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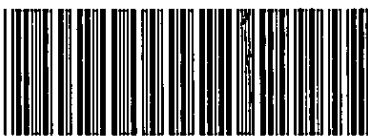
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 6240308

The Registrar of Companies for England and Wales hereby certifies that
MARINE AND AVIATION 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 8th May 2007



N06240308A



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

CHWP000

Declaration on application for registration

Company Name in full

MARINE AND AVIATION LIMITED

I, AMANDA DANIEL

of 69 HAYFIELD ROAD, ORPINGTON, KENT BR5 2DL

† 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

A. Daniel

Declared at

DOWNE HOUSE, 303 HIGH STREET, ORPINGTON, KENT BR6 0NJ

Day Month Year

On 2 6 0 4 2 0 0 7

• Please print name

T.G. BAYNES
DOWNE HOUSE
303 HIGH STREET
ORPINGTON
KENT BR6 0NJ

before me •

V.A. M. ALIFFE

Signed

V.A. M. ALIFFE

Date

26/4/07

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

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.

D D SEARCH AGENCY

69 HAYFIELD ROAD, ORPINGTON, KENT BR5 2DL

Tel 01689 822877

DX number N/A

DX exchange



A31

ATM76P2T
27/04/2007
COMPANIES HOUSE

146

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

FRIDAY



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

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

Company Name in full

MARINE AND AVIATION LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

69 HAYFIELD ROAD

Post town

ORPINGTON

County / Region

KENT

Postcode

BR5 2DL

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

D D SEARCH AGENCY

Address

69 HAYFIELD ROAD

Post town

ORPINGTON

County / Region

KENT

Postcode

BR5 2DL

Number of continuation sheets attached

You do not have to give any contact
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DX number N/A

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FRIDAY



A31

ATM75P2S

27/04/2007

147

COMPANIES HOUSE

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or

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for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name		MARINE AND AVIATION LIMITED	
NAME	*Style / Title	MRS	*Honours etc
Forename(s)		AMANDA	
Surname		DANIEL	
Previous forename(s)			
Previous surname(s)			
Address ^{††}		69 HAYFIELD ROAD	
Post town		ORPINGTON	
County / Region		KENT	Postcode BR5 2DL
Country		UK	
I consent to act as secretary of the company named on page 1			
Consent signature		A. Daniel	Date 26/04/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc
Forename(s)		DONALD	
Surname		DANIEL	
Previous forename(s)			
Previous surname(s)			
Address ^{††}		69 HAYFIELD ROAD	
Post town		ORPINGTON	
County / Region		KENT	Postcode BR5 2DL
Country		UK	
Day Month Year			
Date of birth		2 7 0 3 1 9 5 2	Nationality BRITISH
Business occupation		LAW AGENT	
Other directorships		N/A	
I consent to act as director of the company named on page 1			
Consent signature		D. Daniel	Date 26/4/07

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title			*Honours etc		
* Voluntary details		Forename(s)				
		Surname				
		Previous forename(s)				
		Previous surname(s)				
Address ^{††}						
^{††} 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.						
		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).

Signed

D Daniel

Date

26/4/07

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

1000
1

CoNb 6240308

THE COMPANIES ACT 1985



000244/20

12365

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

MARINE AND AVIATION LIMITED



1. The Company's name is "MARINE AND AVIATION LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) To undertake the servicing maintenance repair refuelling and general care of aircraft of all kinds proprietors of flying schools and clubs airports and landing strips of all kinds suppliers of simulators and other flying and aviation education equipment to carry on all or any of the businesses of aircraft engineers and consultants exporters buyers sellers agents brokers hirers letters on hire of dealers proprietors and operators of aircraft of every description manufacturers importers exporters agents for the sale of and dealers in aeronautical equipment devices accessories and supplies of all kinds of aeronautical electrical electronic motor computer and general engineers and contractors haulage and transport contractors shipping forwarding and general freight agents general carriers and transporters by air land and sea of passengers livestock materials goods wares produce and merchandise of every description proprietors and operators of clubs hotels restaurants licensed premises and other places of entertainment and amusement catering contractors insurance and mortgage brokers financial consultants and agents bill discounters proprietors of bureaux de change merchant bankers business developers and general factors merchants agents and traders
 - (B) To carry on any other trade or business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to the other objects of the Company.
 - (C) To purchase, sell, exchange, improve, rent, let on lease, hire, surrender, license, accept surrenders of and otherwise acquire, deal with and hold any estate or interest in any lands, buildings, easement, rights, privileges, or other property, chattels and effects or any interest or right in relation thereto.

