

# File Copy



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06797607

The Registrar of Companies for England and Wales hereby certifies that  
ABRIS CONSTRUCTION SA/AG 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 21st January 2009



\*N06797607T\*



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

**6797607**

Company name

**ABRIS CONSTRUCTION SA/AG LTD**

I,

**YUCICLEA TAVARES MOREIRA DA SILVA**

of

**ROUTE DE LA GARE 11  
DENGES  
SWITZERLAND  
CH-1026**

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: **21/01/2009**

XKBMG6PP

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*Company Name  
in full:* **ABRIS CONSTRUCTION SA/AG LTD**

*Proposed Registered  
Office:* **72 NEW BOND STREET  
MAYFAIR  
LONDON  
UNITED KINGDOM  
W1S 1RR**

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

*Agent's Name:* **FIRST CLASS COMPANY SERVICES LTD**

*Agent's Address:* **4TH FLOOR  
3 TENTERDEN STREET HANOVER SQUARE  
LONDON  
UNITED KINGDOM  
W1S 1TD**

## Company Secretary

Name

Address:

Consented to Act: **Y**      Date authorised      Authenticated: **ERRO**

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### Director 1:

Name      **MRS YUCICLEA TAVARES MOREIRA DA SILVA**

Address:      **ROUTE DE LA GARE 11  
DENGES  
SWITZERLAND  
CH-1026**

Nationality:      **BRAZILIAN**

Business occupation:      **DIRECTOR**

Date of birth:      **11/10/1972**

Consented to Act: **Y**      Date Authorised: **21/01/2009**      Authenticated: **YES**

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### Authorisation

Authoriser Designation: **agent**

Date Authorised: **21/01/2009**

Authenticated: **Yes**

## **Memorandum of Association**

Of

### **ABRIS CONSTRUCTION SA/AG LTD**

1. The name of the Company is ABRIS CONSTRUCTION SA/AG 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: -

To carry on in conjunction with each other or as separate undertakings, all or any of the following businesses:

(a) Construction and building renovations of all types. Acceptance of all mandates related to these activities.

Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act, the Company has power to do all or any of the following things:-

(b) To carry on any other business which, in the opinion of the Company, may be practicable and profitable. It will carry on these activities in conjunction with its principal business or subsidiary to it. The purpose of these activities shall always be to enhance the value of the Company's property and to promote the corporate purpose.

(c) To purchase or to acquire, directly or indirectly, properties of any kind, to the exclusion however of real estate properties in Switzerland.

(d) To apply for, register or by other means acquire any patents, patent rights, licences, trade marks, concessions and inventions and to use them profitably, to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn them to the advantage of the Company.

(e) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.

(f) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company.

(g) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other Company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.

(h) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.

(i) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.

(j) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, mortgages or in any other way.

(k) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures of other securities of the Company.

(l) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.

(m) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.

(n) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures or other obligations of such company.

(o) To promote by way of advertising the Company's products and services in any manner likely to benefit the Company.

(p) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.

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

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100000.--- divided into 100000 shares of £1 each with the right to increase the amount of shares or to divide them in shares of different classes which shall the voting rights or other rights such as shall be defined from time to time in the present Articles of Association.

We, the person whose name and address is subscribed, are desirous of being formed into a Company, in pursuance of This Memorandum of Association, and we agree to take the number of shares in the capital of the Company as set opposite our name.

Name and Address of Subscriber

Number of shares taken by the Subscriber  
(in words)

Incorporate Nominees Limited  
72 New Bond Street  
London W1S 1RR  
United Kingdom  
Company subscriber

1 Ordinary £1

Dated 21st January 2009

PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION**

of

**ABRIS CONSTRUCTION SA/AG LTD**

1. Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 1052) (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are not excluded.

2. Regulations 8, 64, 76, 77 and 113 of Table A aforesaid shall **not** apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

**CAPITAL**

3. The initial share capital of the Company is £100000.-- divided into 100000 shares of £1 each.

4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Table A.

5. 5.1. After the initial allotment of shares by the Directors any further shares proposed to be issued within the authorised share capital of the Company will be offered to the Members in proportion (so far as possible) to the number of the existing shares held by each of them unless the Company by Special Resolution shall otherwise determine. The offer will be made by notice specifying the number of shares offered, and a period (of not less than fourteen days) within which the offer, if not accepted, will be deemed to be declined.



