

**FILE COPY**



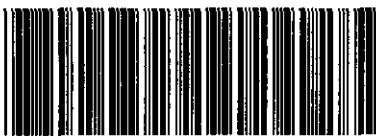
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4119535

The Registrar of Companies for England and Wales hereby certifies that  
**COUNTERCLAIM UK 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 5th December 2000



\*N04119535F\*

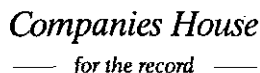


THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

HC007B



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

**CHFP000**

12

### Declaration on application for registration

**Company Name in full**

COUNTERCLAIM UK LIMITED

I,	Alan Cohen on behalf of Paramount Properties (U.K.) Limited
of	229 Nether Street, London N3 1NT

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~X~~<sup>(Sole Director)</sup>~~X~~ [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

35 Firs Ave, London N11

Day      Month      Year

On

2.8 NOV 2000

① Please print name.

before me <sup>①</sup>

S. D. Cohen B.A. J.P.

**Signed**

Date \_\_\_\_\_

28 NOV 2000

~~† A Commissioner of the Ontario Court of Justice 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.

Paramount Company Formations Limited

~~229 Nether Street~~

London N3 1NT.

Tel

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.

CHFP000

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

Notes on completion appear on final page

**Company Name in full**

COUNTERCLAIM UK LIMITED

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

229 NETHER STREET

Post town

County / Region

LONDON

Postcode

N3 1NT

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

PARAMOUNT COMPANY FORMATIONS LIMITED

Address

229 NETHER STREET

Post town

County / Region

LONDON

Postcode

N3 1NT

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.

PARAMOUNT COMPANY FORMATIONS LIMITED

229 NETHER STREET

LONDON N3 1NT

Tel

DX number

DX exchange

Th.

For



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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

PARAMOUNT COMPANY SEARCHES LIMITED

Previous forename(s)

Previous surname(s)

**Address**

229 NETHER STREET

## **Usual residential address**

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

Post town

County / Region

LONDON

Postcode

N3 1NT

Country

UNITED KINGDOM

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

**Consent signature**

(AUTHORISED SIGNATORY)

Date

28 NOV 2000

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

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

Forename(s)

PARAMOUNT PROPERTIES (U.K.) LIMITED

Surname

Previous forename(s)

Previous surname(s)

**Address**

229 NETHER STREET

## **Usual residential address**

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

Post town

County / Region

LONDON

Postcode

N3 1NT

Country

UNITED KINGDOM

Day Month Year

**Date of birth**

**Nationality**

UK REGISTERED

**Business occupation**

DIRECTOR

**Other directorships**

NONE

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

**Consent signature**

(AUTHORISED SIGNATORY)

Date

28 NOV 2000

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

<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>	<b>*Honours etc</b>	<input type="text"/>						
<b>* Voluntary details</b>	<b>Forename(s)</b>	<input type="text"/>								
	<b>Surname</b>	<input type="text"/>								
	<b>Previous forename(s)</b>	<input type="text"/>								
	<b>Previous surname(s)</b>	<input type="text"/>								
<b>Address</b>	<input type="text"/>									
<b>Usual residential address</b>	<input type="text"/>									
For a corporation, give the registered or principal office address.	<b>Post town</b>	<input type="text"/>								
	<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text"/>						
	<b>Country</b>	<input type="text"/>								
	<b>Date of birth</b>	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	<b>Nationality</b>	<input type="text"/>
Day	Month	Year								
<input type="text"/>	<input type="text"/>	<input type="text"/>								
	<b>Business occupation</b>	<input type="text"/>								
	<b>Other directorships</b>	<input type="text"/>								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
	<b>Consent signature</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>						

**This section must be signed by**

***Either***

**an agent on behalf  
of all subscribers**

**Signed**

**Date**

28 NOV 2000

**Or the subscribers**

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

**Signed**

**Date**

**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.

105905

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

COUNTERCLAIM UK

LIMITED

COUNTERCLAIM UK

1. The name of the Company is "

LIMITED."

