



FILE COPY

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

Company No. 6528141

The Registrar of Companies for England and Wales hereby certifies that

ABSOLUTE VISUAL LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **8th March 2008**



N06528141E



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

100
6528141
TRANSACTION
000030/20

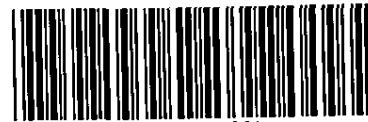
THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF:

Absolute Visual Limited

WEDNESDAY



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COMPANIES HOUSE

- 1 The company's name is Absolute Visual Limited
- 2 The Company's registered office is to be situated in England and Wales
- 3 The object of the Company is to carry on business as a general commercial company and
 - a To do all such things that may be deemed incidental or conducive to the overall objective of the company
 - b To carry out any other such activity that a normal trading company could be ordinarily expected to carry out
- 4 The liability of the members is limited
- 5 The company share capital is £100 divided into 100 shares of £1 each

I/We, the subscriber(s) to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum, and I/we agree to take the number of shares shown opposite my/our name(s)

Name of Subscriber	Address	Signature	Number of shares taken
Paul Vincent Kelly	68 Greenfield Street Bargoed, Mid Glamorgan CF81 8RW		One

Date 05/03/2008

Witness to the above signature

Date 05/03/2008

Name Jenne Davies

Address 40-41 The Parade,
Cardiff,
CF24 3AB

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF:

Absolute Visual Limited

1. PRELIMINARY

- 1 1 The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (S1 1985 No.805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (S1 1985 No. 1052) (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 Articles of Association of the Company.
- 1 2 In these articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision to the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

2 ALLOTMENT OF SHARES

- 2.1 Shares which are comprised in the authorised share capital with which the company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to section 2.4 below) allot, grant options over or otherwise dispose of the same, to such person, on such terms and in such a manner as they think fit.
- 2.2 Shares which are not comprised in the authorised share capital with which the company is incorporated and which the directors propose to issue shall first be offered to the members in the proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in general meeting shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered and limiting a period (not less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such a manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefore than the terms on which they were offered to the members. The foregoing provisions of this Article 2 2 shall have the effect subject to section 80 of the Act.

2.3 In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company

2.4 The directors are generally and unconditionally authorised for the purpose of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution

3. SHARES

3.1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also 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 shall be modified accordingly

3.2 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"

4 GENERAL MEETINGS AND RESOLUTIONS

4.1 Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regards 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 auditors for the time being of the Company

4.2

4.2.1 No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 4.2.2 below, 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.

4.2.2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

4.2.3 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting will be adjourned to the same day in the next week at the same time and the place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefore such adjourned general meeting shall be dissolved

4.2.4 Regulations 40 and 41 in Table A shall not apply to the Company

4 3

4 3 1 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be valid and effectual as if agreed by the Company in general meeting, subject as provided in Article 4.3 3 below.

4 3.2 Any decision taken by a sole member pursuant to Article 4.3.1 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book

4 3 3 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the company in general meeting

4 4 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy Regulation 54 in Table A shall be modified accordingly

4 5 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the instrument for 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 be deposited at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in the case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting

5 APPOINTMENT OF DIRECTORS

5 1 1 Regulation 64 in Table A shall not apply to the Company.

5 1 2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly.

5.2 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company

5.3 No person shall be appointed at any general meeting unless either:-

a) He is recommended by the directors, or

b) Not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed 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 signed by that person of his willingness to be appointed

5 4

5.4 1 Subject to article 5.3 above, the company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director

5 4.2 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 determined in accordance with Article 5 1.2 above as the maximum number of directors and for the time being in force.

5.5 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be director of the Company and such an appointment shall be as effective as if made by the Company in general meeting pursuant to Article 5.4 1 above. For the purpose of this Article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and the younger shall be deemed to have survived the elder

6 BORROWING POWERS

6.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over 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.

7. ALTERNATE DIRECTORS

7.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly.

7.2 A director, or any such person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of 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, but he shall count as only one for the purpose of determining whether a quorum is present.

8. GRATUITIES AND PENSIONS

8.1.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of such powers.

8 1.2 Regulation 87 in Table A shall not apply to the Company.

