File Copy

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06699329

The Registrar of Companies for England and Wales hereby certifies that
ACCU-LITE 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 16th September 2008

N06699329V

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 **6699329**

Company name ACCU-LITE LTD

I, **YOMTOV ELIEZER JACOBS**

of **69 RICHMOND AVENUE**
PRESTWICH
M25 0LW

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: **16/09/2008**

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Company Name in full: ACCU-LITE LTD

Proposed Registered Office:
FIR LODGE HOLLYMEOAK ROAD
COULSDON
SURREY
CR5 3QA

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

Agent's Name: **FORMATIONS DIRECT LTD**
Agent's Address:
39A LEICESTER ROAD
SALFORD
MANCHESTER
M7 4AS

Director 1:

Name **MR YOMTOV ELIEZER JACOBS**

Address: **69 RICHMOND AVENUE**
PRESTWICH
M25 0LW

Nationality: **BRITISH**
Business occupation: **COMPANY FORMATION AGENT**
Date of birth: **18/10/1970**

Consented to Act: **Y** *Date Authorised:* **16/09/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber** *Date Authorised:* **16/09/2008** *Authenticated:* **Yes**

COMPANIES ACTS, 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

1. The Company's name is **Accu-Lite Ltd**

2. The registered office of the company will be situated in England and Wales.

3. The objects for which the company is established are:

(A) To trade as a general commercial company.

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capal of being conveniently carried out in connection with or as ancillary to any of the above businesses or to calculated directly or indirectly to enhance the value of or render profitable any of the property of t Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, a machinery necessary or convenient for the business of the Company or to join with any person, firm company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real personal property and any rights or privileges which the Company may think necessary or convenient for t purposes of its business.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient anc particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secu the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or a part of the undertaking property and assets of the Company, both present and future, including its uncall capital.

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring any exclusive non-exclusive or limited right of use or any secret or other information as to any invention which may se capable of being used for any of the purposes of the Company or the acquisition of which may se calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securit of any other company having objects wholly or in part similar to the objects of the Company or carry on a business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placi underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks, a securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon

(I) To invest and deal with monies of the Company not immediately required for the purposes of its busine in or upon such investments and securities and in such manner as may from time to time be consider expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons, firms or companies and on such terms as may considered expedient and to receive money on deposit or loan from and give guarantees or become secu for any persons, firms and companies and to charge any properties or property of the Company in support any guarantee or to secure the debts or obligations, contracts or engagements of any other company person.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges wh may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, a provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company any other company.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any pers firm or company carrying on or proposing to carry on any business which the Company is authorised to ca on or any business or transaction capable of being conducted so as directly or indirectly to benefit t Company

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, fun trusts, and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of t Company or of any subsidiary, allied or associated company or the families, dependants or connections such persons, and to grant pensions, gratuities and allowances and to make payments towards insuran and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for a public, general or useful objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of t undertaking of the Company for such consideration as may be considered expedient and in particular shares, stock or securities of any other company formed or to be formed.

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part of t property rights and liabilities of the Company or for any other purpose which may seem directly or indirec calculated to benefit the Company.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promot by the Company.

(Q) To remunerate any person, firm or company rendering services to the company in such manner as m be thought expedient.

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, sc warrants and other transferable or negotiable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale disposition of any property of the Company, and for such purpose to distinguish and separate capital fr profits, but so that no distribution amounting to a reduction of capital be made except with the sanction, any) for the time being required by law.

(T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm company, carrying on or formed to carry on any business, and to pay cash or to issue any shares, stoc debentures or debenture stock of this Company as the consideration for such purchase of acquisition and undertake any liabilities or obligations, relating to the business or property so purchased or acquired.

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others a either as principals, agents, contractors, trustees or otherwise and either by or through ager sub-contractors, trustees or otherwise.

(V) To do all such other things as may be deemed incidental or conducive to the attainment of the abc objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 Ordinary shares of £1 each.

6. The shares in the original or any increased capital of the Company may be issued with such preferr deferred or other special rights or restrictions, whether in regard to dividend, voting return of capital otherwise as the Company may from time to time determine. The rights and privileges attached to any of t

shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisic for the time being of the Company's Articles of Association.

I, the person whose name and address is subscribed, am desirous of being formed into a Company, pursuance of this Memorandum of Association, and I agree to take the number of shares in the capital of t Company as set opposite my name.

