



FILE COPY

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

Company No. 6600456

The Registrar of Companies for England and Wales hereby certifies that

24 GROUP 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 **22nd May 2008**



N06600456E



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

001444/50

The Companies Acts 1985 to 1989

019509

PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

OF

24 GROUP LIMITED



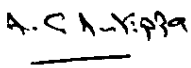
-
- 1 The Company's name is "24 GROUP LIMITED".
 - 2 The Company's registered office is to be situate in England and Wales
 3. The object of the Company is to carry on business as a general commercial company
 - 4 The liability of the Members is limited
 - 5 The Company's capital is £1,000 divided into the following classes of shares as follows
 - (i) 1,000 Ordinary shares of £1 each

I, the Subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum of Association, and I agree to take the number of shares in the capital of the Company as shown opposite my name below

THURSDAY



Name and Address of Subscriber

		Number of Shares taken by the Subscriber
Names and Address of Subscriber	Signature	Ordinary shares
ANGELO GEORGE ANTIPPA 17 Copthall Gardens Twickenham Middlesex TW1 4HH		100
Total number of shares taken		100

Dated this 24th day of January 2006

Witness to the above Signature -

Signature. 

Name BARBARA McDONALD

Address:
19 Copthall Gardens
Twickenham
Middlesex
TW1 4HH

The Companies Acts 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

OF

24 GROUP LIMITED

Preliminary

- 1 (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (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 excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company
- (b) 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 modifications or re-enactment of that provision for the time being in force.

Relevant securities

- 2 (a) The Directors of the Company are generally and unconditionally authorised to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined under Section 80(2) of the Act) of the Company, for a period of five years from the date of incorporation unless renewed, varied or revoked by the Company in general meeting, to such persons and at such times and on such conditions as they think fit

- (b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 3 hereof and shall extend to the amount of authorised share capital of the company upon its incorporation or as subsequently varied and approved by special resolution
3. The Directors shall be entitled under the general authority conferred in paragraph (a) of Article 2 to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority
- 4 At the date of the adoption of these Articles the capital of the Company is £1,000 divided into the following classes of shares as follows:
- (i) 1,000 Ordinary shares of £1 each
- 5 (a) The Company shall before allotting any unissued shares of a class of share offer them to the Members in proportion as nearly as possible to the nominal value of the existing fully paid up Ordinary shares held by them in the Company and the offer shall be made by notice specifying the number of shares to which the Member is entitled and a period of time (not less than 21 days) within which the offer if not accepted will be deemed to be declined and after the expiration of the time limit or on receipt of a written notice from the Member or a verbal notice from the Member in general meeting declining to accept the offer of the shares then the Directors may dispose of them as they think fit
- (b) By virtue of Section 91(1) of the Act, the provisions of Section 89(1) and Sections 90(1) to 90(6) inclusive of that Act shall not apply to the Company.

Ordinary shares

- 6 (a) The rights of the Members holding Ordinary shares shall be the same as those set out in Table A and as modified by these Articles of Association.

Transfer of shares

7. A Member desiring to transfer shares otherwise than to the Company shall first give notice in writing handed personally or sent by registered or recorded delivery post to the Registered office of the Company and to the last known addresses of the Directors and all Members of the Company of such intention, giving full particulars of the shares in question. The Directors as agent for the Member giving such notice may dispose of any such shares to Members of the Company in a direct and pro rata proportion to the fully paid up nominal value of their existing holdings of Ordinary shares in the Company at a price to be agreed between the transferor and the Directors or failing agreement at a price to be fixed by a mutually agreed professional adviser. If within 28 days of the date of the said notice the Directors are unable to find any Members willing to purchase all such shares on such conditions then but not before then the transferor may dispose of such shares as shall remain undisposed of in any manner he may think fit within three calendar months from the date of the said notice, but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares and Regulation 24 of Table A shall be modified accordingly.

Dividends

8. A Member holding shares in any class of shares in the Company shall have the right to send a notice in writing to the Registered office of the Company to waive the Member's right and entitlement absolutely and irrevocably to the dividend specified in the notice prior to the declaration and distribution of that dividend, and thereby permitting the declaration and distribution of that specified dividend to the Members holding shares in any class of shares who have not given such notice.

