



FILE COPY

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

Company No. 6676980

The Registrar of Companies for England and Wales hereby certifies that

AAZPEX.COM LTD

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

Given at Companies House on **19th August 2008**



N06676980T



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

001679/20

The Companies Act 1985 and 1989

Private Company Limited by Shares

Memorandum of Association of:

aazpex.com ltd.

- 1 The Company's name is **aazpex.com ltd.**
- 2 The Company's registered office is to be situated in England
- 3 The objects for which the company is established are
 - (a) to carry on the business of a general commercial company
 - (b) to promote and acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activity an interest which appears likely to be advantageous to the Company, to provide administrative financial and other services and facilities for any company in which the Company is interested or for any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of any body corporate
 - (c) to borrow or raise money in any manner and to secure the same or repayment of performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the Company, and in particular by the issue of debentures secured on all or any of the Company's property (both present or future) including its uncalled capital, and to purchase, redeem or pay off any securities
 - (d) to lend and advance money or give credit on any terms, with or without security to any person, firm or company, to enter into guarantees, contracts of indemnity and suretyships, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company
 - (e) To apply for, register or otherwise acquire and protect, renew or extend, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, know how, protections and concessions and to use and turn to account the same and to manufacture under or grant licences or privileges in respect of the same and to test, experiment upon, improve, alter, modify, or develop any patents, inventions or rights which the Company may acquire
 - (f) to do all or any of the above things either alone or as a member of a partnership, trading group or consortium, or through any subsidiary, and in any part of the world

FRIDAY



A53

ATUEL2A8

15/08/2008

89

COMPANIES HOUSE

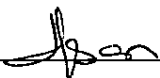
- (g) To give, award or provide pensions, annuities, gratuities, superannuation or other allowances, benefits, advantages, facilities and services to any person or persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company and to their wives, widows, children and other relatives and dependants and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory), for the benefit of any such persons and of their wives, widows, children and other relatives and dependants
- (h) to do all such things as may appear incidental or conducive to the pursuit or attainment of any of the above objects, or to exercise of any power (whether express or implied) possessed by the Company
- 4 The share capital of the Company is £1,000 00 divided into 1,000 Ordinary Shares of £1 00 each
- 5 The liability of the members is limited
- 6 I, the subscriber to this Memorandum of Association, desire that a company should be formed pursuant to this Memorandum, and I agree to take the number and class of shares shown below

Name and address of subscriber -

Name and Address	Share Class	Shares Held
Rodney Emile Rivers St Leonard's East Hertford Street Cambridge CB4 3AJ	£1 Ordinary	1

Dated 14th AUGUST 2008

Witness to the above signature



Jasmin Gibson
10 Wallington Street
Cambridge
CB1 1HW

The Companies Act 1985 and 1989

Company Limited By Shares

Articles of Association

aazpex.com ltd.

- 1 Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 as amended by Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No2) Regulations 2007 (hereinafter referred to as "Table A") shall apply to the Company
- 2 Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company
- 3 Regulation 6 of Table A is incorporated in the Company's Articles save that each share certificate shall be authenticated by the signature of two directors or by a director and secretary of the Company and so signed shall stand as evidence of title of a member to the shares which the certificate specifies to be held by him
- 4 The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the company allot or agree to allot (whether cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public
- 5 At the date of the adoption of these Articles the capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1 each
- 6
 - (a) The Directors may subject to Article 7 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper
 - (b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 7 and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will continue unless varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Act
 - (c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article 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

- (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 6 hereof to be allotted shall first be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner herein before provided
- (b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company
- 8 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) called or payable at a fixed time in respect of that share 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 member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon
- 9 Regulation 23 shall be amended with the result that in addition to the Directors of the Company, the Company Secretary shall also have authority to approve the transfer of shares in the Company
- 10 The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of Regulation 24 of Table A shall not apply to the Company
- 11 In accordance with Section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company
- 12 In Regulation 41 of Table A there shall be added at the end "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved "
- 13 Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and 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 and Regulation 89 of Table A shall be modified accordingly. The first Director of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985
- 14 The Company shall not be subject to section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age

15 No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless -

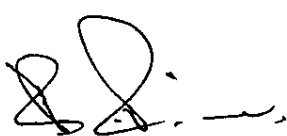
(a) he is recommended by the Directors, or

(b) not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the 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

