

RESOLUTION
AUTHORISING A NEW MEMORANDUM AND NEW ARTICLES OF ASSOCIATION

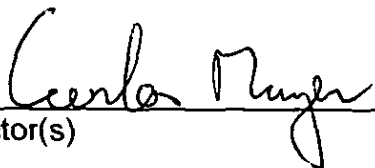
Company Number: 4022769

Company Name: CASA MAYER LIMITED

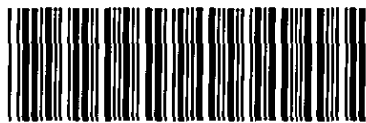
At a General Meeting of the members of the above named Company, duly convened and held at Parkstr. 20, 65549 Limburg, Germany, on the 14th day of May 2009, the following Resolution was duly passed:

That the Memorandum and Articles of Association be replaced by the Memorandum and Articles of Association attached hereto.

Signature:


Director(s)

TUESDAY



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26/05/2009

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COMPANIES HOUSE

COMPANIES ACTS 1985, 1989 & 2006
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM AND
ARTICLES OF ASSOCIATION

of

CASA MAYER LIMITED

COMPANIES ACTS 1985, 1989 & 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

of

CASA MAYER LIMITED

1. The name of the company is CASA MAYER LIMITED.
2. The Registered Office of the company will be situated in England and Wales.
3. The objects for which the company is established are:

to carry out the business of a General Commercial Company;

to carry out any other trade or business, which, in the opinion of the board of directors, is advantageous to the company and to do all other things as are incidental or conducive to the attainment of the objects of the company.

4. The liability of the members is limited.
5. The share capital of the Company is £10000.00 divided into 10000 Ordinary shares of £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.

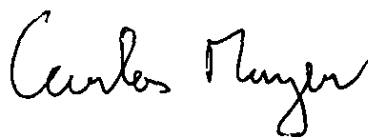
Name(s) and Address(es) of Subscriber(s)

Date: 14 May 2009

Carlos Mayer,
Parkstr. 20, Limburg, 65549, Germany

Number of Shares taken: 10000

The total number of shares allocated to the subscribers is 10000



**COMPANIES ACTS 1985, 1989 & 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION**

of

CASA MAYER LIMITED

1. Preliminary

- 1.1. The regulations constituting Table A in the Companies (Tables A to F) (Amendment) Regulations 2007 (hereinafter "Table A") shall apply to the Company except in so far as they are excluded or varied by these Articles.
- 1.2. Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined.

2. Share Capital

- 2.1. The share capital of the Company is £10000.00 divided into 10000 Ordinary shares of £1.00 each.
- 2.2. In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine".

3. Lien and Forfeiture

- 3.1. The Lien conferred by Regulation 8 of Table A shall attach to fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share.
- 3.2. In Regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares."

4. Transfer of Shares

Regulation 24 of Table A shall not apply.

5. Alteration of Share Capital

- 5.1. In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)".

5.2. In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted.

6. Votes of Members

6.1. In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the word "present in person or by proxy".

6.2. In Regulation 61 of Table A there shall be substituted for the words following "appointment of a proxy shall be in" the words "any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used."

7. Directors

7.1. The number of the directors shall not be less than one.

7.2. If only one director has been appointed, then he shall represent the company alone. If two or more directors have been appointed, then they may only act jointly on behalf of the company.

8. Appointment and Retirement of Directors

Regulations 76 to 79 of Table A shall not apply to the Company.

9. Proceedings of Directors

Regulation 94 shall not apply to the Company.

10. Dividends

In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or a particular event".

11. Formation Expenses

Any expenses in connection with the formation of the Company shall be borne by the Company up to an amount of EUR 2000.00.

Name(s) and Address(es) of Subscriber(s)

Date: 14 May 2009

Carlos Mayer,

Parkstr. 20, Limburg, 65549, Germany

