

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06694860

The Registrar of Companies for England and Wales hereby certifies that
A & C EUROPE 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 10th September 2008



N06694860Q



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

6694860

Company name

A & C EUROPE LTD

I,

JOACHIM TANGE

of

**AM MUEHLENBERG 7
HAVELSEE OT BRIEST
GERMANY
D-14798**

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: **10/09/2008**



*Company Name
in full:*

A & C EUROPE LTD

*Proposed Registered
Office:*

**THE MERIDIAN 4 COPTHALL HOUSE
STATION SQUARE
COVENTRY
WEST MIDLANDS
ENGLAND
CV1 2FL**

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

Agent's Name:

CLIENT SERVICES

Agent's Address:

**DALTON HOUSE 60 WINDSOR AVENUE
LONDON
SW19 2RR**

Director]:

Name **JOACHIM TANGE**

Address: **AM MUEHLENBERG 7
HAVELSEE OT BRIEST
GERMANY
D-14798**

Nationality: **GERMAN**

Business occupation: **ENTREPRENEUR**

Date of birth: **31/03/1962**

Consented to Act: **Y** *Date Authorised:* **10/09/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent**

Date Authorised: **10/09/2008**

Authenticated: **Yes**

THE COMPANIES ACT 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

A & C EUROPE LTD

1. The Company's name is A & C EUROPE LTD

2. The Company's registered office is to be situated in ENGLAND & WALES.

3. The Company's objects are:

to carry on the business of a general commercial company.

AND so that:

The word "Company" in this Clause shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited to the issued shares.

5. The share capital of the Company is EUR1000 divided into 1000 Ordinary Shares of EUR1.00.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and to take the number of shares shown opposite our respective names.

Names and addresses of subscribers, and number of shares taken.

THORNHILL & TIMBERLAKE LTD.

5 JUPITER HOUSE, CALLEVA PARK, ALDERMASTON, READING, BERKSHIRE, UK, RG7 8NN

Dated: 10/9/2008

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

A & C EUROPE LTD

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) Regulations 1985 (SI 1985 No 1052) hereinafter referred to as "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Articles.

PRIVATE COMPANY

2. The company is a private company.

SHARES

3. The share capital of the Company is EUR1000 divided into 1000 Ordinary Shares of EUR1.00.

The Directors are, subject to S80 of the Companies Act 1985, generally authorised to exercise any power of the Company to allot, grant options over or otherwise dispose of shares in the capital of the Company for such consideration and upon such terms and conditions as the Directors may determine, unless revoked or varied by Ordinary Resolution of the Company in General Meeting.

In Regulation 32 of Table A the words "ordinary resolution" shall be deemed to be replaced by the words "special resolution".

LIEN

4. The lien conferred by Regulation 8 of Table A shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company for all moneys called or payable at a fixed time by a member or his estate to the Company whether he be the sole registered holder thereof or one of two or more joint holders. The Company's lien on a share shall extend to any expenses incurred by the Company in respect of such non-payment, and to interest on the amount unpaid from the day it became due and payable until it is paid.

PRE EMPTION

5. A member wishing to dispose of all or any of his shares shall give notice to the Directors and such notice shall constitute the Company as agent of the transferor member. Unless the Company in General Meeting shall otherwise direct all such shares authorised pursuant to Regulation 5 of Table A shall be offered to the remaining members in proportion to their existing holding at the date of the offer and such offer is to be made in writing specifying the number of shares to which the member is entitled and limiting the period 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 aforesaid proportions to those members who have accepted all the shares offered to them. The Directors may, at their discretion allot, or otherwise dispose of any such shares not accepted pursuant to such offer or further offer as they think fit save that such disposal shall not be on terms more favourable to the subscribers than the terms on which they were offered to the members.

In accordance with S91(1) of the Companies Act 1985, S89(1) and S90(1) to S90(6) inclusive of the Act shall not apply to the Company.

NOTICES OF MEETINGS

6. Every notice calling a General Meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to members in regard to their right to appoint proxies to attend and vote on their behalf and that such proxy need not be a member of the Company. Notices and other communications relating to any General Meeting which any member is entitled to receive shall be sent to the Directors and Auditors of the Company.

PROCEEDINGS AT GENERAL MEETINGS

7. All business at a General Meeting shall be deemed to be special business and shall be notified in the notice convening the meeting.

No business shall be transacted at any General Meeting unless a quorum of members 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 for a corporation, shall be a quorum. If, and for so long as, the Company has only one member that member present in person or by proxy shall be a quorum.

If the Company has only one member and that member takes any decision which is required to be taken at a General Meeting or by a written resolution, that decision shall be as valid and effectual as if agreed by the Company in General Meeting save that this paragraph shall not apply to resolutions passed pursuant to S303 and S391 of the Companies Act 1985. Any decision taken by a sole member shall be recorded in writing and delivered by that member to the Company for entry in the Minute Book.

DIRECTORS

8. The directors of the Company are appointed and dismissed by an ordinary or written resolution of the General meeting.

Regulation 64 of Table A shall not apply to the Company. Unless and until otherwise determined by special resolution of the Company in General Meeting there shall be no maximum number of the Directors and the minimum number of directors shall be one. A sole Director shall have authority to exercise all the powers and authorities vested in the Directors by Table A and these articles. He represents the Company. Otherwise all the powers and authorities shall be exercised by the board of directors. The board of directors may appoint a managing director subject to Regulation 84 of Table A. The board of directors may confer all the powers and authorities vested in the directors by Table A and these articles on the managing director. Each director may be given permission to act on behalf of the company and in his own interest by an ordinary or written resolution of the General meeting. Regulation 89 of Table A shall not apply to the Company.

Not less than fourteen days' notice of meetings of the Directors shall be given to each of the Directors at their address in the European Union whether present in the European Union or not and Regulation 88 of Table A shall be deemed to be modified accordingly.

A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend and speak at all general meetings of the Company.

The Directors may exercise all the powers of the Company to borrow money as to amount and upon such terms and in such manner as they think fit and, subject to S80 of the Companies Act 1985 to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital and to issue debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

The Company shall not be subject to S293 of the Companies Act 1985 and

accordingly any person may be appointed a Director if he is recommended by the Directors or, not less than fourteen or more than thirty-five clear days before the date of a meeting, notice signed by a member qualified to vote at that meeting has been given to the Company of the intention to propose that person for appointment, together with a notice signed by that person of his willingness to be appointed.

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.

INDEMNITY

9. Pursuant to Regulation 118 of Table A but subject to S310 of the Companies Act 1985 every Director, Secretary or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities incurred by him in the execution of the duties of his office.

Names and addresses of subscribers.

THORNHILL & TIMBERLAKE LTD.

5 JUPITER HOUSE, CALLEVA PARK, ALDERMASTON, READING, BERKSHIRE, UK, RG7 8NN

Dated: 10/9/2008