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are :-

(A) (1)

To carry on the business or businesses of general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement, proprietors of shops, warehouses, workshops, garages, offices and factories of all kinds, hotels, cafes, restaurants, houses, launderettes, flats, furnished and unfurnished rooms, and to buy, develop, lease and deal generally in land whether freehold or leasehold, holiday camps and chalets, financial agents, and brokers, accountants, investments agents, insurance agents and brokers, builders, decorators, contractors, carpenters, joiners, civil, mechanical, heating, electrical, motor and general engineers, welders, computer programmers, operators, analysts, designers and software writers and suppliers, film, video and record producers and publishers, printers, stationers, theatrical agents, booking agents, chemists, grocers, clothiers, garment manufacturers, textile suppliers, jewellers and dealers in precious gems and stones and metals of all kinds, greengrocers, tobacconists, newsagents, confectioners, funeral directors, undertakers, bookmakers, caterers, consultants, haulage contractors, shippers and freight forwarders, estate agents, hairdressers, photographers, security contractors, insulation contractors, detective agents, car hirers and to act as dealers generally in electrical and electronic goods and services and to supply travel services and facilities of all kinds including sporting facilities and grounds and goods, and to supply double glazing, insulation and security systems and services of all kinds and to supply goods and services of all kinds by mail order and to supply telecommunication goods, services and to run nightclubs, repair and manufacture aircraft, supply agricultural services and expertise, book keeping, architectural services, surveying, draughtsmen and to undertake cleaning services of all kinds.

(2) To undertake and execute agency or commission work and to act generally as agents, factors and brokers for the sale and purchase of goods and the provision of services and travel.

PARAMOUNT COMPANY  
FORMATIONS LIMITED  
229 NETHER STREET  
LONDON N3 1NT



(B) To carry on any other trade or business which can, in the opinion of the Directors of the Company, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses of the general business of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate, or interest in land, buildings, rights, privileges, easements, lands, licences, machinery, plant, processes of all kinds, stock in trade, and any real or personal property of any kind, necessary, convenient or useful or advantageous to the general business of the Company.

(D) To borrow or raise or secure payment of money for the purpose or in connection with the business of the Company and for the purpose of raising money for the Company to become a member of any building society.

(E) To construct, enlarge, alter and erect and maintain roads, railways, sidings, bridges, reservoirs, shops, stores, buildings, factories, works, plant and machinery used in connection with the business of the Company and to enable any of the above to be effected by any third party.

(F) To mortgage and charge the undertaking, and all or any of the real and personal property and other assets, whether present or future, and all or any of the uncalled capital of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures and debenture stock, either permanent or redeemable or repayable and collaterally or to secure any securities of the Company by any trust deed or other assurance of any kind.

(G) To receive money on deposit or loan upon such terms as the Company may approve and generally to act as bankers for customers and others.

(H) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and all other negotiable instruments of all kinds.

(I) To make advances to customers and others with or without security, as the Company sees fit, and to guarantee the liabilities, obligations and contracts of customers and others and the dividends, interest and capital of the stocks, shares or securities of any Company in which this Company is a member or otherwise interested.

(J) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in the business or the dependents of such persons and to establish, support or aid in the establishment and support of any schools or other educational, scientific, literary, religious or charitable institutions or societies, whether they are connected with the business of the Company or its predecessors or not and to establish and maintain any club or benefit fund or profit sharing scheme for the interests or advancement or education of the company or its officers or other persons employed whether past or present by the Company.



(K) To pay for any property or rights of any kind acquired by the Company or by its agents on its behalf either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayments of capital, voting rights or otherwise, or by any securities which the Company has power to issue, or partly in one method and partly in another, and generally on such terms as the Company may approve.

(L) To invest and deal with all moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and such manner as may be determined at any time by the Company.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, whether in cash, by instalments or other methods, or in fully or partly paid up shares or stock of any Company or Corporation, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayment of capital, voting or otherwise, or in debenture stock, mortgages, debentures, mortgage debentures or other securities of any Company or Corporation, or partly in one method and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any stocks, shares or securities so acquired.

(N) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or Company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.

(O) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any Company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on, so as to directly or indirectly benefit this Company, and to acquire and hold, deal, sell or dispose of any stocks, shares or securities of or other interests in any such Company and to guarantee the contracts or liabilities of, or subsidise or assist in any other manner any such Company.

(P) To sell, improve, manage, develop, turn to account, exchange, let or rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets of the Company and for such consideration as the Company may think fit.

(Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, required by Law.

