File Copy

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06875269

The Registrar of Companies for England and Wales hereby certifies that
ABANDON LEARNING LIMITED

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

Given at Companies House on 9th April 2009

N06875269U

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	**6875269**
Company name	ABANDON LEARNING LIMITED

I, **DEON NEWBRONNER**

of **FLAT 2 34 SISTERS AVENUE**
LONDON
UNITED KINGDOM
SW11 5SQ

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

X5BAZ8VP

Received for filing in Electronic Format on the: **09/04/2009**

Company Name in full: **ABANDON LEARNING LIMITED**

Proposed Registered Office:
WESTBURY 2ND FLOOR
145-157 ST JOHN STREET
LONDON
UNITED KINGDOM
EC1V 4PY

memorandum delivered by an agent for the subscriber(s): **No**

Director 1:

Name **DEON PAUL NEWBRONNER**

Address:
FLAT 2 34 SISTERS AVENUE
LONDON
UNITED KINGDOM
SW11 5SQ

Nationality: **BRITISH**
Business occupation: **PARTNER**
Date of birth: **09/03/1971**

Consented to Act: **Y** *Date Authorised:* **09/04/2009** *Authenticated:* **YES**

Director 2:

Name **EMMA RACHEL STROUD**

Address: **FLAT 5 115 PARK HILL**
LONDON
UNITED KINGDOM
SW4 9NX

Nationality: **BRITISH**
Business occupation: **PARTNER**
Date of birth: **18/08/1978**

Consented to Act: **Y** *Date Authorised:* **09/04/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber** *Date Authorised:* **09/04/2009** *Authenticated:* **Yes**

THE COMPANIES ACTS 1985 AND 2006
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF Abandon Learning Limited

1 The name of the Company is Abandon Learning Limited

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

3 The objects of which the Company is established are:

3.1 to carry on business as a general commercial company;

3.2 to carry on any other business which seems to the Company's directors capable of being conveniently or profitably carried on in connection with that business or calculated directly or indirectly to enhance the value or render more profitable any of the Company's assets;

3.3 to do all such other things which may seem to the Company's directors to be incidental or conducive to the attainment of the objects; and

3.4 without prejudice to the generality of the foregoing the Company shall have power:

- to carry on its business in any part of the world;

- to carry on its business alone or in association with any one or more persons (whether natural or legal) or by any one or more subsidiary companies;

- to pay all expenses and incidental to its formation and the underwriting, placing or issue of its securities;

- to grant options and other rights over its securities in favour of employees and others;

- to sell, lease or dispose of for cash or for any other consideration the whole or any part of its undertaking and property;

- to draw and accept and negotiate negotiable instruments;

- to borrow money, and guarantee the indebtedness and the performance of the obligations of others (whether or not the Company receives any consideration for or direct or indirect advantage from the giving of any guarantee) and to do so with or without security;

- to give mortgages and other securities on all or any of its assets including uncalled capital;

- to lend and invest its moneys in such manner as the directors determine;

- to promote other companies; and

- to distribute assets in specie to its members.

4 The liability of the members is limited.

5 The share Company's capital is £10000.00 divided into 100 Ordinary £100.00 Shares of £100.00 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we respectively agree to take the number of shares in the Company's capital set opposite our respective names.

Names and addresses of subscribers, and number of shares taken

Name and Address:
Deon Newbronner
Flat 2
34 Sisters Avenue
London
SW11 5SQ
UNITED KINGDOM

Number of shares taken: 41

Name and Address:
Emma Stroud
Flat 5
115 Park Hill
London
SW4 9NX
UNITED KINGDOM

Number of shares taken: 41

Name and Address:
Suzi Chapman
Flat 5
115 Park Hill
London
SW4 9NX
UNITED KINGDOM

Number of shares taken: 3

Dated this 09 April 2009.

THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
Abandon Learning Limited

Preliminary and interpretation

1.1 In these articles the following terms shall have the following meanings.

'1985 Act' means the Companies Act 1985.

'Controlling Interest' means shares conferring over 50% of the total votes capable of being cast on a poll at the Company's general meetings.

'Controlling Shareholder' means a member or members holding between them a Controlling Interest.

'Table A' means Table A in the schedule to the Companies (Tables A to F) Regulations 1985.

'Transfer' as a noun includes the renunciation or other disposal of shares allotted or rights in respect of shares granted to a member and any transfer or other act of or relating to a beneficial interest in any share, or any rights attached to any share and the verb 'to transfer' shall be construed accordingly.

'participator' and 'connected with' have the meanings set out in Income and Corporation Taxes Act 1988, sections 417(1) and 839.

2.1 Except as mentioned in these articles the regulations contained in or made applicable by Table A shall apply to the Company.

2.2 In regulation 1 of Table A between the words 'in these regulations' and 'the Act' there shall be inserted the words 'and in any articles adopting them'.

3 Where there is any conflict between these regulations and the provisions of Table A applying to the Company by these regulations, these regulations shall prevail.