5.2. After the expiration of this period, the shares deemed to be declined will be offered (again in the proportion to their shareholding) to the persons who have, within the period specified, accepted all the shares offered to them pursuant to clause 5.1. This further offer will be made in the same manner and specify the same period for acceptance as the original offer.

5.3. Any shares not accepted pursuant to clause 5.1 and 5.2 or not capable of being offered except by way of fractions and any shares released from the provisions of this Article by a Special Resolution of the Company will be under the control of the Directors. They may allot, grant options over or otherwise dispose of these shares to such persons, on such terms and in such manner as they think fit. However, these shares must not be disposed of on terms which are more favourable to the subscribers to them than the terms on which they are offered to the Members. In accordance with Section 91 of the Act, Sections 89 and 90 (1) to (6) of the Act will not apply to the Company.

6. Subject to Article 5 the Directors are authorized in accordance with Section 80 of the Act to exercise any power of the Company (and in particular the power contained in Article 4 of these regulations) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company. This power will be exercisable at any time before the date of the fifth anniversary of incorporation of the Company. After this date the authority will expire except that the Directors may allot shares after the expiry in pursuance of any agreement or offer to allot made before the date of expiry. This authority may be revoked, varied or renewed (but not for more than five years at a time) by Ordinary Resolution.

7. 7.1. Subject to the provisions of Chapter VII of Part V of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

7.2 Subject to the provisions of Chapter VII of Part V of the Act the Company may purchase its own shares (including redeemable shares) whether out of distributable profits or the proceeds of a fresh issue of shares or otherwise.

## TRANSFER OF SHARES

7. (a) Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of Regulation 24 shall not apply to the Company. Should additional shares be issued, each shareholder can request to be allotted the same in proportion to his existing holdings.

8. (b) With the consent of the directors issued shares of the company may be converted to Bearer shares by means of the issue of a Bearer warrant sealed with the company seal. The holder of a Bearer warrant will rank parri passu with other shareholders and be entitled to full dividend entitlement upon presentation of the Bearer warrant at the registered office or to a person nominated by the directors of the company as being authorised to accept the warrants as proof of title.

## GENERAL MEETINGS AND RESOLUTIONS

9.
  - (a) 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 notice 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.
  - (b) Clause 37 in Table A shall not apply to the Company.
  - (c) No business shall be transacted at any General Meeting unless a quorum is present. If and for so long as the Company has only one Member, that Member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum.
  - (d) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week and place or to such other day and at such other time and place as the Directors may determine.
  - (e) Clauses 40 and 41 in Table A shall not apply to the Company.
10.
  - (a) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in General Meeting or by means of 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 Sections 303 and 391 of the Act.
  - (b) Any decision taken by a sole Member pursuant to paragraph (a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.
11. Clause 62 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted.

## APPOINTMENT OF DIRECTORS

12. No person shall be appointed 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 appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars that would, if he were so appointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed.
  - c)

13. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
14. 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 fixed by or in accordance with the articles as a maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for reappointment at such annual general meeting. If not so reappointed he shall vacate office at the conclusion thereof.
15. A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.
16. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.
17. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorize a Director to act as Auditor for the Company.
18. The Company shall not be subject to Section 293 of the Act, 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 to the age of seventy years or any other age.

## **BORROWING POWERS**

19. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

## **PROCEEDINGS OF DIRECTORS**

20. The meetings of the Directors or any committee thereof can be validly held in and outside of Great Britain, and all the functions of the Board of Directors pertaining to the management and control of the Company can be exercised in and outside of Great Britain. If the management and control of the Company are exercised outside of Great Britain, then the majority of the Directors shall be non residents of Great Britain. Clauses 70, 72 and 88 in Table A shall be modified accordingly.

## SECRETARY

21. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

## DIRECTORS

22. The first Director or Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.

23. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one. If at any time and from time to time there shall be only one Director (other than alternate directors) of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and regulation 89 in Table A shall be modified accordingly.

## SECRETARY

24. The first Secretary of the Company shall be the person named in the statement delivered under Section 10 of the Act.

We, the person whose name and address is subscribed, are desirous of being formed into a Company, in pursuance of This Memorandum of Association, and we agree to take the number of shares in the capital of the Company as set opposite our name.

Name and Address of Subscriber

Number of shares taken by the Subscriber  
(in words)

Incorporate Nominees Limited  
72 New Bond Street  
London W1S 1RR  
United Kingdom  
Company subscriber

1 Ordinary £1

Dated 21st January 2009