(R) To carry on all or any other above business in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(S) To do all such other things as are incidental or conducive to the above objects or any of them.

It is hereby declared that no inference should be drawn or any restrictive interpretation implied that the objects of the Company specified above should be distinct one clause from another and separate and in the order in which they are listed.

4. The liability of the members is Limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each.

We, the several persons whose names and addresses 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.

NAMES AND ADDRESSES OF SUBSCRIBERS

NUMBER OF SHARES  
TAKEN BY EACH  
SUBSCRIBER

  
FOR AND ON BEHALF OF  
PARAMOUNT PROPERTIES (U.K.) LIMITED  
229 NETHER STREET, LONDON N3 1NT.

ONE

  
FOR AND ON BEHALF OF  
PARAMOUNT COMPANY SEARCHES LIMITED  
229 NETHER STREET, LONDON N3 1NT.

ONE

DATED THIS 4TH. JANUARY 2000

WITNESS TO THE ABOVE SIGNATURES :-

  
FOR AND ON BEHALF OF  
PARAMOUNT COMPANY FORMATIONS LIMITED  
229 NETHER STREET, LONDON N3 1NT.

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# COMPANY LIMITED BY SHARES

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## Articles of Association

OF

COUNTERCLAIM UK

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### LIMITED

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1. Subject as hereinafter provided, the regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereafter referred to as "table A") shall apply to the Company.

2. The expression "The Act" in these Articles refers to the Companies Act 1985 and any Statutory modifications currently in force.

3. The Company is a Private Company and accordingly no invitation or offer shall be made to the Public (whether for cash or otherwise) to subscribe for any Shares in or Debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the Public.

4. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think fit, subject to the provisions of the following clauses and Section 80 of the Act.

5. (1) Subject to any direction to the contrary that may be given by the Company in general meeting, all Shares authorised pursuant to Article 4 hereof, to be allotted shall be offered to the members in proportion to the existing Shares held by them and such offer shall be made by notice in writing specifying the number of the Shares to which the member is entitled and limiting a time (not less than 21 days) within which the offer, if not accepted, will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the Shares offered, the Directors may, subject to these articles, allot or otherwise dispose of the same to such persons and upon such terms as they think to be most beneficial to the Company. The Directors may in like manner dispose of any such Shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided, and subject to Section 80 of the Act.

5. ( 2 ) Sections 90 (1) to (6) inclusive of the Act shall not apply to the Company.

5. ( 3 ) The Lien conferred by Clause 8 of Table A shall also attach to dividends payable on shares and also to fully paid up shares.

6. The Directors may, at their discretion, and without assigning any reason, decline to register any transfer of any share, whether fully paid or not, and accordingly the first sentence of Clause 24 in Table A shall not apply to the Company.

7. ( 1 ) Clause 64 in Table A shall not apply to the Company.

7. ( 2 ) Clause 89 in Table A shall not apply to the Company.

7. ( 3 ) The minimum and maximum number of Directors shall be determined by an Ordinary Resolution passed in General Meeting of the Company. Subject to any other determination there shall be no maximum number of Directors and the minimum number of Directors shall be one.

7. ( 4 ) A Sole Director shall have the authority to exercise all powers and discretions conferred by these Articles and Table A.

8. ( 1 ) Clauses 73,74,75,76,77,78,79 and 80 in Table A shall not apply to the Company.

8. ( 2 ) No person 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 appointed 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 which would, if he were so appointed be required to be included in the Company's Register of Directors together with notice executed by that person of his willingness to be appointed.

9. Clause 118 in Table A shall not apply to the Company.

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NAMES AND ADDRESSES OF SUBSCRIBERS

---

  
FOR AND ON BEHALF OF  
PARAMOUNT PROPERTIES (U.K.) LIMITED  
229 NETHER STREET, LONDON N3 1NT.

  
FOR AND ON BEHALF OF  
PARAMOUNT COMPANY SEARCHES LIMITED  
229 NETHER STREET, LONDON N3 1NT.

---

DATED THIS 4TH. JANUARY 2000

WITNESS TO THE ABOVE SIGNATURES :-

  
FOR AND ON BEHALF OF  
PARAMOUNT COMPANY FORMATIONS LIMITED  
229 NETHER STREET, LONDON N3 1NT.