9 PROCEEDINGS OF DIRECTORS

- 9 1 1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum of the meeting
- 9 1 2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act

10 THE SEAL

- 10 1 If the Company has a seal it shall only be used with the authority of the directors or 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 the secretary or second director. The obligation under regulation 6 of the 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.
- 10.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall vest in the directors.

11 NOTICES

- 11 1 Without prejudice to regulations 112 and 116 inclusive in Table A, the Company may give notice to a member by electronic means provided that -
- 11.1 1 the member has given consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and
- 11 1 2 the electronic means used by the Company enabled the member concerned to read the text of the notice.
- 11.2 A notice given to a member personally or in a form permitted by Article 11 1 above shall be deemed to be given on the earlier of the day on which it was delivered personally and the day that it was despatched by electronic means.
- 11 3 Regulation 115 in Table A shall not apply to a notice delivered personally or in the form permitted by Article 11 1 above.
- 11.4 In the Article "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated

12. INDEMNITY

- 12 1 Every director or other officer or auditor 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 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, or in connection with any application under section 144 or section 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 thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 310 of the Act
- 12 2 The directors have the power to purchase and maintain for any director, officer or auditor of the company insurance against such liability as is referred to in section 310(1) of the Act
- 12 3 Regulation 118 in Table A shall not apply to the Company.

13 TRANSFER OF SHARES

- 13 1 The directors may, in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in the Table A shall not apply to the Company.

Name(s) and address(es) of Subscriber(s)

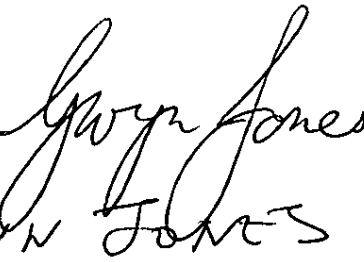
Paul Vincent Kelly
68 Greenfield Street
Bargoed
Mid Glamorgan
CF81 8RW

Signature



Date: 04/03/2008

Witness to the above signature(s)



Date 04/03/2008

Print Name Gwyn Jones

Address:
23 Meadow Close
Pengam
Blackwood
Gwent
NP12 3RB



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

ABSOLUTE VISUAL LIMITED

I, PAUL VINCENT KELLY

of 68 GREENFIELD STREET, BARGOED, MID GLAM, CF81 9RW

† 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

Paul V Kelly

Declared at

51. THE PARADE CARDIFF CF24 3AB

Day Month Year

On

05 03 2008

● Please print name

before me ●

JONATHAN JAMES MORIEN ARTER

Signed

Jonathan J M Arter

Date

5. 3. 08

† 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

PAUL KELLY

68 GREENFIELD STREET, BARGOED

MID GLAM

Tel 07816 785867

DX number

DX exchange

Companies House receipt date barcode

This form has been provided free of charge
by Companies House

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House
for the record

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

ABSOLUTE VISUAL LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

68 GREENFIELD STREET

Post town

BARGOED

County / Region

MID GLAM

Postcode

CF81 8RW

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

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

PAUL KELLY

68 GREENFIELD STREET, BARGOED

MID GLAM

Tel 07816 785 867

DX number

DX exchange

Companies House receipt date barcode
**This form has been provided free of charge
by Companies House**

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

Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	MR	*Honours etc
Forename(s)		IAN	
Surname		LEWIS	
Previous forename(s)		—	
Previous surname(s)		—	
Address ^{††}		26 David street	
Post town		Blackwood	
County / Region		GWENT	Postcode NP12 1AP
Country		WALES	

☐ ^{††} 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

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

Consent signature

[Signature]

Date

04/03/08

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc
Forename(s)		PAUL VINCENT	
Surname		KELLY	
Previous forename(s)		—	
Previous surname(s)		—	
Address ^{††}		68 GREENFIELD STREET	
Post town		BARGOED	
County / Region		MID GLAM	Postcode CF81 8RW
Country			

☐ ^{††} 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

Day Month Year

Date of birth

07/06/1981

Nationality

IRISH

Business occupation

COMPANY DIRECTOR

Other directorships

—

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

Consent signature

[Signature]

Date

04/03/08

(see notes 1-5)

Please list directors in alphabetical order

†† 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

[illegible]