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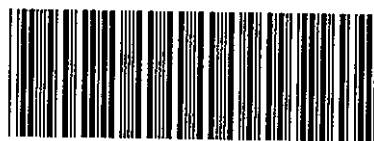
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3666247

The Registrar of Companies for England and Wales hereby certifies that
PROTOZOOM 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 12th November 1998



N03666247L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007B



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full

PROTOZOOM LIMITED



F012001J

I,

BRENDA DALLY

of

CORPORATE ADMINISTRATION SERVICES LIMITED

† 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

B. Dally

Declared at

LIVERPOOL

the

SIXTEENTH

day of

OCTOBER

One thousand nine hundred and ninety

NINETY EIGHT

• Please print name.

before me •

BARRY H DAVIDSON

Signed

Date

16.10.98

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.

THE COMPANY STORE LTD

HARRINGTON CHAMBERS, 26 NORTH JOHN STREET,

LIVERPOOL L2 9RU Tel(0151) 258 1258

DX number 14114 DX exchange LIVERPOOL

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



C O M P A N I E S H O U S E

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full



F010001H

PROTOZOOM LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

9 PARKFIELD ROAD

Post town

WORTHING

County / Region

SUSSEX

Postcode

BN13 1EN

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

THE COMPANY STORE LIMITED

Address

HARRINGTON CHAMBERS

26 NORTH JOHN STREET

Post town

LIVERPOOL

County / Region

MERSEYSIDE

Postcode

L2 9RU

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.

THE COMPANY STORE LIMITED

HARRINGTON CHAMBERS, 26 NORTH JOHN STREET

LIVERPOOL L2 9RU Tel (0151 258 1258

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or

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

CORPORATE ADMINISTRATION SECRETARIES LIMITED

Previous forename(s)

Previous surname(s)

Address

FALCON HOUSE

Usual residential address

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

24 NORTH JOHN STREET

Post town

LIVERPOOL

County / Region

MERSEYSIDE

Postcode

L2 9RP

Country

UNITED KINGDOM

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

Consent signature

B. Dally

Date

16.10.98

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

CORPORATE ADMINISTRATION SERVICES LIMITED

Previous forename(s)

Previous surname(s)

Address

FALCON HOUSE

Usual residential address

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

24 NORTH JOHN STREET

Post town

LIVERPOOL

County / Region

MERSEYSIDE

Postcode

L2 9RP

Country

UNITED KINGDOM

Day Month Year

Date of birth

Nationality

INCORPORATED IN ENGLAND

Business occupation

COMPANY REGISTRATION AGENTS

Other directorships

NONE

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

Consent signature

B. Dally

Date

16.10.98

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

Date

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 and include the company's number.

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2

0489795 366247

The Companies Act 1985

0489795



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PROTOZOOM LIMITED

1. The Name of the Company is PROTOZOOM LIMITED
2. The Company's registered office is to be situated in England and Wales.
3. The objects for which the Company is established are:
 - (a) (i) To carry on in conjunction with each other or as separate and distinct undertakings all or any of the following businesses: manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw material: printers, publishers, property investors: property investment services: property management: estate agents: financial brokers: financial advisers: conference organisers and business promoters and advisers: warehousemen: storage contractors: shipping and forwarding agents, manufacturers of and dealers in all types of equipment and machinery: dealers in property and estates: property developers and investors: property managers: to offer services of accountant, book-keeper or secretary: estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons: builders: scaffolders: contractors: sign makers: heating and ventilation engineers and contractors: refrigeration engineers: plasterers: plumbers: electricians, shop front fitters: carpet dealers and layers: builders and decorators: merchants: civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers: architects: welders: sheet metal workers: double glazing and window consultants: blacksmiths: motor engineers: garage proprietors: car dealers, car hire services, taxi proprietors and operators: travel agents: tour operators: proprietors of vehicles and vessels of all kinds: transport and haulage contractors: general engineers: tool makers: booking agents for and managers of theatres, cinemas and all other kinds of entertainments and sporting events: turf and sporting accountants: proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors: dealers in foods and provisions of all kinds: wine and spirit merchants: butchers: grocers: greengrocers: fishmongers and poultry merchants: dealers in health foods: farmers: florists: horticulturists: bakers: confectioners: tobacconists: hardware merchants: dealers in plastics of all kinds, antique dealers: furniture manufacturers and dealers: leather and fancy goods dealers: jewellers: radio, television and electrical retailers: general dealers and repairers: toys: games and sports equipment dealers: photographers and dealers in all kinds of photographic material and equipment: film producers and distributors: footwear manufacturers: textile merchants: tailors: fashion designers: ladies and gentlemen outfitters: clothing manufacturers: boot and shoe retailers: perfumery and cosmetic dealers: hairdressers: manufacturing and retail chemists: medical suppliers: printers, publishers: stationers: advertising and publicity agents: public relations, business consultants: business transfer agents and employment agents: hire purchase and leasing operators: computer operators: consultants; programmers and dealers: video dealers: market research specialists: business advisers, mail order specialists: dyers and cleaners: dry cleaners: proprietors of

