



FILE COPY

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

Company No. 6931383

The Registrar of Companies for England and Wales hereby certifies that

ABHI GENERAL STORE 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 **11th June 2009**



N06931383K



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

100178/20.

100/21

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

Memorandum of Association Of

WEDNESDAY



A50 10/06/2009 217
COMPANIES HOUSE

ABHI GENERAL STORE LIMITED

1. The name of the Company is: - **ABHI GENERAL STORE LIMITED**
2. The Registered Office of the Company will be situated in England or Wales.
3. The Objects for which the Company is established are: -
 - (a) To carry on business as a wholesale & retail of an general house ware & kitchen ware goods, toiletries, toys, carpets, foods, drinks, mobile phone accessories, rugs, carpets, electrical goods, ladies garments, men's wear, artificial jewellery, watches, music compact discs, audio tapes, Music & films Dvd, suitcases, hand bags, stationary, loose fabrics etc.
 - (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 conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property or further its objects or any of them.
 - (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, trade marks, 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 amalgamate with or to make any agreement or arrangement with or enter into partnership or joint venture agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) 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.
- (i) 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.
- (j) 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.
- (k) 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, debenture stock, mortgages or in any other way.
- (l) 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, debenture stock or other securities of the Company.
- (m) 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.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) 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, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) 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.
- (r) To do all such other 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.

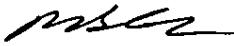
5. The share capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
 MR DIDAR SINGH MALOTRA 15 VIKING ROAD SOUTHALL MIDDLESEX UB1 2AT DIRECTOR	1
TOTAL NUMBER OF SHARES TAKEN	1

Dated this 08 June 2009

WITNESS to the above signature: -


MS BHAMBRA
18 GLEDWOOD GARDENS
HAYES
MIDDLESEX
UB4 0AT

ACCOUNTANT

Articles of Association Of

ABHI GENERAL STORE LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (such table being hereinafter 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.
2. The Company is a private company and 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 those shares or debentures being offered for sale to the public.
3. In these articles the expression "the Act" means the Companies Act 1985, but also any reference in these articles to any provisions of the Act shall be deemed to include reference to any statutory modification or re-enactment of the Act for the time being in force.

ALLOTMENT OF SHARES

4. The shares of the Company shall be under the control of the Directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (subject to Section 80 of the Act) to such persons, on such terms and in such manner as they think fit.
5. All relevant securities of the Company from time to time unissued shall come under the general authority and powers conferred by Articles hereof and the directors may further exercise any power of the Company to 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 for a period of not more than five years from the date of incorporation of the Company. 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 (but not for more than five years at a time) and the Directors under the general authority shall be entitled to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.
6. Any shares which are not in the original authorised share capital with which the Company is incorporated and where the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be 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 so 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 shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of the 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 therefore than the terms on which they were offered to the Members. The foregoing provisions of this paragraph shall have effect subject to Section 80 of the Act.

7. In accordance with Section 91 (1) of the Act Sections 89 (1) and 90 (1) to 6 inclusive shall be excluded from applying in relation to any allotment of Shares in the Company.
8. The Company shall have the power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder subject to the provisions within Part V of the Act and on such terms as may be provided by the Resolution of the Company creating such redeemable shares.
9. The Company may purchase its own shares (including any redeemable shares) subject to the provisions of Part V of the Act.
10. The Company may make a payment in respect of the redemption or purchase of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares subject to Sections 159 or 162 (as the case may be) of the Act.

TRANSFER OF SHARES

11. 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.

LIEN

12. The Company shall have a first and paramount lien on every Share (whether it is fully paid or not) for all monies (whether presently payable or not) called or payable at a fixed time or called in respect of that Share and of all Shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders or his estate and clause 8 of Table A shall be modified accordingly.
13. The liability of any member in default in respect of a call shall be increased and the words "and all expenses that may have been incurred by the Company by reason of such non-payment" added at the end of the first sentence of Clause 18 in Table A.

GENERAL MEETINGS AND RESOLUTIONS

14. Every notice conveying 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 right 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.
15. No business shall be transacted at any General Meeting unless a quorum is present, subject to 16 below two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
16. 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 and clause 40 in Table A shall be varied accordingly.
17. If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting will stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved and Clause 41 in Table A shall not apply to the Company.
18. 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.
19. Any decision taken by a sole Member pursuant to the above paragraph 14 shall, be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

APPOINTMENT OF DIRECTORS

20. Clause 64 in table A shall not apply to the Company.
21. The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
22. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required but they shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.
23. There shall be at least one Director and unless otherwise determined by an Ordinary Resolution of the Company in General Meeting there shall not be any other limitation as to the number of Directors and if at any time there shall be only one Director of the Company, he or she, may act as sole Director exercising all the powers, authorities and discretions vested in the Directors generally and Clause 89 of Table A shall be modified accordingly.
24. No person shall be appointed a Director at any General Meeting unless the Directors recommend him.

