

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06702485

The Registrar of Companies for England and Wales hereby certifies that
ACQ - LP 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 September 2008



N06702485J



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

6702485

Company name

ACQ - LP LTD

I,

B & B SECRETARIES LIMITED

of

**2 OLD BROMPTON ROAD
SUITE 276
LONDON
UNITED KINGDOM
SW7 3DQ**

a

person named as a secretary 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: **18/09/2008**



XSMF2383

*Company Name
in full:* **ACQ - LP LTD**

*Proposed Registered
Office:* **2 OLD BROMPTON ROAD
SUITE 276
LONDON
UNITED KINGDOM
SW7 3DQ**

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

Agent's Name: **RENE DE LA PORTE**
Agent's Address: **85 WATERLANE
WAKEFIELD
UNITED KINGDOM
WF4 4PY**

Company Secretary

Name **B & B SECRETARIES LIMITED**

Address: **2 OLD BROMPTON ROAD
SUITE 276
LONDON
UNITED KINGDOM
SW7 3DQ**

Consented to Act: **Y** *Date authorised* **19/09/2008** *Authenticated:* **YES**

Director]:

Name **GUIDO DE LA PORTE**

Address: **57 HOLLYBUSH ROAD
CARDIFF
UNITED KINGDOM
CF23 6TZ**

Nationality: **GERMAN**

Business occupation: **CONSULTANT**

Date of birth: **28/01/1959**

Consented to Act: **Y** *Date Authorised:* **19/09/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber**

Date Authorised: **18/09/2008**

Authenticated: **Yes**

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
Memorandum and articles of association of
ACQ - LP Ltd

1. The Company's name is: **ACQ - LP Ltd**
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (a) To carry on any commercial business and activity as well as any related activities that are usual and necessary for general trading and/or other company.
 - (b) In this regard, the company may transact any related business of any possible business area that, at the discretion of the business management, might be advantageous to the Company and its economic aim.
4. The liability of the shareholders is limited.
5. The Company's share capital is £1 divided into 1 shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into

a Company pursuant to this Memorandum and we agree to take the number of shares shown against our respective names.

NAME AND ADDRESS OF SUBSCRIBER	Number of shares taken by the subscriber
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EML Consulting Limited
2 Old Brompton Road
Suite 276
London
SW7 3DQ

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DATED 18 09 2008

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
ACQ - LP Ltd

Introduction

1. (a) 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 (Table A to F) (Amendments) Regulations 1985 (SI 1985 No. 1052) (such table being hereafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so 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 the 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.

ALLOMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors purpose to issue shall first be offered to the Members in proportion as close as possible to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any share not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way from fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may 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, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers than the terms on which they were offered to the Members.

The foregoing provisions of the paragraph (b) shall have effect subject to Section 80 of the Act.

(c) In accordance with the Section 91 (1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) 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 the Ordinary Resolution of the Company in General Meeting.

Shares

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, 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 person indebted or under liability to the Company, whether he/she shall be the sole registered holder thereof or shall be one of two or more joint holders. For all moneys presently payable by him or his estate to the Company, Clause 8 in the Table A shall be modified accordingly.
4. 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 reasons of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

5. 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 rights 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.
6. (a) If quorum is not present within one hour from the 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 one hour from the time appointed therefore such adjourned General Meeting shall be dissolved.

(b) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to or in default of any such determination there shall be no maximum number of Directors and minimum number of

Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have the authority to exercise all the powers and discretions conferred by Table A and by these Articles expressed to be vested in the Directors generally, and clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply for the Company.

(d) No person shall be appointed Director at any General Meeting unless either,

(i) he is recommended by the Director, or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice 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 appointment, together with notice signed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be Director, either to fill a vacancy or as an additional Director.

(f) 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

8. The Director may exercise all the powers of the Company to borrow money without limit as to the amount and upon such terms and in such a 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.

Directors are generally and unconditionally released from any prohibition of self-contracting. This applies as well to national law as to law of other countries.

ALTERNATIVE DIRECTORS

9. (a) An alternative 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 appointer as such appointer may by notices in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such person as is mentioned in Clause 65 in Table A, may act as an alternative Director to represent more than one Director, and an alternative 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 quo rum is present.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if he becomes incapable by reason or illness or injury of managing and administering this property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSION

11. (a) The Directors may exercise the powers of the Company conferred by Clause 3 (t) 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 any such powers.

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

PROCEEDINGS OF DIRECTORS

12. (a) A Director may vote, at any meeting of the Directors or at any committee of the Directors, on any resolution, notwithstanding that 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.

(b) Clause 94 to 97 (inclusive) in Table A shall not apply to the Company.

THE SEAL

13. (a) If the Company adopts a common seal it shall only be used with the authority of the Directors or of a committee of Directors. The Director may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or Second Director. The Obligation under Clause 6 of Table A relating to the sealing of share certificates shall apply only if the Company adopts a common seal. Clause 101 in Table A shall not apply to the Company.

(b) 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.

INDEMNITY

14. (a) Every Director or other officer or Auditor 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 in 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 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 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 to the Act.

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as referred to in Section 310 (1) of the Act from and after the bringing into force of Section 137 of the Companies Act 1989.

(c) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

15. The Directors may in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

NAME AND ADDRESS OF SUBSCRIBER

EML Consulting Limited
2 Old Brompton Road
Suite 276
London
SW7 3DQ

DATED 18 09 2008