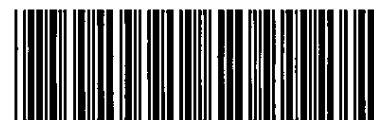


THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

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COMPANIES HOUSE

MEMORANDUM OF ASSOCIATION

OF

TAYLOR & GARNER LIMITED

- 1 The name of the company is **TAYLOR & GARNER LIMITED**
- 2 The Company's Registered Office is to be situated in England and Wales
- 3 The objects of the Company are as follows -

3.1 To carry on as principal or agent, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials, warehousemen, storage contractors, shipping and forwarding agents, dealers in property and estates, property developers, property managers, estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders, scaffolders, contractors, heating and ventilation engineers and contractors, refrigeration engineers, specialists and contractors, decorators, painters, bricklayers, specialist carpenters, shuttering manufacturers and erectors, joiners, public works contractors, plasterers, plumbers, electricians, shop front fitters, builders' and decorators' merchants, civil mechanical, constructional, agricultural, consulting, heating, electrical and general engineers, welders, sheet metal workers, blacksmiths, motor engineers, garage proprietors, car hire service, taxi proprietors and operators, travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors, general engineers, tool makers, booking agents for, and managers of, theatres, cinemas and all other kinds of entertainment's and sporting events, turf and sporting accountants in all their branches, proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors, dealers in foods and provisions of all kinds, wine and spirit merchants, licensed victuallers, butchers, grocers, greengrocers, fishmongers and poultry merchants, farmers, florists, horticulturists, bakers, confectioners, tobacconists, ironmongers, hardware merchants, dealers in plastics of all kinds, antique dealers, furniture manufacturers and dealers, leather and fancy goods dealers, jewellers, radio television and electrical retailers, dealers and repairers, toys, games and sports equipment dealers, photographers and dealers in all kinds of photographic material and equipment, film producers and distributors, textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers, manufacturing and retail chemists, printers, publishers, stationers, advertising and publicity agents, public relations specialists, consultants, business transfer agents and employment agents, computer operators' programmers and dealers, market research specialists, business advisors, mail order specialists, dyers and cleaners, dry cleaners, proprietors of launderettes, excavation and demolition contractors, plant hirers, scrap iron and waste merchants and to act a media, theatrical, music and show business agents and to carry on all or any other of the said businesses, and provide services in connection therewith, either together as one or as separate and distinct businesses, in any part of the world

3 2 To purchase take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any land, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real or personal property of any kind

3 3 To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, copyrights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or development which may seem to the Company 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, to use, exercise, develop, grant licences in respect of or otherwise turn to account any of the same and with a view to the working and development of the same to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects

3 4 To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue

3 5 To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company

3 6 To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights

3 7 To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for any of the purposes of the Company

3 8 To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for cash or shares, debentures or securities of any other company

3 9 To construct, erect, maintain, alter, replace or remove any buildings works, offices, erections, plant, machinery tools, or equipment as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects

3 10 To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world

3 11 To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds

3 12 To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock, mortgages or charges, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance

3 13 To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or subsidiary of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business

3 14 To grant indemnities of every description and to undertake obligations of every description

3 15 To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments and to receive money or loans

3 16 To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business

3 17 To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividends or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine

3 18 To accept payment for any property or rights 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 or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine

3 19 To remunerate any person for rendering services for and on behalf of this Company whether in cash, the allotment of shares or otherwise

3 20 To make loans or donations to such person and in such cases (and in the case of loans either of cash or of other assets) as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient

3 21 To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company 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

3 22 To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any company and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security as the Company may think fit

3 23 To amalgamate with any other company whose objects are or include objects similar to those of the Company and on any terms whatsoever

3 24 To procure the Company to be registered or recognised in any country or place abroad

3 25 To obtain any provisional or other order or Act of Parliament of England and Wales or of the legislature of any other State for enabling the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests

