

File Copy



CERTIFICATE OF INCORPORATION OF A PUBLIC LIMITED COMPANY

Company No. 06549823

The Registrar of Companies for England and Wales hereby certifies that
ABBABEEL INTERNATIONAL PLC

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

Given at Companies House on 31st March 2008



N06549823O



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— for the record —

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

Company number

6549823

Company name

ABBABEEL INTERNATIONAL PLC

I,

CREDITREFORM (DIRECTORS) LIMITED

of

**4 PARK ROAD
MOSELEY
BIRMINGHAM
WEST MIDLANDS
B13 8AB**

a

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

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

Statement:

I hereby state that all the requirements of the
Companies Act 1985 in respect of the registration of
the above company and of matters precedent and
incidental to it have been complied with.

Confirmation of electronic delivery of information

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

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



Companies House
— for the record —

10(ef)

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

Received for filing in Electronic Format on the: **28/03/2008**



XQ8KRYEI

*Company Name
in full:* **ABBABEEL INTERNATIONAL PLC**

*Proposed Registered
Office:* **175/177 BOROUGH HIGH STREET
LONDON
GREATER LONDON
SE1 1HR**

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

Agent's Name: **VIKKI STEWARD**
Agent's Address: **4 PARK ROAD
MOSELEY
BIRMINGHAM
WEST MIDLANDS
B13 8AB**

Company Secretary

Name **CREDITREFORM (SECRETARIES) LIMITED**

Address: **4 PARK ROAD
MOSELEY
BIRMINGHAM
B13 8AB**

Consented to Act: **Y** *Date authorised* **31/03/2008** *Authenticated:* **YES**

Director 1:

Name **CREDITREFORM (DIRECTORS) LIMITED**

Address: **4 PARK ROAD
MOSELEY
BIRMINGHAM
WEST MIDLANDS
B13 8AB**

Consented to Act: **Y** *Date Authorised:* **31/03/2008** *Authenticated:* **YES**

Director 2:

Name **CREDITREFORM (SECRETARIES) LIMITED**

Address: **4 PARK ROAD
MOSELEY
BIRMINGHAM
B13 8AB**

Consented to Act: **Y** *Date Authorised:* **31/03/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent** *Date Authorised:* **27/03/2008** *Authenticated:* **Yes**

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
ABBABEEL INTERNATIONAL PLC
REGISTERED NUMBER
INCORPORATED

MEMORANDUM AND
ARTICLES OF ASSOCIATION

CREDITREFORM (UK) LTD
4 Park Road
Moseley
Birmingham
B13 8AB
TEL: 0121 442 5330
FAX: 0121 442 5340

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
of
ABBABEEL INTERNATIONAL PLC

1. The Company's name is ABBABEEL INTERNATIONAL PLC.
2. The company is to be a Public Company.
3. The Company's Registered Office is to be situated in England and Wales.
4. The Company's objects are
 - (1) To carry on any trade or business whatsoever and to do all such things as are incidental or conducive to the carrying on of any trade or business.
 - (2)
 - (a) To raise and borrow money, guarantee support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by section 736 of the Companies Act 1985, (as re-enacted by the Companies Act 1989 or any subsequent re-enactment or amendment thereof) or a subsidiary undertaking or parent undertaking (as defined by section 258 of the Companies Act 1985 or any re-enactment or amendment thereof) of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings;

- (b) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time directors or officers or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which is predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such person as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid;
- (c) To purchase and maintain insurance cover for directors and other officers or auditors of the Company against any liability to the Company or to any other person against any negligence, default, breach of duty or breach of trust;
- (d) To make donations gifts or contributions of any kind to any organisation club society whatsoever; and
- (e) To pay or settle any claims made against the Company whether legally enforceable or not;

and to do any of the foregoing either with or without receiving any payment or other consideration or benefit thereof and either in connection with any other business, activity or transaction or by itself.

(3)

- (a) Each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
- (b) The word “company” in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

5. The liability of the members is limited.

6. The Company’s share capital is £100,000,000 divided into 100,000,000 ordinary shares of £1 each.

I, the subscriber of 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 |
|---|---|
| VIKKI STEWARD 4 Park Road Moseley Birmingham B13 8AB | Five Hundred Thousand |
| STEPHEN DAVID HEMMINGS 4 Park Road Moseley Birmingham B13 8AB | Five Hundred Thousand |

Dated 27/03/2008

THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
ABBABEEL INTERNATIONAL PLC

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) In these Articles the expression “the Act” means the Companies Act 1985 but so that any reference in these Articles to any provision of 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..

ALLOTMENT OF SHARES

2.

- (1) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the Directors who may (subject to section 80 and 89 of the Act to paragraphs (b) and (c) below) 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.
- (2) 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 the period 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 of the Company in General Meeting.

- (3) The Directors are empowered to allot and grant rights to subscribe for or convert securities into shares of the Company pursuant to the authority conferred under paragraph (b) above as if Section 89(1) of the Act did not apply. This power shall enable the Directors so to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company before its expiry.
- (4) Save as authorised by the Act, the Company shall not give whether directly or indirectly, any financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151 of the Act.
- (5) Save as permitted by Section 101(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium.

SHARES

3. 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 clause 18 in Table A of the words “and all expenses that may have been incurred by the Company by reason of such non-payment”.

GENERAL MEETINGS AND RESOLUTIONS

4.

- (1) A notice convening a General Meeting shall be required to specify the general nature of the business to be only in the case of special business and Clause 38 in Table A shall be modified accordingly. 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.
- (2) 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 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 Auditors for the time being of the Company.

5.

- (1) Clause 40 in Table A shall be read and construed as if the words “at the time when the Meeting proceeds to business” were added at the end of the first sentence.
- (2) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and 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 thereof such adjourned General Meeting shall be dissolved.
- (3) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

6.

- (1) Clause 64 in Table A shall not apply to the Company
- (2) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. 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 two.
- (3) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (4) 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.
- (5) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

- (6) 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 paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

7. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and 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.

ALTERNATE DIRECTORS

8.
 - (1) 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 appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
 - (2) A Director, or any such other person as is mentioned in Clause 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.

DISQUALIFICATION OF DIRECTORS

9. The Office of a Director shall be vacated if he becomes incapable by reason of illness or injury or managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.
10.
 - (1) The Directors may exercise the powers of the Company conferred by Clause 4(2) of the memorandum of Association of the Company and shall be entitled to retail any benefits received by them or any of them by reason of the exercise of any such powers.

- (2) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

11.

- (1) A Director may vote, at any meeting of the Directors 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 as aforesaid 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 present at the meeting.
- (2) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

12.

- (1) 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 of the duties of his office or otherwise in relation thereto, including any liability incurred by him 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 Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or any 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.
- (2) Clause 118 in Table A shall not apply to the Company.

NAME AND ADDRESS
OF SUBSCRIBERS

VIKKI STEWARD
4 Park Road
Moseley
Birmingham
B13 8AB

STEPHEN DAVID HEMMINGS
4 Park Road
Moseley
Birmingham
B13 8AB

Dated 27/03/2008