Share capital

4 In regulations 2 and 32 (which are concerned with the issue and alteration of share capital) of Table A the word 'ordinary' shall be deleted and the word 'special' shall be substituted for it.

5 The lien conferred by regulation 8 of Table A shall be extended to apply to all shares (whether part or fully paid) registered in the name of any person indebted or under any liability to the Company, whether he or she is the sole registered holder of them or one of two or more joint holders, and shall be extended to the amount of his or her debt or liability.

6 The directors are authorised for five years from the date on which these articles are adopted to exercise the power of the Company generally and without conditions to allot relevant securities.

7 Section 89(1) of the 1985 Act (offers to shareholders on pre-emptive basis) shall not apply to the Company.

Transfer of shares

8 In addition to the powers given by regulation 24 of Table A the directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share.

Transmission of shares

9.1 The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to be registered himself or to transfer the share and if the notice is not complied with within thirty days the directors may withhold payment of all dividends and other moneys payable in respect of the share until the requirements of the notice have been complied with.

9.2 In regulation 31 of Table A, after the words 'a member shall' and before the words 'have the rights', there shall be inserted the words 'unless he or she has failed to comply with a notice given under regulation number 1 of the Company's articles of association'.

Proceedings at general meetings

10.1 The quorum at meetings of the Company shall be two persons holding together a Controlling Interest, and regulation 40 of Table A shall be construed accordingly.

10.2 In regulation 41 of Table A:

- the words 'or if during a meeting such a quorum ceases to be present,' shall be deleted; and
- there shall be added after the last word the following sentence: 'If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the member present, if he or she holds over 50% of the Company's issued share capital, shall be a quorum.'

11 In regulation 50 of Table A the words 'the chairman' shall be deleted and there shall be inserted in their place the words 'no person'.

12 In regulation 54 of Table A after the word 'present' there shall be inserted the words 'by proxy or'.

Number of directors

13 Regulation 64 of Table A shall not apply to the company. The number of the directors shall be one or more and shall not be subject to any maximum.

Alternate directors

14 Any person as is mentioned in regulation 65 in Table A, may act as an alternate director for more than one director. An alternate 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 or she represents in addition to his or her own vote (if any) as a director, but he or she shall count as only one for the purpose of determining whether a quorum is present.

Powers and duties of directors

15 The directors shall not without the previous sanction of an ordinary resolution of the Company (and shall procure that the directors of any subsidiary of the Company will not without the previous sanction of a special resolution of the Company carry out any such transaction in relation to the subsidiary):

- sell or dispose of the Company's business or the shares of any of the Company's subsidiaries or any part of the business or shares or any interest in land or buildings where a substantial part of the Company's business is for the time being carried on;
- acquire any business;

- acquire or dispose of any shares in any company.

16 In regulation 70 of Table A the word 'special' in the first place where it appears shall be deleted and the word 'ordinary' substituted for it.

Delegation of directors' powers

17 The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

Appointment and retirement of directors

18 The directors shall not be subject to retirement by rotation, and accordingly regulations 73, 74 and 75 of Table A shall not apply to the Company, and all other references in Table A to rotation shall be disregarded.

19 The whole of regulations 76 and 77 of Table A and the words 'subject as aforesaid' in clause 78 shall not apply to the Company.

20 The Company may by an extraordinary resolution remove any director before the expiration of his or her period of office, and may by an ordinary resolution appoint another director in his or her place. A person so appointed shall be subject to retirement at the same time as if he or she had become a director on the day on which the director in whose place he or she is appointed was last elected a director.

21 A holder of not less than 15% of the issued ordinary shares in the Company's capital shall have such number of votes as exceeds by one vote the number of votes required to be cast whether on a show of hands or a poll or a resolution in writing:

- to defeat a proposal for a resolution for the removal from office as a director of him or her or any nominee of his or hers; or

- to defeat a proposal for a resolution for the deletion or alteration of this clause or the cancellation or alteration of these articles of association or any other act which would have the same or a similar effect.

Associate directors

22.1 The directors may from time to time appoint any person employed by the Company to be an associate director of the Company for such period and on such terms as they think fit.

22.2 The directors may revoke the appointment of any associate director without notice and that associate director shall not be entitled to any claim for compensation or otherwise as a result of a revocation or to any reason for it.

22.3 Neither the appointment of an associate director nor the revocation of his or her appointment shall (unless otherwise agreed) affect his or her existing terms and conditions of employment, remuneration or other rights, benefits or duties and he or she shall not (unless otherwise agreed) be entitled to any extra remuneration or other benefits by virtue of his or her appointment as an associate director.

22.4 The appointment of an associate director shall be automatically revoked if he or she ceases to be employed by the Company.

22.5 An associate director shall not have access to the Company's accounts and books (including minute books relating to minutes of meetings of the directors) and shall not be entitled to receive notice of or to attend or vote at meetings of the directors. References to directors in the articles shall not include any associate director.

