

FILE COPY



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

Company No. 5348948

The Registrar of Companies for England and Wales hereby certifies that
LOGAN PRODUCTS 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 1st February 2005



N05348948S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House
an official service

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHWP000

534 8948

Company Name in full

LOGAN PRODUCTS LIMITED

I, SIMON MCNEILL-RITCHIE

of 19 NEVINSON CLOSE, LONDON SW18 2TF

† Please delete as appropriate.

fs

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

SMcNeill-Ritchie

Declared at

GATE HOUSE 11 UPPER HAM ROAD, HAM, SURREY TW10 5LE

Day Month Year

On

2 7 0 1 2 0 0 5

• Please print name.

before me •

IAN JAMES SMITH

I. J. SMITH

A SOLICITOR EMPOWERED
TO ADMINISTER OATHS

Signed

I. J. Smith

Date

27 January 2005

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

SIMON MCNEILL-RITCHIE

Tel 0208-404-6442

DX number

DX exchange



A26
COMPANIES HOUSE
Form revised 10/03

ARA202BE

0563
28/01/05

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
or LP - 4 Edinburgh 2



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

LOGAN PRODUCTS LIMITED

Proposed Registered Office

19 NEVINSON CLOSE

(PO Box numbers only, are not acceptable)

Post town

LONDON

County / Region

Postcode

SW18 2TF

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on

SIMON MCNEILL-RITCHIE

Tel 020-8404-6442

DX number

DX exchange



A26 0561
COMPANIES HOUSE 28/01/05
A02 0561
COMPANIES HOUSE 13/01/05
A07 0534
COMPANIES HOUSE 14/12/04

v 08/02

When you have completed and signed the form please send it to the
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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name LOGAN PRODUCTS LIMITED

NAME *Style / Title

MR

*Honours etc

* Voluntary details

Forename(s) SIMON LAIRD

Surname MCNEILL-RITCHIE

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

19 NEVINSON CLOSE

Post town LONDON

County / Region

Postcode SW18 2TF

Country UK

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

Consent signature

Date

9 December 2004

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MS

*Honours etc

Forename(s) CLAIRE

Surname DAILLY

Previous forename(s)

Previous surname(s)

Address ††

RIVERSIDE HOUSE

BRIDGE WHARF

Post town BECCLES

County / Region SUFFOLK

Postcode NR34 0PA

Country UK

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Date of birth

Day 05 Month 12 Year 1970

Nationality BRITISH

Business occupation

DIRECTOR

Other directorships

LOGAN BRIDES LIMITED

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

Consent signature

Date

9.12.04

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 ^{††} <input type="checkbox"/>					
	Post town				
	County / Region		Postcode		
	Country				
Date of birth	Day	Month	Year	Nationality	
Business occupation					
Other directorships					
I consent to act as director of the company named on page 1					
Consent signature				Date	

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

[illegible]

100 280 / 20

THE COMPANIES ACTS 1985 AND 1989
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
LOGAN PRODUCTS LIMITED

1. The name of the Company is "LOGAN PRODUCTS LIMITED".
2. The Company is a private company.
3. The registered office of the Company will be situated in England and Wales.
4. The objects for which the Company is established are:-
 - a) (i) to carry on the business of a holding and management company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the shares, stock, debenture stock, loan stock, bonds, obligations, securities, property assets, rights, privileges or other interests of or in any company, corporation, firm or undertaking carrying on business of any kind whatsoever in any part of the world, and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and business of every description and to carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account and to manage, conduct, supervise, control and co-ordinate the activities, businesses, operations or affairs of any company, corporation or firm in which the Company is for the time being interested and to co-ordinate the policy and administration of any companies of which the Company is a member or which are in any manner controlled by or connected or associated with the Company;
 - (ii) to carry on all or any of the business of general merchants, importers, exporters, manufacturers and dealers, both wholesale and retail of and in any article of commerce whatsoever;
- b) to carry on any other trade or business which may seem to the Board of Directors capable of being conveniently carried on in connection with any business which the Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the Company, or to enhance the value of or render profitable any of the Company's properties or rights.



