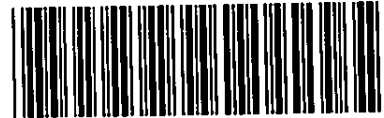


WEDNESDAY



\*A11ALSIY\*

A18

25/01/2012

#118

COMPANIES HOUSE

Company Number 06198693

**SODA STUDIOS LIMITED**  
(the "Company")

**WRITTEN RESOLUTION**

Passed 23 JANUARY 2012

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, we, being the only members of the Company who at the date of this written resolution are entitled to attend and vote at a general meeting of the Company, hereby signify our agreement to the following resolution as a special resolution, which shall for all purposes be as valid and effective as if passed as a special resolution at a general meeting of the Company duly convened and held

**SPECIAL RESOLUTION**

**THAT** the proposed special article (the "**Special Article**") attached to this resolution be adopted and incorporated into the existing Articles of Association of the Company as article 26

*Please read the notes at the end of this document before signifying your agreement to the resolution*

We, the undersigned, being entitled at the time the resolution was circulated to vote on the resolution, **HEREBY AGREE** to the resolution being passed

**Member**

**Date**

**Signature**

Investland Limited

23 JANUARY 2012

**NOTES**

- 1 If you agree with the resolution, please indicate your agreement by signing and dating the document where indicated above and returning it to the Company by hand, post or email by 31 JANUARY 2012
- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement

## SPECIAL ARTICLE

26 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles)

26 1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

26 1 1 is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or

26 1 2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

26 1 3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

26 2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in 26 1 above)

- 26 3 The lien set out in article 5, shall not apply to shares held by a Secured Institution  
(as defined in 26 1 above)
- 26 4 Any variation of this Special Article shall be deemed to be a variation of the rights of  
each class of share in the capital of the Company

**SODA STUDIOS LIMITED**  
(the "Company")

Minutes of a meeting of the board of directors of the Company held at 42 Lytton Road, London  
EN5 5BY on 23 JANUARY 2012 at 10 40 a m /p-m

PRESENT	NAME	POSITION
	Yehuda Ambalo	Director and Secretary
	Joseph Gerrard	Director
	Michael Gerrard	Director

**1 CHAIRMAN**

JOSEPH GERRARD was appointed chairman of the meeting and chaired the meeting throughout

**2 NOTICE AND QUORUM**

The chairman reported that due notice of the meeting had been given to all directors and that a quorum was present Accordingly, the chairman declared the meeting open

**3 DECLARATIONS OF INTEREST**

3 1 Each director present declared the nature and extent of their interest in the proposed business to be considered at the meeting in accordance with section 177 of the Companies Act 2006 and the Company's Articles of Association

3 2 It was noted that, notwithstanding their declared interests, the directors were entitled to vote and count in the quorum of the meeting

**4 BUSINESS OF THE MEETING**

The chairman reported that the business of the meeting was to consider and, if deemed fit, to approve the document relating to the proposed adoption of a special article to be incorporated into the existing Articles of Association of the Company as article 26 (the **Special Article**) to deal with the dis-application of pre-emption rights, the directors' discretion to refuse to register a transfer of shares and liens

**5 WRITTEN RESOLUTION AND NEW ARTICLES**

5 1 There was produced to the meeting a written resolution (**Written Resolution**) to adopt the Special Article for incorporation into the Company's existing Articles of Association

5 2 The directors carefully considered the Written Resolution and Special Article.

5 3 **IT WAS RESOLVED THAT** the Written Resolution be approved and be circulated to the members of the Company for signature forthwith

5 4 The meeting briefly adjourned to enable the Written Resolution to be circulated to the members of the Company

5 5 Upon reconvening it was declared that the Written Resolution had been signed by the requisite number of members for it to be passed

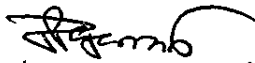
5 6 **IT WAS RESOLVED THAT** the Articles of Association of the Company be amended to include the Special Article

**6. FILING**

The chairman requested that the Company make all necessary and appropriate entries in the books and registers of the Company and to arrange for the updated Articles of Association to be filed at Companies House

**7 CLOSE**

There was no further business and the chairman declared the meeting closed



Chairman

Memorandum & Articles of Association  
Of  
SODA STUDIOS LIMITED

A handwritten signature in black ink, appearing to read 'S. J. Green', is positioned to the right of the version number.

Version 4.0 EF

THE COMPANIES ACT 1985 – 1989  
PRIVATE COMPANY LIMITED BY SHARES

COMPANY NO  
INCORPORATED

## **Memorandum of Association Of SODA STUDIOS LIMITED**

1. The name of the Company is **SODA STUDIOS LIMITED**.
2. The registered office of the Company will be situated in England
- 3 The objects for which the Company is established are:-
  - (a) To carry on business as a general commercial company.
  - (b) To carry on any other business which may in the opinion of the Board of Directors be advantageously carried on by the Company.
  - (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrender of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects; and to erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
  - (d) 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
  - (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
  - (f) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company

- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person (including but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within, in each case, the meaning of Section 736 and Section 736(A) of the Companies Act 1985 (the "Act") as amended by the Companies Act 1989, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.
- (l) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of, any other company or corporation.
- (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (o) To promote, or aid in the promotion of, any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company
- (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such persons



- (q) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for, or make payments to, or for the benefit of, Directors and ex-Directors of the Company or their dependants or connections
- (r) To distribute any property of the Company in specie among the Members
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained 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 with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

The subscriber to this Memorandum of Association, wishes to be formed into a Company pursuant to this Memorandum, and agrees to take the number of Shares shown opposite the subscriber's name

