



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 6922056

The Registrar of Companies for England and Wales hereby certifies that

AB GLOBAL 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 **2nd June 2009**



N06922056H



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

2410034/20

The Companies Acts 1985 to 2006

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

AB GLOBAL LIMITED

THURSDAY



A46

AG8DVA80

28/05/2009

179

COMPANIES HOUSE

1. The name of the Company is AB Global Limited.
2. The Company is to be a private company limited by shares.
3. The Registered Office of the Company will be situated in England and Wales.
4. The Company's objects are:-
 - (a) To carry on business as a general commercial company.
 - (b) To carry on any other business which in the opinion of the Company, may be capable of being conveniently or profitably carried on in connection with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
 - (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
 - (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trademarks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
 - (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
 - (f) 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.
 - (g) To enter into arrangements for joint workings in business or amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to

carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit the Company.

- (h) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (i) To sell, improve, manage, develop, turn to account, let on rent or royalty or share of profits or otherwise, grant licences or easements or other rights in or over, or in any other manner deal with or dispose of the undertaking and all of any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (j) 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.
- (k) 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.
- (l) To lend and advance money or give credit on any terms and with or without security to any company, firm or person (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any company, firm or person (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (m) To borrow or raise money in any manner and to secure the repayment of any money borrowed raised, or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (n) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (o) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (p) 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.
- (q) To distribute among the members of the Company in kind any property of the Company of whatever nature.
- (r) To pay all or any expenses in connection with the promotion, formation and incorporation of the Company, or to contract with any company, firm or person to pay the same, and to pay commission to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (s) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in any such sub-clause or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

- 5. The liability of the Members is limited.
- 6. The Company's share capital is £1.00 divided into 100 ordinary shares of £0.01 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 shares shown opposite our respective names.

Name and Address of Subscriber(s)	Number of Ordinary shares taken by subscriber(s)
-----------------------------------	--

Signature

Martin Bartlam
58 West Common
Harpenden
Hertfordshire

10

Martin J Bartlam

In the presence of:

Witness name:

Witness address:

Witness occupation:

Witness signature:

Dated: 27/05/09

Mark David Hall
53/54 High Street
Southill
Biggleswade
Bedfordshire
SG18 9JB

10

Mark David Hall

In the presence of:

Witness name:

Witness address:

Witness occupation:

Witness signature:

Dated: 27/05/09

James Edward Hardman
Lower Underhand Farm
Slaidburn Road
Newton-in-Bowland
Clitheroe
Lancashire
BB7 3DL

10

L. E. Hardman

In the presence of:

C. Barthram

Witness name:

CLAIRE BARTHRAM

Witness address:

1 WENLAKE HOUSE
OLD STREET
LONDON EC1V 9JH

Witness occupation:

TELEPHONIST.

Witness signature:

C. Barthram

Dated: 27/05/09

Raymond Halliday Watt Smith
Rua Mahatma Gandhi 302
Interlagos. Sao Paulo.SP.
Brazil
CEP 04789-000

10

[Signature]

In the presence of:

Witness name:

RICHARD DENIS STEVENS

Witness address:

RUA SILVINO DE OLIVEIRA PINTO, 371
04785-160 SAO PAULO ; S.P. ; BRAZIL.

Witness occupation:

COMPANY DIRECTOR

Witness signature:

[Signature]

Dated:

7 April 2009.

Registered No:

COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

AB GLOBAL LIMITED

1. PRELIMINARY

- 1.1 The Company is a private company limited by shares and accordingly any offer to the public of shares in or debentures of the Company or any allotment of or agreement to allot shares in or debentures of the Company with a view to their being offered for sale to the public is prohibited. Subject as hereinafter provided and except where the same are varied by or inconsistent with these presents, the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (as amended prior to the adoption of these Articles) (hereinafter referred to as "**Table A**") shall apply to the Company.

2. AUTHORISED SHARE CAPITAL

The authorised share capital of the Company is £1.00 made up of 100 ordinary share of £0.01 each.

3. TRANSFER OF SHARES

- 3.1 Regulation 24 of Table A shall not apply. The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any share, whether or not it is a fully paid share.
- 3.2 In accordance with section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company
- 3.3 The directors are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into Shares up to the authorised share capital of the Company from time to time at any time or times during the period of five years from the date of adoption of these Articles 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 of the Companies Act 1985) be renewed, revoked or varied by ordinary resolution.

4. PROCEEDINGS AT GENERAL MEETINGS

The second sentence of Regulation 40 of Table A shall be omitted. One member present in person or by proxy shall be a quorum at any general meeting.

5. SHARE CERTIFICATES

The Company may execute share certificates in accordance with the enabling provisions of Section 44 of the Companies Act 2006 and the provisions of Regulation 6 of Table A shall be deemed to have been varied accordingly.

6. VOTES OF MEMBERS

6.1 Regulation 59 of Table A shall not apply to the Company. On a poll votes may be given either personally or by proxy or, in the case of a member being a corporation, by its duly authorised representative.

