup> Accounting Services Limited  
70 North End Road, West Kensington,  
London, W14 9EP

Witness to the above Signature:-



Lizelle Josephs  
70 North End Road  
West Kensington  
London  
W14 9EP

Dated: 08/11/2004