



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 6117550

The Registrar of Companies for England and Wales hereby certifies that  
**CORNERSTONE INTERNATIONAL 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 20th February 2007



N0 6117550K



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



**Companies House**

— *for the record* —

Electronic statement of compliance  
with requirements on application  
for registration of a company  
pursuant to section 12(3A) of the  
Companies Act 1985

Company number

6117550

Company name

CORNERSTONE INTERNATIONAL LTD

I,

M & K NOMINEE SECRETARIES LTD

of

43 WELLINGTON AVENUE  
LONDON  
LONDON  
UK  
N15 6AX

a

person named as a secretary of the company in the  
statement delivered to the registrar of companies  
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section  
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies  
electronically and authenticated in accordance with the registrar's  
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to  
criminal prosecution



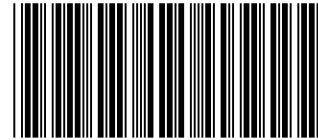
**Companies House**

— for the record —

**10(ef)**

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

Received for filing in Electronic Format on the: **19/02/2007**



XKPQEN74

*Company Name  
in full:*

**CORNERSTONE INTERNATIONAL LTD**

*Proposed Registered  
Office:*

**18 HANOVER SQUARE  
LONDON  
LONDON  
UK  
W1S 1HX**

*memorandum delivered by an agent for the subscriber(s):* **Yes**

*Agent's Name:  
Agent's Address:*

**SWIFT COMPANY SERVICES  
43 WELLINGTON AVENUE  
LONDON  
UK  
N15 6AX**

*Company Secretary*

*Name*

**M & K NOMINEE SECRETARIES LTD**

*Address:*

**43 WELLINGTON AVENUE  
LONDON  
LONDON  
UK  
N15 6AX**

*Consented to Act:* **Y**

*Date authorised* **19/02/2007**

*Authenticated:* **Y**

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*Director 1:*

*Style/Title:* **M/S**  
*Name* **MARY GREY**

*Address:* **18 HANOVER SQUARE**  
**LONDON**  
**LONDON**  
**ENGLAND**  
**W1S 1HX**

*Nationality:* **BRITISH**  
*Business occupation:* **DIRECTOR**  
*Date of birth:* **02/04/1964**

*Consented to Act:* **Y**      *Date authorised* **19/02/2007**      *Authenticated:* **Y**

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*Director 2:*

*Name* **MARGARET WANJIRU**

*Address:* **18 HANOVER SQUARE**  
**LONDON**  
**W1S 1HX**

*Nationality:* **BRITISH**  
*Business occupation:* **DIRECTOR**  
*Date of birth:* **18/04/1960**

*Consented to Act:* **Y**      *Date authorised* **19/02/2007**      *Authenticated:* **Y**

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*Authorisation*

*Authoriser Designation:* **AGENT**      *Date Authorised:* **08/01/2007**      *Authenticated:* **Yes**

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CORNERSTONE INTERNATIONAL LTD

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

- (A) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses: antique dealers, agents, administrators, architects, aviation services, advertising and publicity agents, accountants, bookkeeping services, business advisers, brokers, builders, bricklayers, builders, and decorators merchants, blacksmiths, booking agents for, and managers of , theatres, cinemas and all kinds of entertainment and sporting events, butchers, bakers, boot and shoe retailers, business transfer agents, contractors, carpenters, carpet dealers and layers, car dealers, car hire services, confectioners, clothing manufacturers, consultants, commodity and futures traders, computer operators, programmers and dealers, computer software dealers and advisers, cleaning services, dealers in property and estates, distillers, decorators, draughtsmen, double glazing and window consultants, debt collections agents, design consultants, dealers in foods and provisions of all kinds, dyers and dry cleaners, exporters, estate agents, executors, contractors, financiers, financial agents, factors, fishmongers, farmers, florists, furniture manufacturers, fashion designers, garage proprietors, grocers, greengrocers, heating and ventilation engineers and contractors, horticulturist, hardware merchants, hairdressers, hire purchase and leasing operators, hotel keepers, importers, insurance agents and brokers, ironmongers joiners, jewellers, kennelkeepers, leather and fancy goods dealers, linguistic and translation bureau services, launderette proprietors, ladies and gentlemen's outfitters, locksmiths, manufacturers, manufacturing and retail chemists, motor engineers, milliners, medical suppliers, museum proprietors, market research and mail order specialists, nominee services, numismatists, nursing services, ophthalmologists, osteopathy services, property, developers and investors, property managers, painters, public works contractors, plasterers, plumbers, proprietors of shops, cafes, clubs, hotels and restaurants, photographers and dealers in photographic material and equipment, private investigators,

poultry merchants, perfumery, and cosmetics dealers, publishers, printers, public relation specialists, plan hirers, plastic dealers, receivers, refrigeration engineers, recruitment services, radio, television and electrical retailers, dealers and repairers, storage contractors, shipping and forwarding agent, secretarial services, scaffolders, sign makers, suppliers of telecommunications, sheet metal workers, shop front fitters, stationers, shuttering manufacturers and erectors, security advisers, suppliers of correspondence courses, scrap iron merchants, trusteeships, taxi proprietors and operators, travel agents, tour operators, transport and haulage contractors, toolmakers, turf and sporting accountants, tobacconists, toy and sport equipment dealers, textile merchants, tailors, undertakers, upholsterers, video dealers, victuallers, warehousemen, welders, wine and spirit merchants, and zoo-keepers, and to carry on all or any of the said businesses, either together as one business or as separate businesses, in any part of the world.

- (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 purpose 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 persons, firms or company carrying 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 institution calculated to benefit employees or ex-employees of the Company, or as 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 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, stocks or securities of any other company formed or to be formed.
- (O) To promote or assist in or contact with any person or company for the promotions 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 formed or promoted by the Company.
- (Q) To remunerate any persons, 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 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 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-clause hereof and that none of the objects mentioned in any other sub-clause shall be deemed to be merely subsidiary to the objects mentioned in another sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is one thousand Pounds divided into one thousand Ordinary shares of one Pound 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 of 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 provision for 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 and Addresses of Subscribers	Number of Shares taken by each Subscriber
1. MARGARET WANJIRU 18 HANOVER SQUARE LONDON W1S 1HX	500
2. M/S MARY GREY 18 HANOVER SQUARE LONDON LONDON W1S 1HX ENGLAND	500
Total Shares taken	1000

DATED this 8th day of January 2007



The Companies Acts 1985 - 1989

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

CORNERSTONE INTERNATIONAL LTD

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PRELIMINARY

- (1) Subject as hereinafter provided the regulation 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 ú1000 divided into 1000 shares of ú1 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 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 thereof 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 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 powers, discretions and authorities vested in the Directors, and Regulations 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 reasons 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 1985.

#### Names and addresses of Subscriber(s)

- 1. MARGARET WANJIRU  
18 HANOVER SQUARE LONDON W1S 1HX
- 2. M/S MARY GREY  
18 HANOVER SQUARE LONDON LONDON W1S 1HX ENGLAND

DATED this 8th day of January 2007