6.2 Where a general meeting is being held at short notice, an instrument appointing a proxy will be valid if it is deposited at or received by the Company at any time prior to the commencement of the general meeting, and Regulation 62 of Table A shall be amended accordingly.

7. DIRECTORS

7.1 Regulations 64 and 76 to 77 (inclusive) of Table A shall not apply to the Company. The last sentence of Regulation 84 of Table A shall be omitted.

7.2 Unless and until otherwise determined by ordinary resolution there shall be no maximum number of Directors and the minimum number of Directors shall be one. A sole Director shall have authority to exercise all the powers of the Company vested in the Directors.

7.3 If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

7.4 In Regulation 85(c) of Table A there shall be inserted after the words "interest or benefit" the words "unless the Company by ordinary resolution shall otherwise direct."

8. ALTERNATE DIRECTORS

The last sentence of Regulation 66 of Table A shall be omitted.

9. POWERS AND DUTIES OF DIRECTORS

- 9.1 Subject to a Director complying with the provisions of Sections 182 and 177 of the Companies Act 2006, he shall be entitled to vote at a meeting of Directors in respect of any contract or arrangement in which he is interested and if he does so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present. Regulation 94 of Table A shall be construed accordingly.
- 9.2 The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependants of any person in respect of services rendered by him to the Company as managing director assistant managing director or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary of the Company or of its holding company (if any) notwithstanding that he may be or may have been a director of the Company, and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

10. DISQUALIFICATION OF DIRECTORS

- 10.1 Regulation 81 of Table A shall not apply to the Company. The office of Director shall be vacated if the Director:
- (a) resigns his office by notice in writing to the Company; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) ceases to be a director by virtue of any provision of the Companies Act 1985 or the Companies Act 2006 or he becomes prohibited by law from being a director; or
 - (d) becomes of unsound mind; or
 - (e) is removed from office by notice in writing signed by a member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company, which shall take effect upon lodgement at the registered office of the Company.

11. PROCEEDINGS OF DIRECTORS

- 11.1 Notices of meetings of Directors shall be given to all Directors and to any alternative Directors appointed by them. Notice of the meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing or by electronic communication to him at his last known address or at any other address given by him to the company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request that notices of meetings of the Directors shall, during his absence, be sent in

writing to him at an address or to a facsimile number or e-mail address given by him to the company for this purpose. Regulation 88 of Table A shall be modified accordingly.

11.2 Regulation 90 of Table A shall not apply to the Company.

11.3 All or any of the Directors or of the members of any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to 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 accordingly. Such a meeting shall be deemed to take place where the largest of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

12. DIRECTORS' GRATUITIES AND PENSIONS

Regulation 87 of Table A shall not apply to the Company.

13. NOTICES

13.1 In Regulation 112 of Table A the words "and who gives to the Company an address within the United Kingdom at which notices may be given to him" and the words "but otherwise no such member shall be entitled to receive any notice from the Company" shall be omitted.

13.2 In Regulation 116 of Table A the words "within the United Kingdom" shall be omitted.

14. WINDING UP



In Regulation 117 of Table A there shall be inserted before the words "determine how such division" the words "with the like sanction".

15. INDEMNITY

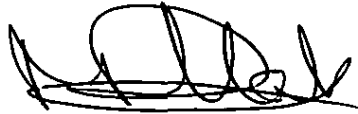
Regulation 118 of Table A shall not apply to the Company. Subject to the provisions of the Act, the Company may purchase and maintain for any Director, Managing Director, Secretary or other officer or employees or agent of the Company or its auditors insurance against any liability. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every person who is or has been a Director, Managing Director, Secretary and other officer or employee of the Company shall (to the extent the proceeds of any insurance policy against such liability are insufficient to meet such liability in full) be indemnified out of the assets of the Company against any liability relating to his conduct as, or incurred by him as, such Director, Managing Director, Secretary or other officer or employee of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Sections 144(3) or 144(4) of the Companies Act 1985 or Section 1157 of the Companies Act 2006 in which relief is granted to him by the Court; and, if the Board thinks fit, every agent and the auditors of the Company may be so indemnified against any liability incurred by him/them in defending any such proceedings.

Articles agreed by the Subscribers:

Name and Address of Subscriber(s)	Number of Ordinary shares taken by subscriber(s)	Signature
Martin Bartlam 58 West Common Harpenden Hertfordshire	10	Martin J Bartlam

In the presence of: 
Witness name: Kelly Anne Durham
Witness address: 64 Herry Road
Chelmsford, CM1 1RG.
Witness occupation: legal PA.
Witness signature: 
Dated: 27/05/09

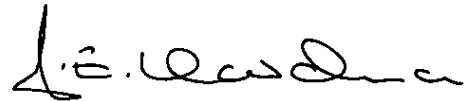
Mark David Hall 53/54 High Street Southill Biggleswade Bedfordshire SG18 9JB	10
---	----