(D) To erect, pull down, repair, alter, develop, construct, lay down, enlarge, maintain or otherwise deal with any buildings, factories, stores, shops, plant and machinery, road, railways, tramways, sidings, bridges, reservoirs and works necessary

or convenient for the Company's business and to contribute to the performance of any of the above.

(E) To purchase or otherwise acquire all or any part of the business or assets or any person, firm or company, carrying on or formed to carry on any business which the company is authorised to carry on or possessed of property of any description suitable to the purpose of the Company, and to pay cash or to issue any shares, stocks, debentures, or debenture stock of the 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.

(F) To apply for, purchase or otherwise acquire and hold or deal in any manner with any patents, licences, concessions, secret processes or other property which may seem to the Company capable of being dealt with by or to be beneficial or convenient to the pursuit of any trade or business of the Company and to grant rights and interests thereof.

(G) To sell, improve, let, licence, develop, manage, turn to account, exchange, grant royalty, share of profits or otherwise, grant easement and other rights in and over and in any other manner deal with or dispose of the undertaking or any part thereof and all or any of the property and assets for the time being of the Company on such terms and for such consideration as the Company may approve.

(H) 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 from time to time be determined.

(I) To lend money to any person, firm or company upon such terms and with or without security and subject to such conditions as may from time to time be determined.

(J) To give all kinds of indemnities either with or without the Company receiving any consideration or advantage and to guarantee the payment of the capital or principal (together with any premium) of any debentures, debenture stock, bonds, mortgages, charges, obligations, dividends, securities, moneys or shares or interest thereon, or the performance of any contracts or engagements of any person, firm or company.

(K) To borrow or raise or secure the payment of money in such manner as shall from time to time be determined for the purposes of or in connection with the Company's trade or business and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's undertaking or property and by reissuing any debenture at any time paid off, and by becoming a member of any building society.

(L) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either, permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances.

(M) 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 other persons, firms, or companies having dealings with the Company or in whose business or undertakings the Company is interested whether directly or indirectly.

(N) To pay for any property or rights of any description acquired by the Company either in cash, by instalments, or otherwise, of fully or partly paid-up shares, either with or without preferred or deferred or other special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly, in one way and partly in another, and generally on such terms as the Company may determine.

(O) To accept payment for any property or rights of any description sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company, either with or without preferred or deferred or other special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or debenture stock, mortgages or other securities of any company or companies, or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(P) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable instruments.

(Q) To purchase, subscribe for, or otherwise acquire and hold shares, stocks, debentures, debenture stock or other interest in or obligations or any other company or corporation.

(R) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which the Company is authorised to carry on.

(S) To establish or promote or join or assist in establishing or promoting any other company or companies for the purpose of acquiring all or any of the assets and liabilities of the Company or for any other purpose the promotion of which shall be in any manner calculated or appear to the Company to advance directly or indirectly the objects or interests of the Company.

(T) To amalgamate with any other company or companies whose objects are or include objects similar to those of the Company or any of them, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company or companies as aforesaid, with or without winding up by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of the or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(U) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any person, firm or company whose objects are or include objects similar to those of the Company or any of them.

(V) To establish, support and maintain and to aid and procure the establishment, support and maintenance of any non-contributory or contributory pension or superannuation funds or other trust funds or funds calculated to benefit, and give or procure the giving of donations, gratuities, pensions, allowances, or enrolments to any persons who are or were at anytime employed by or in the service of the Company (including any Director holding a salaried office or employment in the Company) or of any other company which is for the time being the Company's holding company, or a subsidiary of the Company (as defined by s.736 of the Companies Act 1985) or the families and dependants of such persons, and subsidise or subscribe to any institution, association, clubs or funds calculated to be for the benefit of or to advance interests and well-being of the Company or of any such other companies or persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid.

(W) To subscribe or guarantee money for or organise, assist any national, local, charitable, benevolent, public, general or useful object, or for any exhibition or for any purpose which may appear to further, whether directly or indirectly, the objects of the Company or the interests of its members or employees.

(X) To pay out of the funds of the Company all costs and expenses of and incidental to the formation and registration of the company and the issue of its capital and debentures including brokerage and commission, and to remunerate any person, firm 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.

(Y) 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 families, dependants and connections.

(Z) To distribute among the members in specie any property of the Company, or any proceed of sale or disposal of any property of the Company.

