

DICEMASTER LIMITED

THE COMPANIES ACT 1985

Registered number: 5319114

COPY resolution of the type and in the terms specified below as passed by the members of the Company named above at their extraordinary general meeting duly convened and held at

3456 NW 74th Ave Gainesville FL on 21 June 2005.

SPECIAL RESOLUTION

THAT the memorandum and articles of association be altered by adopting in substitution for and to the exclusion of the present memorandum and articles of association the new memorandum and articles of association submitted to this meeting and approved without amendment.


.....
Company Secretary

Dated 21 | 06 | 2005



PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

1. The Company's name is **DICEMASTER 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:
 - (A) To acquire by purchase or otherwise land and property of any tenure, or any interest in land in any part of the world;
 - (B) To sell, lease, let, mortgage, charge or otherwise dispose of the land, houses, building and other property of the company
 - (C) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried out in connection with or as ancillary 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.
 - (D) 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.
 - (E) 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.
 - (F) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.
 - (G) To sell, exchange, lease, dispose of, turn to account or otherwise 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.
 - (H) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
 - (I) To remunerate any person, firm or company rendering services to the company in such manner as may be thought expedient.
 - (J) 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.
 - (K) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100.00 divided into 2 'A' Ordinary shares of £1.00 each and 98 non voting 'B' Ordinary shares of £1.00 each. The shares of the said classes shall rank *pari passu* for participation in the profits and assets of the company and in all other respects save that the non-voting 'B' ordinary shares shall not entitle the holders to receive notice of or to attend or vote at any general meeting.

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 restrictions, whether in regard to dividend, voting *return of capital* or otherwise as the Company may from time to time determine. 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.

I, the person whose name and address is subscribed, am desirous of being formed into a Company, in pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of the Company as set opposite my name.

Name and Address of Subscriber

Number of shares taken by the Subscriber
(in words)

Dated

COMPANIES ACTS, 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
Of
DICEMASTER LIMITED

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Act, 1985 (hereinafter referred to as "the Act") and subject as hereinafter provided by the regulations contained in The Companies (Tables A to F) Regulations 1985 as in force at the date of incorporation of the Company. Such regulations (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 60,61,64,73,74,75, 81(e), 89, 94, 95, 96, 97 and 98 of Table A 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.

GENERAL MEETINGS

3. In every notice calling a General Meeting of the Company there shall prominently appear a statement that a member who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of that member and that the proxy need not be a member of the Company. Every notice calling a General Meeting of the Company shall also be sent to the current Auditors of the Company.

4. One member may constitute a quorum where the Company is a single member company.

AUDITORS

5. The appointment of an auditor shall be subject to the regulations concerning exemption from such an appointment where the relevant criteria as defined by the Act are met.

SHARE CAPITAL

6. The Company is a private company limited by shares, within the meaning of the Act.

7. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original share in the capital of the company to such persons at such time and on such conditions as they think fit, subject to the provisions of Articles 8 and 9 hereof and provided that no share shall be issued at a discount.

8. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this Article.

9. 1. If the holder of an 'A' Ordinary share wishes to sell any 'A' Ordinary shares which he or she may hold, he or she shall first offer these to the holders of the other 'A' Ordinary shares currently issued in proportion to their existing holdings.

9. 2. If the holder of a 'B' Ordinary share wishes to sell any 'B' Ordinary shares which he or she may hold, he or she shall first offer these to the holders of the 'A' Ordinary shares currently issued in proportion to their existing holdings and then to holders of 'B' Ordinary shares if the holders of the 'A' Ordinary shares do not wish to purchase them.

APPOINTMENT OF DIRECTORS

10. The first director or directors of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to section 10 of the Act.

11. Unless otherwise determined by ordinary resolution, the numbers of directors (other than alternate directors) shall not be subject to any maximum, but shall be not less than one.

12. A person may be appointed a director of the Company notwithstanding that he has attained the age of seventy years and no directors shall be liable to vacate the office by reason only of his having attained that age or any other age.

PROCEEDINGS OF DIRECTORS

13. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

14. The necessary quorum for the transaction of the business of the directors may be fixed by them and unless so fixed, shall be two, except when one director is in office. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.

15. The directors may exercise all of the powers mentioned in the Memorandum of Association part 3.

SECRETARY

16. The first secretary of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to Section 10 of the Act.

SEAL

17. In accordance with the provisions of the Act the Company need not have a seal. If it does have a seal Regulation 101 of Table A shall apply.

Name and Address of Subscriber:-

Dated