3 26 To appoint any person or person, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, manager, secretaries, contractors or in similar capacity, and in relation thereto to issue Powers of Attorney whether general or specific

3 27 To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance

3 28 To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons, to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment, or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business, to institute and maintain any institution, association, society, club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such persons, to join, participate in and subsidise or assist any association of employers or employees or any trade association, and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition, the said persons are any persons who are or were at any time in the employment or service of the Company or of any company which is for the time being the holding company or a subsidiary of the Company or of the Company's holding company or is otherwise associated with the Company in its business or who are or were at any time Directors or officers of the Company or of such other company as aforesaid, and holding or who held any salaried employment or office in the Company, and the wives, widows, families or dependants of any such persons

3 29 To purchase and maintain for any officer of the Company any insurance policy indemnifying such officer against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may be lawfully insured against

3 30 To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangement and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company

3 31 To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others

3 32 To open and operate banking accounts anywhere in the world

3 33 To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them

It is hereby declared that

(a) the word "company" in this Clause, except where used in reference to the Company, 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 whether now existing or hereafter to be formed, and

(b) the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation should be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by application of the ejusdem generis rule or by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company, none of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company

4 The liability of the Members is limited

5 The Company's share capital is £1,000,000 divided into 500,000 "A" Ordinary shares of £1 each and 500,000 "B" Ordinary shares of £1 each

We, the persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we agree to take the number of shares in the capital of the Company set opposite our respective names

NAMES , ADDRESSES AND DESCRIPTIONS OF
THE SUBSCRIBERS

Number of Shares taken
by each subscriber

Appleton Directors Limited
186 Hammersmith Road
London
W6 7DJ

Two "A" Ordinary shares

Authorised Signatory
Appleton Directors Limited
Company Director



TOTAL SHARES TAKEN -

Two "A" Ordinary shares

DATED THIS 1st November 2007.

WITNESS to the above Signatures -

Nicole Louw
186 Hammersmith Road
London W6 7DJ



Consultant

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TAYLOR & GARNER LIMITED

PRELIMINARY

1 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by S I 2007/254 (hereinafter referred to as "Table A"), subject to the additions, exclusions and modifications hereinafter expressed shall constitute the Articles of Association of the Company

1 2 In these Articles "The Act" means the Companies Act 1985 as amended

SHARE CAPITAL

2 The Directors of the Company may (subject to regulations 3 and 4 (1) below and section 80 of the Act allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) in the Company on such terms and conditions and in such manner as they think proper

3 The Directors of the Company are generally and unconditionally authorised during the period of five years from the date of incorporation of the Company to allot, grant rights to subscribe for or convert securities into shares in relation to the original shares in the authorised share capital of the Company to such persons at such times and on such terms and conditions as they think fit, subject to the provisions of section 80 of the Act

4 1 Subject to any direction to the contrary that may be given by Special Resolution by the Company in General Meeting, any shares which do not comprise the original authorised share capital of the Company shall, before they are issued, be offered to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the Member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the Member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of this paragraph shall have effect only insofar as they are not inconsistent with section 80 of the Act

4 2 In accordance with section 91(1) of the act, section 89(1) and sections 90(1) to (6) (inclusive) of the Act shall not apply to the Company

TRANSFER OF SHARES

5 The Directors may, in their absolute discretion, decline to register the transfers of a share whether or not it be a fully paid share, and no reason for the refusal to register the aforementioned transfer need be given by the Directors. The first sentence of regulation 24 of Table A shall not apply to the Company

SHARE WARRANTS

6 1 The Company may issue share warrants (as defined in Section 188 of the Act) to bearer under the Company's seal in place of fully paid shares and the share warrant shall rank for all purposes as if they were fully paid shares and their holder shall have rights as if he were a Member including, without prejudice to the foregoing, the rights to attend and vote at general Meetings and to participate in dividends

