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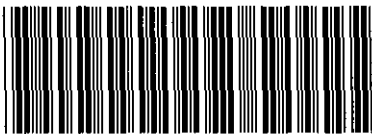
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 4422302

The Registrar of Companies for England and Wales hereby certifies that  
TIKA-TORE LTD.

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 23rd April 2002



\*N044223024\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC007B



Companies House  
for the record

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

CU22302.

Company Name in full

TIKA-TORE LTD.

I, BABAJIDE OYEKANMI

of 562A HIGH RD. WEMBLEY HA0 2AA

† 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

Declared at

HACKMAN SOLICITORS

Day Month Year

On

1 8 0 4 2 0 0 2

• Please print name.

before me •

O.FOY YAMAH

Signed

*[Signature]*

Date

18/4/02

† 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.

**HACKMAN SOLICITORS**

562A HIGH ROAD

WEMBLEY, MDDX. HA0 2AA

TEL: 020 8902 6282

DX number

FAX: 020 8903 7216



A38  
COMPANIES HOUSE

Form revised June 1998

0244  
19/04/02

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

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

Company Name in full

TIKA-TORE LTD.

Proposed Registered Office

8 AYLMER ROAD

(PO Box numbers only, are not acceptable)

Post town

LONDON

County / Region

Postcode

N2 0BX

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

JIDE OYEKANMI

Address

562 A HIGH ROAD

Post town

WEMBLEY

County / Region

MIDDLESEX

Postcode

HA0 2AA

Number of continuation sheets attached

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the agent.



A38

\*A1AQA3Y\*

0243

COMPANIES HOUSE

19/04/02

12/04/02



A26

\*A05HA906\*

0380

COMPANIES HOUSE

04/04/02

Form revised July 1990

e  
harge

Balsajide Oyekanmi  
562 A High Rd. Wembley Middx  
HA0 2AA Tel 02089026282  
DX number DX exchange

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

## Company Secretary (see notes 1-5)

Company name

NAME \*Style / Title

MISS

\*Honours etc

\* Voluntary details

Forename(s)

OLANIKE

Surname

OLAKUNRIN

Previous forename(s)

Previous surname(s)

Address

8 AYLMER ROAD

### Usual residential address

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

Post town

LONDON

County / Region

Postcode

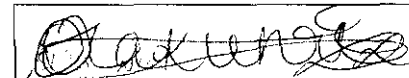
N2 0BX

Country

UK

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

Consent signature



Date

18.3.02

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MISS

\*Honours etc

Forename(s)

OLANIKE

Surname

OLAKUNRIN

Previous forename(s)

Previous surname(s)

Address

8 AYLMER ROAD

### Usual residential address

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

Post town

LONDON

County / Region

Postcode

N2 0BX

Country

UK

Date of birth

Day Month Year

1 5 0 4 1 9 8 1

Nationality

BRITISH

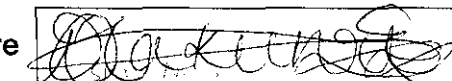
Business occupation

NONE

Other directorships

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

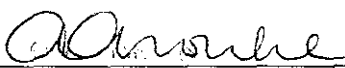
Consent signature



Date

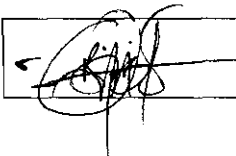
18.3.02

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

<b>NAME</b>	*Style / Title	MRS	*Honours etc							
* Voluntary details	Forename(s)	ARONKE								
	Surname	OMAME								
	Previous forename(s)									
	Previous surname(s)	VIGO								
<b>Address</b>	8 AYLMER ROAD									
<b>Usual residential address</b>										
For a corporation, give the registered or principal office address.	Post town	LONDON								
	County / Region		Postcode	N2 0BX						
	Country									
	Day	Month	Year							
Date of birth	2	4	0	2	1	9	5	8	Nationality	BRITISH
Business occupation	SOLICITOR									
Other directorships										
I consent to act as director of the company named on page 1										
Consent signature								Date	18.3.02	

**This section must be signed by****Either**an agent on behalf  
of all subscribers

Signed



Date

18.3.02

**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

CHWP000

Company name

NAME \*Style / Title

\*Honours

\* 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

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

Consent signature

Date

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

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

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

Date of birth

Day Month Year

0 1 0 7 1 9 5 9

Nationality

BRITISH

Business occupation

Other directorships

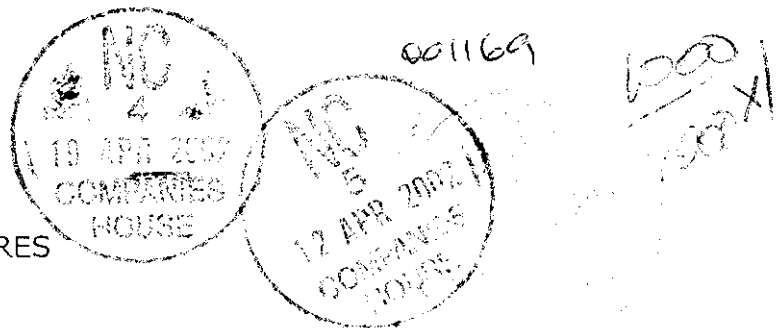
I consent to act as director of the company named on page 1