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

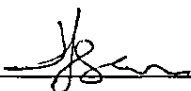
17 The Directors may exercise the powers of the Company conferred by Clause 3(g) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of such powers Regulation 87 in Table A shall not apply to the Company

NAME AND ADDRESS OF SUBSCRIBER

Name and Address	Share Class	Shares Held
Rodney Emile Rivers St Leonard's East Hertford Street Cambridge CB4 3AJ 	£1 Ordinary	1

Dated 14th August 2008

Witness to the above Signature



Jasmin Gibson
10 Wellington Street
Cambridge
CB1 1HW

Please complete in typescript,
or in bold black capitals

CHFP036

Declaration on application for registration

Company Name in full

AAZPEX COM LTD

I,

AWA NOMINEES LIMITED

of

10 WELLINGTON STREET, CAMBRIDGE, CAMBRIDGESHIRE, CB1 1HW,
ENGLAND

† 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.P.W.J.E
on behalf of AWA NOMINEES LIMITED

Declared at

10 WELLINGTON STREET, CAMBRIDGE CB1 1HW

Day Month Year

On

1, 4 0, 8 2, 0, 0, 8

● Please print name

before me ●

ELIZABETH ANNE HOOLEY

Signed

E. A. Hooley

Date

14 - 8 - 2008

† 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

ANDREW WEBSTER, ANDREW WEBSTER LIMITED

10 WELLINGTON STREET, CAMBRIDGE, CAMBRIDGESHIRE

CB1 1HW, ENGLAND

Tel 01223 507080

DX number

DX exchange

Companies House receipt date barcode

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



10

Please complete in typescript,
or in bold black capitals.

CHFP036

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

AAZPEX COM LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

10 WELLINGTON STREET

Post Town

CAMBRIDGE

County / Region

CAMBRIDGESHIRE

Postcode

CB1 1HW

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

ANDREW WEBSTER, ANDREW WEBSTER LIMITED

10 WELLINGTON STREET, CAMBRIDGE, CAMBRIDGESHIRE

CB1 1HW, ENGLAND

Tel 01223 507080

DX number

DX exchange

Companies House receipt date barcode

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

Company Secretary (see notes 1-5)

Company name

AAZPEX COM LTD

NAME * Style / Title

* Honours etc

* Voluntary details

Forename(s)

Surname

AWA NOMINEES LIMITED

Previous forename(s)

Previous surname(s)

Address †

10 WELLINGTON STREET

Post town

CAMBRIDGE

County / Region

CAMBRIDGESHIRE

Postcode

CB1 1HW

Country

ENGLAND

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

Consent

A. White
on behalf of AWA NOMINEES LIMITED

Date

14 - 8 - 2008

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME * Style / Title

MR

* Honours etc

Forename(s)

RODNEY EMILE

Surname

RIVERS

Previous forename(s)

Previous surname(s)

Address †

ST LEONARDS, EAST HERTFORD STREET

Post town

CAMBRIDGE

County / Region

CAMBRIDGESHIRE

Postcode

CB4 3AJ

Country

ENGLAND

Date of birth

Day Month Year

1 0 0 7 1 9 5 3

Nationality

BRITISH

Business occupation

BUSINESS CONSULTANT

Other directorships

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

Consent signature

R. Rivers

Date

14TH August 2008

† 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.

† 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.

Directors (see notes 1-5)


Please list directors in alphabetical order

NAME	* Style / Title	<input type="text"/>		* Honours etc	<input type="text"/>						
<small>* Voluntary details</small>	Forename(s)	<input type="text"/>									
	Surname	<input type="text"/>									
	Previous forename(s)	<input type="text"/>									
	Previous surname(s)	<input type="text"/>									
**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 **	<input type="text"/>									
		<input type="text"/>									
	Post town	<input type="text"/>									
	County / Region	<input type="text"/>	Postcode	<input type="text"/>							
	Country	<input type="text"/>									
	Date of birth	<table><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>	
Day	Month	Year									
<input type="text"/>	<input type="text"/>	<input type="text"/>									
	Business occupation	<input type="text"/>									
	Other directorships	<input type="text"/>									
		<input type="text"/>									
	I consent to act as director of the company named on page 1										
	Consent signature	<input type="text"/>	Date	<input type="text"/>							

**This section must be signed by
Either**

**an agent on behalf
of all subscribers**

Signed



Date

14th August 2008

Or the subscribers

Signed

Date

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date