File Copy

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06889978

The Registrar of Companies for England and Wales hereby certifies that
AA CAFE 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 28th April 2009

N068899786

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 **6889978**

Company name **AA CAFE LIMITED**

I, **AHAN AZEZ**

of **2 PRINCES AVENUE**
LONDON
ENGLAND
N3 2DB

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: **27/04/2009**

X9A1V9DY

Company Name in full: AA CAFE LIMITED

Proposed Registered Office:
72 WARDOUR STREET
SOHO
LONDON
W1F 0TD

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

Agent's Name: **LEE & ASSOCIATES LLP**

Agent's Address:
72 WARDOUR STREET
LONDON
W1F 0TD

Director 1:

Name **MR AHAN AZEZ**

Address: **2 PRINCES AVENUE**
LONDON
N3 2DB

Nationality: **BRITISH**
Business occupation: **DIRECTOR**
Date of birth: **24/07/1976**

Consented to Act: **Y** *Date Authorised:* **28/04/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent** *Date Authorised:* **27/04/2009** *Authenticated:* **Yes**

THE COMPANIES ACTS 1985 to 1989 COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF AA CAFE LIMITED

1	The Company's name is "AA CAFE LIMITED".
2	The company's registered office is to be situated in England or Wales.
3	The object of the company is to carry on business as a general commercial company.
4	The liability of the members is limited.
5	The company's share capital is £1000 divided into 1000 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 opposite our respective names.

Names and addresses of subscribers:	**Number of shares taken by each subscriber**
Signature	
AHAN AZEZ 2 PRINCES AVENUE LONDON N3 2DB England	**1**
Total	**1**

Dated: 27/04/09

THE COMPANIES ACTS 1985 TO 1989 COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF AA CAFE LIMITED

PRELIMINARY

1 The Company is a Private Company within the meaning of Section 1(3) of the Companies Act 1985. Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public. Subject as hereinafter provided the Regulations set out in Table "A" in the Companies (Tables A to F) Regulations 1985 shall apply to this Company.

2 The following Articles of Table "A" shall not apply to this Company, videliCet:- 24, 37,40,46.50,53,73,74,75,81,94 and the last sentence of Article 79.

SHARE CAPITAL

3 The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the entire amount of the original share capital of the Company. The Members of the Company shall have power from time to time by Ordinary Resolution to renew or revoke the Directors' exercise of the Company's power to allot, grant options over or otherwise dispose of any shares in the capital of the Company.

4.(a) Sections 89(1), 90(1) to (5) and Section 90(6) of the Companies Act 1985 shall not apply in relation to the issue of any equity securities by the Company but in substitution therefor the provisions of subparagraph (b) of this Article shall apply,

4.(b) Save as otherwise directed by the Company in General Meeting, any new shares from time to time to be created shall before they are issued be offered to the Members in proportion as nearly as possible to the numbers of shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the Directors who may allot, grant options over, or otherwise dispose of the same to such persons at such time and on such terms as they think proper.

5 Subject to the provisions of the Companies Act 1985 including Sections 159 and 171 thereof, the Company shall have power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as may be prescribed by these Articles.

6 Subject to the provisions of the Companies Act 1985 inc1uding Sections 162 and 171 to 175 thereof, the Company may purchase Its own shares including any redeemable shares.

SHARE CERTIFICATES

7 Every share certificate may, if the Company has a seal, be sealed with the seal, and shall otherwise be signed by a Director and the Secretary, or by two Directors and be expressed to be.executed.by the Company and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon, and Article 6 of Table A shall be modified accordingly.

LIEN

8 The lien conferred by Article 8 in Table A shall also attach to fully paid up shares and dividends and to all shares registered in the name of any person indebted or under liability to the Company whether .he shall be the sale registered holder thereof or one of two or more joint holders thereof.

TRANSFER OF SHARES

9 A Member desiring to transfer shares other than to the Company pursuant to Article 6 hereof shall give notice .In writing hande.d personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the Member giving such notice may dispose of such shares or any of them to Members of the Company in a direct and pro rata proportion to their existing holdings at a price to be agreed between the Transferor and the Directors, or failing agreement at a price fixed by the Auditors of the Company as a fair value thereof. If within twenty-eight days of the date of the said notice the Directors are unable to find a Member or Members willing to purchase all such shares on such conditions Ihe Transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the Said notice but the Directors may in their absolute discretion and WIthout assigning any reason therefor decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

GENERAL MEETINGS

10 The Directors may call General Meetings and, on the requisition of Members pursuant to the provision of the Companies Act 1985, shall forthwith proceed to convene an Extraordinary General Meeting for a date not more than twenty-eight days after the date of the notice convening the Meeting. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director or any Member of the Company may call a General Meeting.

11 Article 38 of Table A shall be read and construed as if the words "ninety-five per cent" were followed by the words "(or such lesser percentage, not being less than ninety per cent, as may be determined by Resolution of the Company in General Meeting in accordance with Section 379A of the Companies Act 1985)".

PROCEEDING AT GENERAL MEETINGS

12 At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any Member in person or by proxy. Unless a poll is so demanded, a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn. In the event of an equality of votes, the Chairman shall not have a second or casting vote.

DIRECTORS

13 Article 64 of Table A shall apply. with the exception of the words "but shall not be less than two", and accordingly there may be a sole Director. If and so long as there is a sole Director. such Director may act alone in exercising all the powers and authorities by Table A or those Articles vested in the Directors generally. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company pursuant to Section 10(2) of the Companies Act 1985 and deemed to be appointed Directors accordingly. No Director shall be subject to retirement by rotation.

14 14. The Company shall not be subject to Section 293 of the Companies Act 1985 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 the age of seventy years or any other age.

15 In the case of any equality of votes at any Director's Meeting, the Chairman of the Meeting shall not have a second or casting vote and Article 88 of Table A shall be modified accordingly.

16 Subject to the provisions of Section 317 of the Companies Act 1985, a Director may contract with the Company and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company, or in respect of the tenns there of and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY

17 The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered under Scction 10(2) of the Companies Act 1985 and deemed to be appointed accordingly.

BORROWING POWER OF THE DIRECTORS

18 The Directors of the Company may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking. property or uncalled capital, or any part thereof, and, subject to Section 80 of the Companies Act 1985, 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.

ALTERNATE DIRECTORS

19 Any Director may in writing appoint any person to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall nol be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

THE SEAL

20 Article 101 of Table A shall be read and construed as if the words "The Seal' were followed by the words "if any".

INDEMNITY

21 Subject to Section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, Officer or Official of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

DISQUALIFICATION OF DIRECTORS

22 The office of a Director shall be vacated:

22(1) If by notice in writing to the Company he resigns the office of Director.

22(2) If he ceases to be a Director by virtue of Section 291 of the Companies Act 1985.

22(3) If he becomes bankrupt or insolvent or enters into any arrangements with his creditors.

22(4) If he becomes of unsound mind.

22(5) If he is prohibited from being a Director by an order made under the Company Directors Disqualification Act 1986.

22(6) If he is removed from office by a Resolution duly passed under Section 303 of the Companies Act 1985.

Names and addresses of subscribers:

Signature .....

AHAN AZEZ
2 PRINCES AVENUE

LONDON
N3 2DB
England

Dated: 27/04/09

Signature .....

AHAN AZEZ
2 PRINCES AVENUE

LONDON
N3 2DB
England