Name and Address of Subscriber	Number of shares taken by the Subscriber (in words)
NORMAN YOUNGER 39a Leicester Road Salford Manchester M7 4AS Accountant	one

Dated **16092008**

COMPANIES ACTS, 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

Of

Accu-Lite Ltd

PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Acts, 1985 to 2C (here-inafter referred to as "the Act") and subject as hereinafter provided by the regulations contained in T Companies (Tables A to F) Regulations as in force at the date of incorporation of the Company. Su regulations (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 60, 61, 64, 81(e), 89, 94, 95, 96, 97 and 98 of Table A shall not apply to the Company but t Articles hereinafter contained together with the remaining regulations of Table A, subject to the modificatic hereinafter expressed, shall constitute the regulations of the Company.

GENERAL MEETINGS

3. In every notice calling a General Meeting of the Company there shall prominently appear a statement tl a member who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of tl member and that the proxy need not be a member of the Company. Every notice calling a General Meeti of the Company shall also be sent to the current Auditors of the Company.

4. One member may constitute a quorum where the Company is a single member company.

AUDITORS

5. The appointment of an auditor shall be subject to the regulations concerning exemption from such appointment where the relevant criteria as defined by the Act are met.

SHARE CAPITAL

6. The Company is a private company limited by shares, within the meaning of the Act.

7. The directors of the Company are authorised during the period of five years from the date of incorporati of the Company to allot, grant options over or otherwise dispose of the original share in the capital of t company to such persons at such time and on such conditions as they think fit, subject to the provisions Articles 8 and 9 hereof and provided that no share shall be issued at a discount.

8. Subject to any direction to the contrary that may be given by the Company in general meeting , a original shares for the time being unissued and any new shares from time to time to be created, shall, bef they are issued, be offered to the members in proportion as nearly as possible to the nominal value of t existing shares held by them and such offer shall be made by notice specifying the number of shares which the member is entitled and limiting a time within which the offer if not accepted shall be deem declined, and after the expiration of such time or on receipt of an intimation from the member to whom t notice is given that he declines to accept the shares, the directors may dispose of the same in such mani as they think most beneficial to the Company. The provisions of section 561 of the 2006 Act shall have eff only insofar as they are not inconsistent with this Article.

9. A member desiring to transfer shares otherwise than to a person who is already a member of t Company shall give notice in writing of such intention to the Directors of the Company giving particulars the share in question. The directors as agents for the member giving such notice may dispose of such shai or any of them to members of the Company at a price to be agreed between the transferor and the Directc or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If wit twenty-eight days from the date of the said notice the Directors are unable to find a member or memb willing to purchase all such shares, the transferor may dispose of so many of such shares as shall rem undisposed of in any manner he may think fit within three months from the date of the said notice. Where t

Company has no auditor an individual or body eligible for appointment as an auditor as per the Compan Act shall be chosen to fix the price.

APPOINTMENT OF DIRECTORS

10. The first director or directors of the Company shall be determined in writing by the subscriber(s) to t Memorandum of Association, pursuant to the relevant section of the Act.

11. Unless otherwise determined by ordinary resolution, the numbers of directors (other than alterna directors) shall not be subject to any maximum, but shall be not less than one.

12. A person may be appointed a director of the Company notwithstanding that he has attained the age seventy years and no directors shall be liable to vacate the office by reason only of his having attained th age or any other age.

PROCEEDINGS OF DIRECTORS

13. A director may vote as a director in regard to any contract or arrangement in which he is interested upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckon in estimating a quorum when any such contract or arrangement is under consideration.

14. The necessary quorum for the transaction of the business of the directors may be fixed by them a unless so fixed, shall be two, except when one director is in office. A person who holds office only as alternate director shall, if his appointer is not present, be counted in the quorum.

15. The directors may exercise all of the powers mentioned in the Memorandum of Association part 3.

SECRETARY

16. The company need not have a secretary but if it chooses to appoint one from the outset the f secretary of the Company shall be determined in writing by the subscriber(s) to the Memorandum Association, pursuant to the relevant section of the Act.

SEAL

17. In accordance with the provisions of the Act the Company need not have a seal. If it does have a s Regulation 101 of Table A shall apply.

Name and Address of Subscriber:-

NORMAN YOUNGER
39a Leicester Road
Salford
M7 4AS

Accountant

Dated **16092008**