6 2 Share warrants shall be transferable by delivery and, if the shares comprising them are denominated in a currency other than sterling, shall not be chargeable to stamp duty in accordance with Section 30 of the Finance Act 1967

6 3 The holder of a share warrant may surrender it to the Company at any time and, on surrender, shall be entitled to be entered in the Register of the Members in respect of the shares comprised in the warrant in the name and address which shall be supplied by him to the Company. For such time as a share warrant to bearer is outstanding, the holder for the time being may notify a name and UK address for service to the Company, and the Company shall send notice of Meetings *et al* to that address as if he were a Member. In the absence of such notification, the Company need not dispatch notices *et al* to holder, but this shall not prejudice his right to attend and vote at Meetings, participate in dividends (which the Company shall hold in trust for him) or any other right

LIEN

7 1 The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The Company shall also have a first and paramount lien on every share (whether or not it is a fully paid share) standing registered in the name of any Member solely or registered in the names of two or more joint holders for all moneys presently payable by him or his estate to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation

7 2 Regulation 8 of Table A shall not apply to the Company

NOTICE OF GENERAL MEETINGS

8 1 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a Special Resolution or a Resolution appointing a person as a Director shall be called by at least twenty-one clear day's' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed -

(a) in the case of an Annual General Meeting, by the Members entitled to attend and vote thereat, and

(b) in the case of any other Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety five per cent, in nominal value of the shares giving that right

8 2 The notice shall specify the time and the place of the Meeting and in the case of special business only the general nature of the special business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such

8 3 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of the Auditors

8 4 Subject to the provisions of these Articles and to any restrictions imposed on any shares, all notices of and any other communications relating to any General Meetings of the Company or of separate General Meetings of the holders of any class of share capital of the Company shall be given to all Members, to all persons entitled to a share in consequence of the death or bankruptcy of a Member and to the Directors and Auditors of the Company for the time being

8 5 Regulation 38 of Table A shall not apply to the Company

PROCEEDINGS AT GENERAL MEETINGS

9 1 No business shall be transacted at any Meeting unless a quorum is present at the time the Meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum

9 2 If such a quorum 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. If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, such adjourned Meetings shall be dissolved.

9 3 Regulations 40 and 41 of Table A shall not apply to the Company

NUMBER OF DIRECTORS

10 1 Unless otherwise determined by Ordinary Resolution in General Meeting of the Company the number of Director (other than Alternate Directors) shall not be subject to any maximum, and the minimum number of Directors shall be one, a Sole Director may exercise all the authorities and powers which are vested in the Directors by Table A and by these Articles. Regulation 89 of Table A shall be modified accordingly.

10 2 Regulation 64 of Table A shall not apply to the Company

APPOINTMENT OF DIRECTORS

11 The First Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

12 No person shall be appointed a Director at any General Meeting unless

- (i) he is recommended by the Directors, or
- (ii) not less than fourteen nor more than thirty five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed.

13 Subject to Regulation 12 above, the Company may by ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

14 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles as the maximum number of Directors.

15 The Directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

DIRECTORS GRATUITIES AND PENSIONS

16 1 The powers of the company set out in Clause 3 28 of the Memorandum of Association may be exercised by the Directors of the Company.

16 2 Regulation 87 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

17 1 A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

17 2 Regulations 94 to 97 (inclusive) of table A shall not apply to the Company.

SECRETARY

18 The Secretary or Joint-Secretary of the Company shall be named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

NAMES , ADDRESSES AND DESCRIPTIONS OF
THE SUBSCRIBERS

Number of Shares taken
by each subscriber

Appleton Directors Limited
186 Hammersmith Road
London
W6 7DJ

Two "A" Ordinary shares

Authorised Signatory
Appleton Directors Limited
Company Director



TOTAL SHARES TAKEN -

Two "A" Ordinary shares

DATED THIS 1st November 2007.

WITNESS to the above Signatures -

Nicole Louw
186 Hammersmith Road
London W6 7DJ



Consultant