In the presence of:
Witness name: CLAIRE BARTHAM
Witness address: 1 WENLAKE HOUSE
OLD STREET
LONDON EC1V 9JH
Witness occupation: TELEPHONIST
Witness signature: C. Bartham
Dated: 27/05/09

James Edward Hardman
Lower Underhand Farm
Slaidburn Road
Newton-in-Bowland
Clitheroe
Lancashire
BB7 3DL

10



In the presence of: C. Barthram

Witness name: CLAIRE BARTHRAM

Witness address: 1 WENLAKE HOUSE
OLD STREET
LONDON EC1V 9JH


Witness occupation: TELEPHONIST

Witness signature: C. Barthram

Dated: 27/05/09

Raymond Halliday Watt Smith
Rua Mahatma Gandhi 302
Interlagos, Sao Paulo, SP.
Brazil
CEP 04789-000

10



In the presence of:


Witness name: RICHARD DENIS STEVENS

Witness address: RUA SILVINO DE OLIVEIRA PINTO, 371
04785-160 SAO PAULO; SP.; BRAZIL

Witness occupation:

COMPANY DIRECTOR

Witness signature:



Dated:

7 April 2009



12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

AB Global Limited

I, Giles Hawkins

of Orrick, Herrington & Sutcliffe, Tower 42, Level 35, 25
Old Broad Street, London EC2N 1HQ

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [Solicitor engaged in the
formation of the company] ~~PERSON WHO IS NOT A SOLICITOR~~
~~PERSON WHO IS NOT A SOLICITOR~~ and 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.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

Tower 42, 25 Old Broad St, London

Day Month Year

On 27 05 2009

① Please print name.

before me ①

JONATHAN MCCAFFREY

Signed

Date

27-05-09

~~I, a Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

You do not have to give any contact
information in the box opposite but
if you do, it will help Companies
House to contact you if there is a
query on the form. The contact
information that you give will be visible
to searchers of the public record.

Orrick Herrington & Sutcliffe
Tower 42, Level 35, 25 Old Broad Street, London, EC2N
1HQ

Tel 0207 562 5000

DX number 557

DX exchange

London/City

Companies House receipt date barcode

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



10

Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

AB Global Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Tower 42, Level 35,

25 Old Broad Street

Post town

County / Region

London

Postcode

EC2N 1HQ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

x

Agent's Name

Orrick, Herrington & Sutcliffe

Address

Tower 42, Level 35,

25 Old Broad Street

Post town

County / Region

London

Postcode

EC2N 1HQ

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

Orrick Herrington & Sutcliffe

Tower 42, Level 35, 25 Old Broad Street, London, EC2N
1HQ

Tel 0207 562 5000

DX number 557

DX exchange

London/City

Companies House receipt date barcode

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

Mr

*Honours etc

* Voluntary details

Forename(s)

James Edward

Surname

Hardman

Previous forename(s)

Previous surname(s)

Address ††

Lower Underhand Farm, Slaidburn Road

Newton-in-Bowland

Post town

Clitheroe

County / Region

Lancashire

Postcode

BB7 3DL

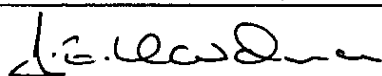
Country

United Kingdom

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

I consent to act as secretary of the company named on page 1

Consent signature



Date

27/05/09

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Mark David

Surname

Hall

Previous forename(s)

Previous surname(s)

Address ††

53/54 High Street

Southill

Post town

Biggleswade

County / Region

Bedfordshire

Postcode

SG18 9JB

Country

United Kingdom

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Date of birth

Day Month Year

1

2

0

5

1

9

7

3

Nationality

British

Business occupation

Business Analyst

Other directorships

N/A

I consent to act as director of the company named on page 1

Consent signature



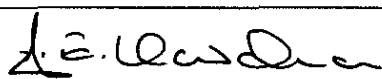
Date

23.3.09

Directors

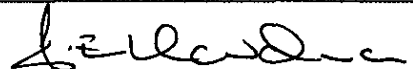
(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc	
* Voluntary details	Forename(s)	James Edward		
	Surname	Hardman		
	Previous forename(s)			
	Previous surname(s)			
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	Lower Underhand Farm, Slaidburn Road,		
		Newton-in-Bowland		
	Post town	Clitheroe		
	County / Region	Lancashire	Postcode	BB7 3DL
	Country	United Kingdom		
	Date of birth	Day 29 Month 02 Year 1972	Nationality	British
	Business occupation	Developer		
	Other directorships	Higher Whitewell Limited		
		I consent to act as director of the company named on page 1		
	Consent signature		Date	27/05/09

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed



Date

27/05/09

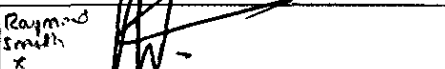
Signed


Mark Hall x

Date

27/05/09

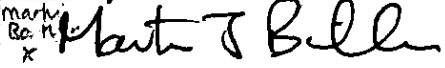
Signed


Raymond Smith x

Date

27/05/09

Signed


Mark & Bill x

Date

27/05/09

Signed

Date

Signed

Date

Signed

Date