

FILE COPY



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

Company No. 5167080

The Registrar of Companies for England and Wales hereby certifies that
ATERES INVESTMENTS 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 30th June 2004



N05167080E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

ATERES INVESTMENTS LTD

I, MR JONATHAN GLUCK

of 79, HENLOW DRIVE, LONDON N4 2FS

† 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

[Signature]

Declared at

LONDON

Day Month Year

On

21 06 2004

• Please print name.

before me •

[Signature]

Signed

[Signature]

Date

21 June 2004

† 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.

NAME OF COMPANY SET UP FOR REGISTRATION	
ADDRESS	
Tel	
DX number	DX exchange



ADG
COMPANIES HOUSE

0446
30/06/04

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, 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



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

5167080

Company Name in full

ATERES INVESTMENTS LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

16 HURTSJENE GDN8

Post town

LONDON

County / Region

Postcode

N15 6NA

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

Address

STREET COMPANY SERVICES LTD

107 BLOOMSBURY WAY

Post town

LONDON

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.

STREET COMPANY SERVICES LTD

DX number DX exchange



A06
COMPANIES HOUSE

0447
30/06/04

Form revised July 1998

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for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

ATERES INVESTMENTS LTD

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

MICHAEL

Surname

SABIELSKI

Previous forename(s)

Previous surname(s)

Address

16, HURSTONE GARDENS

Usual residential address

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

LONDON

Post town

County / Region

Postcode

N15 6NA

Country

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

Consent signature**Date**

16/6/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

JONATHAN

Surname

GLUCK

Previous forename(s)

Previous surname(s)

Address

79 HERON DRIVE

Usual residential address

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

Post town

LONDON

County / Region

Postcode

N4 2FS

Country

Day Month Year

Date of birth

23 04 1973

Nationality

BRITISH

Business occupation

DIRECTOR

Other directorships

ATERES EMBROIDERY LTD

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

Consent signature**Date**

16/6/04

Directors (continued) (see notes 1-5)

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

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.

67415

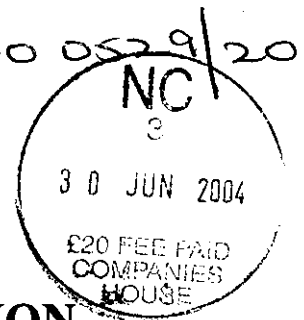
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOICATION

OF

ATERES INVESTMENTS LTD



1. The name of the company is ATERES INVESTMENTS LTD
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:

A (i) To carry on business as property dealers, developers and managers undertaking the management of property, real or personal, or of any interest therein as owners, trustees, agents, receivers or otherwise; as improvers, preparers for sale or letters of and dealers in rooms, buildings, land and estates and turn to the same to account as may seem expedient and by consolidating or connecting or sub-dividing properties and by leasing and disposing of the same and by advancing money to and entering contract with builders, tenants and others, to be suppliers of catering, security maintenance and other services and amenities, to collect rents and income and to be builders and decorators, estate agents; surveyors, valuers and auctioneers, mortgage and insurance brokers and agents; to act as a holding company, as financiers, concessionaires, underwriters and guarantors to any contract or agreement, and to purchase or otherwise acquire, hold as an investment and turn to account shares, debentures, stocks, bonds, loans, annuities script or other securities, and such other property real or personal and any rights or interest therein; and to carry on all or any of the said businesses, either together as one business or as separate business, in any part of the world.

1.



(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently or profitably carried on in conjunction with or subsidiary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid whether or not these are situate on the property of the Company.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or any branch or department thereof.

(E) To borrow and secure the payment of money in such manner and on such terms as the Directors may deem expedient, and to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or future including uncalled capital.

(F) To apply for, register or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions and remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other Company.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(M) To establish and support funds or institutions calculated to benefit employees or ex-employees of the Company, or its predecessors in business or the dependants or connections of such persons, and to grant pensions and allowances, and to subscribe or guarantee money for charitable objects.

(N) To sell, exchange, lease, dispose of, turn to account or other wise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other Company formed or to be formed.

(O) To promote or assist in or contract with any person or company for the promotion of any company for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To remunerate any person, firm or company rendering services to the Company in such manner as may be thought expedient.

(R) To make, draw, accept, endorse, negotiate, discount, buy, sell and deal in bills, notes and other negotiable or transferable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

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

(V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

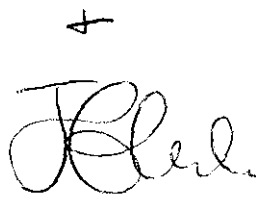
It is hereby declared that in the construction of this clause each sub-clause shall be construed independent of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £1000 divided into 1000 shares of £1 each.

6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 127 the Companies Act, 1985, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

WE, the several persons whose name and addresses are subscribed, are desirous of being formed into a Company, in pursuance of the 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, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber. (in words).
MR JONOTHAN GLUCK 79. HERON DRIVE N.H	ONE
	

DATED 16/6/04.

WITNESS to the above Signatures:-

GEOFFREY TESLER
43 Wellington Avenue,
London N15 6AX.

THE COMPANIES ACT, 1985
COMPANY LIMITED BY SHARES

Articles of Association
of
ATERES INVESTMENTS LTD
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 24, 64, 73-77 (inclusive), 94, 95, the second and third sentences of Regulation 79 and the last sentence of Regulation 84 of Table A shall not apply to the Company.

PRIVATE COMPANY

(3). The Company is a Private Company within the meaning of the Companies Act 1985 and accordingly no offer or invitation shall be made to the public to subscribe for any shares or debentures of the Company.

CAPITAL

(4). The initial share capital of the Company is £1000 divided into 1000 shares of £1 each.

(5). The Directors are authorised for the purpose of Section 80 of the Companies Act 1985 to allot shares of the Company to the amount of the authorised share capital of the Company at the date hereof during the period of five years from the date of incorporation. In accordance with Section 91 of the Companies Act 1985 Sections 89 (1) and 90 (1)-(6) shall not apply to the Company.

(6). Subject to the statutes the Company may purchase any of its own shares (including redeemable shares) whether out of distributable profits or capital.

(7). Subject to the statutes the Company may issue shares which are liable to be redeemed at the option of the Company or the shareholders.

TRANSFER OF SHARES

(8). The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share, whether or not it is a fully paid share.

(9). A member wishing to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing to the Directors of the Company of such proposal. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase such shares, the transferor may dispose of so many of such shares as shall remain undisposed of (subject to the provisions of paragraph 8 of these Articles) to any person and at any price.

DIRECTORS

(10). The first Director or Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Companies Act 1985.

(11). The minimum number of Directors shall be one. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and Regulation 89 of Table A shall be modified accordingly.

(12). The Company shall not be subject to Section 293 of the Companies Act 1985, and accordingly any person may be appointed as Director, whatever his age and no Director shall be required to vacate his office by reason of his attaining the age of seventy years or any other age.

(13). Subject to the provisions of Section 317 of the Companies Act 1985, a Director shall be entitled to vote in respect of any contract, transaction or arrangement in which he has an interest and shall be counted in reckoning whether a quorum is present.

BORROWING POWERS

(14). 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 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

(15). The first Secretary of the Company shall be the person named in the statement delivered under Section 10 of the Companies Act 1985.

Names, Addresses and Descriptions of Subscribers

MR JONATHAN GLUCK
79 HERON DRIVE
N.Y.

Gluck

DATED

16/6/04

WITNESS to the above Signatures:-

GEOFFREY TESLER
43 Wellington Avenue,
London N15 6AX.

Geoffrey Tesler