launderettes, excavation and demolition contractors: locksmiths: security advisors: plant hirers: scrap iron and waste merchants: commodity traders; and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.

(ii) To carry on any other trade or business which can, in the opinion of the board of directors, be advantageously carried on by the Company.

- (b) To carry on any other business which in the opinion of the Company may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property or further its objects or any of them.
- (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatsoever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To apply for, register or by other means acquire any patent, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situated on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or join purse agreement with any other company, firm or person carrying on business similar or complimentary to the business of the company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in the Company or any other consideration in any other Company or business which in the opinion of the Company may be carried on so as to directly or indirectly to benefit the Company.
- (i) To sell or otherwise dispose of the whole or part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgage or in any other way.
- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures stock of other obligations or such company.

- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £2,000 divided into 2,000 ordinary shares of £1 each.

We, the several persons whose names, addresses, and descriptions are subscribed are desirous of being 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.

Name, Addresses and Description of Subscribers

Number of Shares Taken by Each Subscriber

Corporate Administration Services Limited
Harrington Chambers
26 North John Street
Liverpool
L2 9RU

One

Authorised Signatory:

B. Dally

Corporate Administration Secretaries Limited
Harrington Chambers
26 North John Street
Liverpool
L2 9RU

One

Authorised Signatory:

B. Dally

Number of Shares

Two

Dated this 16 day of October 1998

Witness to the above signatures:

D. Ward
D. WARD

Harrington Chambers
26 North John Street
Liverpool
L2 9RU

Secretary

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

PROTOZON LIMITED

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 2, 3, 40, 64, 73-80 (inclusive), 94, 95, 96, and 99 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £2,000 divided into 2,000 shares of £1 each.
4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine, subject in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulations 2 in Table A.
5. Subject to the provisions of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefore, may decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of regulation 24 shall not apply to the Company.

DIRECTORS

7. The first Director or Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.
8. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one. If at any time and from time to time there shall be only one Director (other than the alternate directors) of the Company such Director may act alone in exercising all the powers, discretion and authorities vested in the Directors, and regulation 89 in Table A shall be modified accordingly.

9. No persons shall be appointed a Director at any general meeting unless:
- (a) he is recommended by the Directors or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointment for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars that would, if he were so appointed, required to be included in the Company's Register of Directors together with notice executed by that person of his willingness to be appointed.
10. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing as a Director either to fill a vacancy or as an additional Director.
11. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for re-appointment at such annual general meeting. If not so re-appointed he shall vacate office at the conclusion thereof.
12. A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such a Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.
13. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director of such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
14. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.
15. The Company shall not be subject to section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever their age, and no Director shall be required to vacate their office of Director by reason of their attaining the age of seventy years or any other age.

BORROWING POWERS

16. 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 subject to section 80 of the Act, 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

17. The first Secretary of the Company shall be the person named in the statement delivered under section 10 of the Act.
18. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary is capable of acting, the Directors may appoint an assistant or deputy Secretary.

NAMES AND ADDRESSES OF SUBSCRIBERS

Corporate Administration Services Limited
Harrington Chambers
26 North John Street
Liverpool
L2 9RU

One

Authorised Signatory:

B. Dally

Corporate Administration Secretaries Limited
Harrington Chambers
26 North John Street
Liverpool
L2 9RU

One

Authorised Signatory:

B. Dally

Dated this *16* day of *October 1998*

Witness to the above signatures:

D. Ward

D. WARD

Harrington Chambers
26 North John Street
Liverpool
L2 9RU

Secretary