<b>SUBSCRIBER</b>	<b>NUMBER OF SHARES</b>
AT Directors Limited Solo House The courtyard London Road Horsham West Sussex RH12 1AT	1

DATED: 02/04/2007



THE COMPANIES ACT 1985-1989  
PRIVATE COMPANY LIMITED BY SHARES

Articles of Association  
Of  
SODA STUDIOS LIMITED  
(AS AMENDED BY SPECIAL RESOLUTION ON 23 January 2012)

*Preliminary*

1

- (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies Act (Tables A to F) (Amendment) Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment or any statutory re-enactment thereof

*Private Company*

- 2 The Company is a private company within the meaning of the Companies Act 1985

*Allotment of Shares*

- 3 The Directors of the Company are generally authorised for the purposes of Section 80 of the Act to allot, grant options over or otherwise deal with or dispose of the original shares in the capital of the Company at the date of its incorporation to such persons at such times and on such conditions as they think fit, subject to the provisions of that Section and Article 4 hereof and provided that no shares shall be issued at a discount. In accordance with Section 91 of the Act Sections 89(1) and 90(1) to 90(6) of the Act shall not apply to the Company
- 4 The general authority conferred on the Directors by regulation 3 of these Articles shall extend to all relevant securities (as defined by Section 80 of the Act) in the capital of the Company at the date of its incorporation during the period of five years from the date upon which the Company was incorporated by the Directors may, after the authority has expired, allot any shares in pursuance of an offer or agreement so to do made by the Company before the authority expired. The authority may be renewed varied or revoked by the Company in General Meeting

*Shares*

- 5 The Company shall have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or 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. Regulation 8 in Table A shall be modified accordingly.

6. 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 Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment "
7. Regulation 3 in Table A shall not apply to the Company and subject to the provisions of Chapter VII of Part V of the Act the Company may:-
  - (a) with the sanction of an Ordinary Resolution issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder.
  - (b) purchase its own shares (including any redeemable shares).
  - (c) make a payment in respect of the redemption or purchase, under Sections 159, 160 or 162 of the Act and the relevant power (a) or (b) above, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by Sections 170, 171 and 172 of the Act.

#### *Transfer of Shares*

8.
  - (a) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and Regulation 24 in Table A shall not apply to the Company.
  - (b) Regulation 8(a) of these Articles shall not apply to any transfer to a person who is already a Member of the Company
9. Subject to Regulation 8 of these Articles, a Subscriber to the Memorandum of Association of the Company may freely transfer his share to any person firm or company.
10. A Member (other than a Subscriber to the Memorandum of Association of the Company) who desires to transfer shares to a person who is not already a Member of the Company shall give notice of such intention to the Directors of the Company giving particulars of the shares in question. 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 all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.
11. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof

### *General Meetings and Resolutions*

12. Every notice convening a General Meeting shall comply with the provisions of Section 372 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 Auditor for the time being of the Company.
13. Regulation 40 in Table A shall be read and construed as if the words, "unless the Company has only one Member in which case one Member present in person or by proxy shall be a quorum" were added at the end.
14. Regulation 41 in Table A shall be read and construed as if the words, "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved" were added at the end
15. In addition to the requirements of Regulation 100 of Table A, the Directors shall also insert in the minute book of the Company a memorandum of all decisions taken by a sole Member when the Company has only one Member which may have been taken by the Company in General Meeting and which have effect as if agreed in General Meeting.

### *Directors*

16. (a) The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10 of the Act.
- (b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have the authority to exercise all the powers and discretions conferred by Table A or these Articles and expressed to be vested in the Directors generally and Regulation 89 in Table A shall be modified accordingly.
- (c) Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate class meeting of the holders of any class of shares of the Company
- (d) Regulation 64 in Table A shall not apply to the Company

### *Alternate Directors*

17. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an Officer of the Company and shall not be deemed to be an agent of his appointor. Regulation 66 in

Table A shall be modified accordingly.

- (b) A Director or any other person may act as an alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors, or 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

#### *Borrowing Powers*

- 18. The Directors may exercise all the powers of the Company to borrow money without limit as to the amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and, subject (in the case of any security convertible into shares) to Sections 80 and 380 of the Act 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.

#### *Proceedings of Directors*

- 19. Subject to the provisions of Section 317 of the Act, Regulation 94 in Table A shall not apply to the Company and 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 present at any meeting when any such contract or arrangement is under consideration.
- 20. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meeting
- 21. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

#### *Disqualification of Directors*

- 22. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

#### *Rotation of Directors*

- 23. The Directors shall not be required to retire by rotation nor shall the Directors or any of them be required to retire from office at the first annual general meeting and Table A shall be modified accordingly

### *The Seal*

- 24 If the Company has a seal it shall be used only with the authority of the Directors or of a committee of the 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 a Director and by the Secretary or by a second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

### *Indemnity*

25

- (a) Regulation 118 in Table A shall not apply to the Company. Every Director or other officer of 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 and discharge 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 Sections 144 or 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 hereto. 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 at the expense of the Company an insurance policy for any Director (including an alternate Director), Officer or Auditor of the Company against any such liability as is referred to in Section 310(1) of the Act.

### *Special Article*

- 26 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles)
- 26.1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer
- 26.1.1 is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or
- 26.1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

26 1 3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

26 2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in 26 1 above).

26 3 The lien set out in article 5, shall not apply to shares held by a Secured Institution (as defined in 26.1 above)

26 4 Any variation of this Special Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company



**NAMES AND ADDRESSES OF SUBSCRIBERS**

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AT Directors Limited  
Solo House  
The courtyard  
London Road  
Horsham  
West Sussex  
RH12 1AT

Dated 02/04/2007