(c) To acquire and carry on all or any part of the business goodwill, assets or property and to undertake any liabilities of any person or company possessed of property suitable for any purpose of the Company or carrying on any business which the Company is authorised to carry on, and upon any terms and for any consideration, and in particular for cash or in consideration of the issue of shares, securities or obligations of the Company.

(d) To amalgamate with, or enter into partnership or into any arrangement for sharing profits, union of interest, joint adventure, reciprocal concession or co-operation with any person or company carrying on, engaged in or proposing to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or which is capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold, sell or otherwise deal with shares, stock, securities, obligations or other interests in any such person or company, and to subsidise or otherwise assist any such person or company.

(e) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, lands, buildings, easements, rights, privileges, concessions, machinery, plant or stock-in-trade which the Company may think suitable or convenient for any purpose of its business.

(f) To apply for, purchase or otherwise acquire and hold whether in the United Kingdom or elsewhere any patents, brevets d'invention licences, concessions, copyrights, trade marks, trade names and like rights, conferring an exclusive or non-exclusive or limited right to use or publish any secret or other information 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 the property rights and information so acquired.

(g) To invest and deal with the moneys of the Company in or upon such shares, securities and investments and in such manner as may from time to time be determined.

(h) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit and to enter with or without consideration into any guarantee, contract of indemnity or suretyship whether by personal covenant or otherwise and in particular but without limiting the generality of the foregoing to guarantee the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, firm, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing, any company which is (within the meaning of Section 154 of the Companies Act 1948 or any statutory re-enactment or modification thereof) in relation to the Company, a subsidiary or a holding company or a subsidiary of any such holding company and for any of such purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

(i) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or of any other person or company having dealings with the Company, or in whose business or undertaking the Company is interested whether directly or indirectly.

(j) To draw, make, accept, endorse, negotiate, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments.

(k) To lend money to such persons, upon such terms and subject to such conditions, as may seem expedient.

(l) To sell, let, develop, dispose of or otherwise deal with the undertaking or all or any part of the property of the Company, upon any terms with power to accept as the consideration any shares stock, securities or obligations of or interest in any other Company.

(m) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and issue of its capital including brokerage and commissions for obtaining applications for or taking, placing or underwriting shares, stock, debentures, debenture stock securities or obligations.

(n) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any charters, decrees, rights, concessions, licences and privileges that may seem conducive to the Company's objects or any of them or to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(o) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, provident or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and descendants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to set up support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or such other company as aforesaid and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or for any

public general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(p) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to pay all the expenses of or incidental to such promotion and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(q) To remunerate any person firm or company rendering services to the Company either by cash payment or by the allotment to him, them or it of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient

(r) To distribute any of the Company's property or assets among the members in specie.

(s) To cause the Company to be registered or recognised in any foreign country.

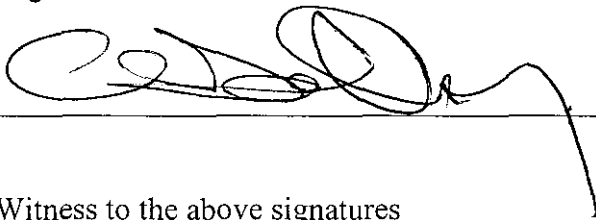
(t) To do all or any of the above things in any part of the World, and either as principals, agents, subcontractors, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, subcontractors, trustees or otherwise.

(u) To do all such other things as the Company may deem incidental or conducive to the attainment of any of the above objects of the Company.

(v) And it is hereby declared that the word "company" save where used in reference to this Company in this Clause, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere and the intention is that each of the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The Company is a private limited company.
5. The liability of the Members is limited.
6. The authorised share capital of the Company is £5,000,000 divided into 100,000,000 Ordinary Shares of 5p each.

WE, the persons whose names and addresses are subscribed hereafter 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, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
Logan International Limited 	1000

Witness to the above signatures

Simon McNeill-Ritchie
19 Nevinson Close
London SW18 2TF



Company Director

1 December 2004

Company Name Logan Products Limited

Company No. 534 8948

Articles of Association have not been registered for the above company in this case. (Company Limited by Shares – see Sections 7 and 8 of the Companies Act 1985.)

Signed J. Thomas
(Officer of New Companies Section)

Date 01-02-05