Consent signature

Date

18.3.02

THE COMPANIES ACT 1985 TO 1989  
PRIVATE COMPANY LIMITED BY SHARES



# MEMORANDUM OF ASSOCIATION

OF

**TIKA-TORE LTD.**

016932

1. The name of the Company is **TIKA-TORE LTD.**
2. The Company's registered office is to be situated in England & Wales.
3. The Company's Objects are to carry on business as a general commercial company

AND so that:-

(1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated<sup>1</sup> and whether domiciled in the United Kingdom or elsewhere.

(3) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision 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.

4. The liability of the Members is limited.
5. The Company's share capital is £ 1,000.00 divided into 1,000 shares of £1.00 each.



We, the Subscribers of 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.

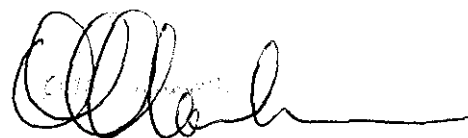
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Name and addresses of Subscribers	Number of shares taken by each Subscriber
-----------------------------------	---

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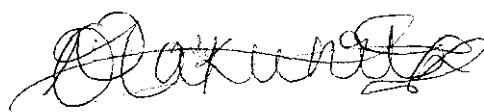
Chief (Mrs) Olutoyin Olakunrin  
8 Aylmer Road  
London  
N2 0BX

700




Olanike Olakunrin  
8 Aylmer Road  
London  
N2 0BX

100



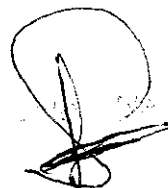
Aronke Oname  
8 Aylmer Road  
London  
N2 0BX

100



Olusola Adeyeye  
8 Aylmer Road  
London  
N2 0BX

100



Total shares taken

1000

---

Dated this 18 day of March 2002

Witness to the above signature:-



BABAJIDE DYERKANMI  
562 A HUNT RD  
WEMBLEY MIDDX  
HA9 2AA



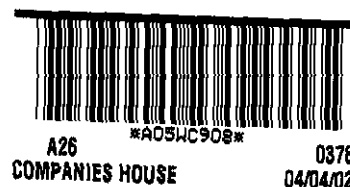
# THE COMPANIES ACTS 1985 TO 1989

## PRIVATE COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION

#### OF

#### TIKA-TORE LTD.



#### PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 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) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision 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. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them: such further offer shall be made in like terms in the same manner and

6: (a) 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.

(b) Clause 41 in Table A shall not apply to the Company.

## **APPOINTMENT OF DIRECTORS**

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

(b) The maximum number and minimum number respectively of the Directors may be determined from the time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors shall be one. Whatsoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) 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 determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

## **BORROWING POWERS**

8. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in

limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefore than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) 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 and 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 five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

## **SHARES**

3. 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 under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

## **GENERAL MEETINGS AND RESOLUTIONS**

5. Every notice convening a General Meeting shall comply with the provisions of Section 372(2) 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 to the Auditors for the time being of the Company.

such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

### **ALTERNATIVE DIRECTORS**

9. (a) An alternative Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determine whether a quorum is present.

### **GRATUITIES AND PENSIONS**

10. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

### **PROCEEDINGS OF DIRECTORS**

11. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted: and in relation to any such resolution as aforesaid he shall whether or not he shall vote on the same be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

### **THE SEAL**

12. (a) If the Company has a seal it shall only be used with the authority of the Director 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 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..... Clause 101 of Table A shall not apply to the Company.

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

## **INDEMNITY**

13. (a) Every Director or other officer or Auditor or the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

(c) Clause 118 in Table A shall not apply to the Company.

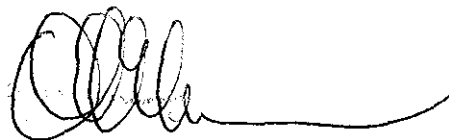
## **TRANSFER OF SHARES**

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

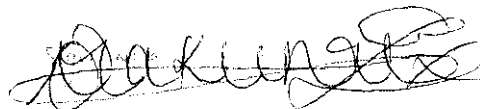
Name and addresses of Subscribers

---

Chief (Mrs) Olutoyin Olakunrin  
8 Aylmer Road  
London  
N2 0BX



Olanike Olakunrin  
8 Aylmer Road  
London  
N2 0BX



Aronke Omame  
8 Aylmer Road  
London  
N2 0BX



Olusola Adeyeye  
8 Aylmer Road  
London  
N2 0BX



Dated this 18 day of March 2002

Witness to the above signature: \*



BABAJIDE OYEKANMI  
562A HIGH RD  
WEMBLEY MIDDLE  
HA0 2AP