22.6 The directors may enter into any contracts or arrangements and transact any business without the knowledge or approval of any associate director, but no contract, arrangement or transaction shall be carried out which would impose any personal liability on any associate director except with his or her consent.

Directors' appointment and interests

23 There shall be deleted from regulation 84 of Table A the sentence from 'Any appointment' to 'and the company.', and there shall be inserted in its place the sentence: 'No appointment of a director to an executive office shall terminate if he or she ceases to be a director.'

24 In regulation 85 of Table A after the words 'he has disclosed' there shall be added the words 'in writing'.

25 Regulation 94 of Table A shall not apply to the Company, if a director has complied with the duty of disclosure imposed by regulation 85 of Table A and has done so in writing not less than three clear days (excluding Saturdays, Sundays and statutory or customary holidays) before the meeting at which the resolution is proposed, he or she shall be counted in the quorum and may vote at any meeting of directors or a committee of directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material or does or may conflict with the interests of the Company.

26 There shall be added the following words before the stop at the end of regulation 96 of Table A: 'and the Company may by ordinary resolution ratify any transaction undertaken in breach of any such provisions'.

Proceedings of directors

27.1 The directors shall meet not less than once in every month and may meet as often as they think necessary. At least four clear days' prior notice, which may be oral, shall be given to all directors of the time and place of all meetings of directors unless all directors indicate their willingness to accept shorter notice.

27.2 The directors may fix for each year dates, times and places on and at which meetings are to be held, and, if these particulars have been given in writing to all the directors not less than one month before the first of those meetings, no further notice need be given of them.

28 Any corporation which is a director of the Company may by a resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company's directors, and the person so authorised shall be entitled to exercise on behalf of the corporation which he or she represents such powers and duties as the corporation could exercise if it were an individual director of the Company

29 All directors or any committee of them may participate in a meeting of the directors or that committee by a conference telephone, video link or any other communication system which allows all persons participating in the meeting to hear or hear and see each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum. The meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no such group where the chairman of the meeting then is.

30 In regulation 88 of Table A the words 'the chairman' shall be deleted and there shall be inserted in its place the words 'no person'.

31 For so long as any member of the Company holds over 50% of the issued shares in the company's capital he or she shall be the chairman of the directors and shall have such number of votes as enables him or her to carry or defeat any proposal for a resolution of the directors.

32 The quorum at meetings of the directors shall be two holding together over 50% of the Company's issued share capital, and regulation 89 of Table A shall be construed accordingly.

33 If at any meeting of the directors called by not less than four days' written notice a quorum is not present within half an hour of the time appointed for the meeting, the director present, if he or she or the person appointing him or her as an alternate or the person appointing him or her under regulation 21 holds not less than 50% of the issued share capital of the Company, shall be a quorum.

34 The number of votes exercisable by each director on any resolution of the directors shall equal the number of votes being capable of being cast by him or her on a poll at a general meeting of the Company and if he or she is not a member of the Company he or she shall have one vote as a director.

35 A director who has been appointed under regulation 21 shall have the number of votes which would be capable of being cast by the person appointing him or her to be a director if that person were a director in addition to any votes which he or she may exercise in his or her own right.

36 In regulation 93 of Table A after the words 'entitled to receive notice of a meeting of directors or of a committee of directors' there shall be added the words 'provided that the number is sufficient to satisfy the quorum requirements specified in or under these articles'.

Information about interests in shares

37.1 The directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information, supported (if the directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Income and Corporation Taxes Act 1988.

37.2 If that person fails to comply with any such request by the directors to the satisfaction of the directors within a period of one month from the date of the request, then and until the request is complied with that person shall not be entitled to attend and vote at any meeting of the Company and no dividends declared on the shares in the Company held by that person shall be paid to him or her until he or she has so complied. All such dividends shall in the meantime be retained by the Company without any liability to pay interest on them.

Dividends

38 Subject to the provisions of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors. Subject thereto, and to regulations 102 to 108 of Table A, except in respect of capital which expressly gives to its holders a right to receive dividends, it is not intended that the Company will declare and pay dividends on any of its share capital, and save to such extent (if any) as dividends are actually declared, no member shall have any right to any dividend or to require the directors or members to consider whether any dividend should be recommended or paid.

Indemnity and insurance

39.1 The indemnity given by regulation 118 of Table A shall be extended to include all liabilities incurred by every director or other officer or auditor of the Company in relation to or in connection with his duties, powers or office and his actual or purported discharge or exercise of them.

39.2 Without prejudice to the indemnity given by regulation 118 of Table A the directors may effect insurance for the benefit of any person who is or at any time was a director, other officer, auditor or employee of the Company or any of its subsidiaries including insurance against any liability incurred by such person in respect of any act or omission in relation to or in connection with his duties, powers of offices or his actual or purported discharge or exercise of them.

Names and Addresses of Subscribers

Name and Address:
Deon Newbronner
Flat 2
34 Sisters Avenue
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SW11 5SQ
UNITED KINGDOM

Name and Address:
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_____ _____

Dated this 09 April 2009.