25. Notice signed by a Member qualified to vote at the General Meeting must be 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, not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting.
26. The Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act, to be a Director, either to fill a vacancy or as an additional Director.
27. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with 23 above as the maximum number of Directors and for the time being in force.
28. In any case where as a result of the death of a sole Member of the Company, the Company has no Members and no Directors the personal representatives of such deceased Member shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as affective as if made by the Company in General Meeting pursuant to paragraph 24 above.

BORROWING POWERS

29. The Directors 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 ant 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.

ALTERNATE DIRECTORS

30. A Director, or any such person as is mentioned in Clause 65 in Table A, May act as an alternate Director to represent more than one Director, and 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 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 quorum is present.
31. An alternate 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 notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified.

DIRECTORS INTERESTS

32. Any Director may act by himself or with 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 authorise a Director to act as Auditor to the Company
33. A Director may vote, as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clauses 94 to 97 inclusive of table A shall not apply to the Company.

THE SEAL

34. If the Company has a seal it shall only be used with the authority of the Directors or a Committee of Directors. The Directors 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 has a seal. Clause 101 of Table A shall not apply to the Company.
35. 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

36. Every Director or other official 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, 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 the duties of his office or in relation thereto. But this Article shall only have effect in so far as Section 310 of the Act does not avoid its provisions.
37. The Directors shall have the power to purchase and maintain for any Director officer or Auditor of the Company Insurance against any such liability as is referred to in Section 310 (1) of the Act.
38. Clause 118 in Table A shall not apply to the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

D.S. Malotra

MR DIDAR SINGH MALOTRA
15 VIKING ROAD
SOUTHALL
MIDDLESEX
UB1 2AT

DIRECTOR

Dated this 06 June 2009

WITNESS to the above signature: -

MSB

MS BHAMBRA
18 GLEDWOOD GARDENS
HAYES
MIDDLESEX
UB4 0AT

ACCOUNTANT



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

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Declaration on application for registration

Company Name in full

ABHI GENERAL STORE LIMITED

I, DIDAR SINGH MALOTRA

of 15 VIKING ROAD, SOUTHALL, MIDDX UB1 2AT

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] 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

D.S. Malotra

Declared at

452 Uxbridge Road Hayes UB4 0SD

Day Month Year

On

08 06 2009

BRADBERRYS

SOLICITORS

452 Uxbridge Road

Hayes UB4 0SD

Ph: 020 8813 6962 Fax: 020 8813 5151

❶ Please print name.

before me ❹

DEEP MALA SINGH

Signed

D.M. Singh

Date

08-08-2009

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

MSB & Co Accountants

Accountancy & Taxation Services

Tel 18 Gledwood Gardens
Hayes, Middlesex UB4 0AT

DX number

DX exchange Tel: 020 8561 0006 Fax: 020 8561 0026
email: manjit@lufitel.com

Companies House receipt date barcode

This form has been provided free of charge
by Companies House.

Form revised June 1998

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



Companies House

— for the record —

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Please complete in typescript,
or in bold black capitals.

CHFP000

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full

ABHI GENERAL STORE LIMITED

Proposed Registered Office

15 VIKING ROAD

(PO Box numbers only, are not acceptable)

Post town

SOUTHALL

County / Region

MIDDX

Postcode

UB1 2AT

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.

✓

Agent's Name

MSB & CO ACCOUNTANTS

Address

18 GLEDWOOD GARDENS

Post town

HAYES

County / Region

MIDDX

Postcode

UB4 0AT

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

MSB & CO.

Accountants

18 Gledwood Gardens

Hayes, Middlesex, UB4 0AT

Tel: 0208 561 0006 Fax: 0208 561 0026

Tel

DX number

DX exchange

Companies House receipt date barcode

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Form revised July 1998

When you have completed and signed the form please send it to the
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for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
Address			
Usual residential address For a corporation, give the registered or principal office address.			
Post town			
County / Region		Postcode	
Country			
I consent to act as secretary of the company named on page 1			
Consent signature		Date	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc				
Forename(s)		DIDAR SINGH				
Surname		MALOTRA				
Previous forename(s)		DIDAR SINGH				
Previous surname(s)		MALOTRA				
Address		15 VIKING ROAD				
Usual residential address For a corporation, give the registered or principal office address.						
Post town		SOUTHALL				
County / Region	MIDDX	Postcode	UB1 2AT			
Country		U.K.				
Date of birth		Day	Month	Year	Nationality	BRITISH
Business occupation		DIRECTOR				
Other directorships		-				
		-				
I consent to act as director of the company named on page 1						
Consent signature		D. S. Malotra		Date	08/06/09	

Directors (continued) (see notes 1-5)

NAME	*Style / Title		*Honours etc							
* Voluntary details	Forename(s)									
	Surname									
	Previous forename(s)									
	Previous surname(s)									
Address										
Usual residential address										
For a corporation, give the registered or principal office address.	Post town									
	County / Region	Postcode								
	Country									
	Date of birth	<table><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td></td><td></td><td></td></tr></table>	Day	Month	Year				Nationality	
Day	Month	Year								
	Business occupation									
	Other directorships									
	I consent to act as director of the company named on page 1									
Consent signature		Date								

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

[Signature]

Date

08/06/09

Or the subscribers

(i.e those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.