Directors

9. Regulation 64 in Table A shall not apply to the Company. Unless and until otherwise determined by ordinary resolution in general meeting of the Company there shall be no maximum number of directors and the minimum number shall be 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 is modified accordingly. 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.

10 The Directors shall not be required to retire by rotation and Regulations 73 to 80 in Table A shall not apply to the Company.

11 No person shall be elected 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 calendar days before the date of the meeting a notice in writing 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 election, together with a notice in writing signed by that person of his willingness to be elected.

12 A Director may vote as a director in respect of 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 at any meeting at which any such contract or arrangement is under consideration. Regulations 94 and 95 of Table A shall be modified accordingly.

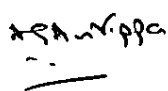
13 A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend all general meetings of the Company and all separate general meetings of the holders of any class of shares in the capital of the Company.

The Company seal

14 If the Company has a seal it shall only be used with the authority of the Directors or a committee of Directors. Any instrument to which the seal is affixed shall be signed by a Director and by the Company secretary or a second Director. The obligation under Regulation 6 of Table A relating to the sealing of share

certificates shall only apply if the Company has a seal. Regulation 101 of Table A shall not apply to the Company. 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 be vested in the Directors.

Name and Address of Subscriber

		Number of Shares taken by the Subscriber
Names and Address of Subscriber	Signature	Ordinary shares
ANGELO GEORGE ANTIPPA 17 Copthall Gardens Twickenham Middlesex TW1 4HH		100
Total number of shares taken		100

Dated this 24th day of January 2006

Witness to the above Signature:-

Signature .. 

Name BARBARA McDONALD

Address.

19 Copthall Gardens
Twickenham
Middlesex
TW1 4HH



Companies House
— for the record —

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHWP000

Company Name in full

24 GROUP LIMITED

I,

ANGELO GEORGE ANTIPPA

of

17 COTTAGE GARDENS, TWICKENHAM, TW1 4HH

† 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. G. Antippa

Declared at

31 GRESHAM STREET, LONDON, EC2V 7QA

Day Month Year

On

24 01 2006

① Please print name

before me ①

SANDIE OKORO

Signed

[Signature]

Date

24.1.06

† 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

A. G. ANTIPPA

17 COTTAGE GARDENS, TWICKENHAM, TW1 4HH

Tel 020 8892 9259

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

Z4 GROUP LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

17 COTHALL GARDENS

TWICKENHAM

Post town

County / Region

MIDDLESEX

Postcode

TW1 4HH

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
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A.C. ANTIPPA

17 COTHALL GARDENS, TWICKENHAM

TW1 4HH

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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		24 GROUP LIMITED		
NAME	*Style / Title	Mrs	*Honours etc B Sc (Hons)	
* Voluntary details	Forename(s)	JANE MARGARET		
	Surname	ANTIPPA		
	Previous forename(s)	NIA		
	Previous surname(s)	WILLIAMS		
†† 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	Address ††	17 COTHALL GARDENS		
		TWICKENHAM		
	Post town			
	County / Region	MIDDLESEX	Postcode	TW1 4HH
	Country	ENGLAND		
I consent to act as secretary of the company named on page 1				
Consent signature		JM Antippa	Date 24.1.06	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc	FCA, CTA		
	Forename(s)	ANGELO GEORGE				
	Surname	ANTIPPA				
	Previous forename(s)	-				
	Previous surname(s)	-				
†† 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	Address ††	17 COTHALL GARDENS				
		TWICKENHAM				
	Post town					
	County / Region	MIDDLESEX	Postcode	TW1 4HH		
	Country	ENGLAND				
Date of birth		Day 13	Month 02	Year 1960	Nationality	BRITISH
Business occupation		CHARTERED ACCOUNTANT				
Other directorships		A C Taxation Services Ltd				
I consent to act as director of the company named on page 1						
Consent signature		A.C. Antippa		Date 24.1.06		

(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

Date _____

Signed

Date _____

Signed

Date

Signed

Date

Signed

Date _____

Signed

Date

Signed

Date