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

(BB) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is declared that the foregoing objects of the Company shall be separate and distinct objects of the Company, and none of the said objects shall be deemed to be subsidiary to or limited in any way by any other object or objects.

4. The liability of the members is limited.

5. The Company's share capital is £1000 divided into 1000 shares of £1.00 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

NAME AND ADDRESS OF SUBSCRIBER

Number of Shares taken
by the Subscriber

DONALD DANIEL

69 HAYFIELD ROAD
ORPINGTON
KENT BR5 2DL

D Daniel

ONE

TOTAL SHARES TAKEN

ONE

DATED the 26th day of April 2007

Witness to the above Signatures

A. Daniel

AMANDA DANIEL

69 HAYFIELD ROAD
ORPINGTON
KENT BR5 2DL

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MARINE AND AVIATION LIMITED

PRELIMINARY

1.(1) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby, and such Regulations save as so excluded or varied together with the Articles hereinafter contained shall be the Articles of Association of the Company.

(2) The following Regulations of Table A shall not apply to the Company, namely Regulations 3, 41, 46, 48, 64, 67, 73, 74, 75, 80, 94 to 97 and 101.

INTERPRETATION

2. The provisions as to the interpretation of Table A contained in Regulation 1 thereof shall apply to the interpretation of these Articles as they apply to the interpretation of Table A.

PRIVATE COMPANY

3. The Company is a private company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to allot any of such shares or debentures being offered for sale to the public, and sections 58(3), 59, and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.

4.(1) All unissued shares of the Company, whether forming part of the original or any increased capital shall be under the control of the Directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons including any Directors of the Company, at such times and on such terms and generally in such manner as they think fit;

(2) The Directors are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in Section 80 of the Act and are empowered to make offers or agreements which would or might require relevant securities as so defined to be allotted after the expiry of such authority;

(3) Unless and until the authority conferred by (2) above is revoked, renewed or varied,

(a) the maximum amount or relevant securities as so defined that may be allotted under such authority shall be the amount of unissued relevant securities in the capital of the Company at the date of incorporation of the Company.

(b) such authority shall expire on the fifth anniversary of the date of incorporation of the Company.

REDEMPTION OF SHARES

5. Subject to the provisions of the act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before the issue thereof.

LIEN

6. The lien conferred by Regulation 8 of Table A shall also attach to;

(a) fully paid shares;

(b) 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.

TRANSFER OF SHARES

7. 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; and Clause 24 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

8.(1) If the quorum prescribed by regulation 40 of Table A is not present within half an hour from the time appointed for the meeting the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine.

(2) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall be a quorum.

9.(1) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.

(2) A poll may be demanded:-

- (a) by the Chairman; or
- (b) by the member (present in person or by proxy) having the right to attend and vote at the meeting; or
- (c) by duly authorised representative of a corporation.

(3) The demand for a poll may, before the poll is taken, be withdrawn.

(4) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.

10. A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a Special Resolution or an extraordinary resolution shall have effect accordingly.

VOTES OF MEMBERS

11. There shall be inserted the words "Unless the Directors otherwise determine" before the words "No member shall" in Regulation 57 of Table A which shall be modified accordingly in its application to the Company.

12.(1) The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may;-

(a) be deposited at the office or at such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting; or

(b) notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting be deposited with the Chairman 30 minutes before the commencement of the meeting or adjourned meeting and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

(2) Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.

NUMBER OF DIRECTORS

13.(1) The number of Directors shall be not more than seven but need not exceed one.

(2) If so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A.

ALTERNATE DIRECTORS

14. An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

POWERS OF DIRECTORS

15. In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertakings and property of the Company including the 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.

PROCEEDING OF DIRECTORS

16. The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 89 of Table A in its application to the Company.

17. For the purposes of Regulation 93 of Table A, the consent of a Director or an alternate Director to a resolution may also be given by giving notice of his approval to the Company by letter, telex, cable or other similar means.

18. If the Company has a seal it shall only be used with the authority of the directors or of a committee of 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 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 of Table A shall not apply to the Company.

19. 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.

INDEMNITY

20. In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him, as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

NAME AND ADDRESS OF SUBSCRIBER

DONALD DANIEL

69 HAYFIELD ROAD
ORPINGTON
KENT BR5 2DL

D Daniel

DATED the 26th day of April 2007

Witness to the above Signatures

AMANDA DANIEL

69 HAYFIELD ROAD
ORPINGTON
KENT BR5 2DL

A. Daniel.