File Copy

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06951205

The Registrar of Companies for England and Wales hereby certifies that
ABC SPORTS 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 3rd July 2009

N06951205F

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 **6951205**

Company name ABC SPORTS LIMITED

I, **CHRISTOPHER MICHAEL PELLATT**

of **INGLES MANOR CASTLE HILL AVENUE**
FOLKESTONE
KENT
ENGLAND
CT20 2RD

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: **02/07/2009**

XQ9D4B7V

Company Name in full: ABC SPORTS LIMITED

Proposed Registered Office:
INGLES MANOR CASTLE HILL AVENUE
FOLKESTONE
KENT
ENGLAND
CT20 2RD

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

Agent's Name: **1ST FOR BUSINESS LTD**

Agent's Address:
INGLES MANOR CASTLE HILL AVENUE
FOLKESTONE
KENT
ENGLAND
CT20 2RD

Company Secretary

Name **ABERGAN REED NOMINEES LIMITED**

Address: **IFIELD HOUSE BRADY ROAD**
LYMINGE
FOLKESTONE
KENT
CT18 8EY

Consented to Act: **Y** *Date authorised* **03/07/2009** *Authenticated:* **YES**

Director 1:

Name **MR CHRISTOPHER MICHAEL PELLATT**

Address: **INGLES MANOR CASTLE HILL AVENUE**
FOLKESTONE
KENT
ENGLAND
CT20 2RD

Nationality: **BRITISH**
Business occupation: **DIRECTOR**
Date of birth: **09/06/1975**

Consented to Act: **Y** *Date Authorised:* **03/07/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber** *Date Authorised:* **02/07/2009** *Authenticated:* **Yes**

The Companies Acts 1985 to 1989

The Companies Act 2006

Private Company Limited by Shares

Memorandum of Association

of

ABC SPORTS LIMITED

1. The name of the Company is ABC SPORTS LIMITED.

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

3. The objects for which the Company is established are:-

(A) To carry on business as a general commercial company.

(B) To carry on any other business which may in the opinion of the Board of Directors be advantageously carried on by the Company.

(C) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrender of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects; and to erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.

(D) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(E) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.

(F) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.

(G) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

(H) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.

(I) To give any form of financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company.

(J) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person (including but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within, in each case, the meaning of Section 736 and Section 736(A) of the Companies Act 1985 (the "Act") as amended by the Companies Act 1989, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

(K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including it's uncalled capital, and to re-issue any debentures at any time paid off.

(L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.

(M) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of, any other company or corporation.

(N) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(O) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

(P) To promote, or aid in the promotion of, any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.

(Q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such persons.

(R) To establish and implement any employee shares scheme within the meaning of section 743 of the Companies Act 1985 and any share option scheme. To grant share options and rights to Directors Employees and Members and others in connection with any share option scheme which shall entitle the holders of any such options and rights to acquire and subscribe for shares and securities of the Company in accordance with the terms of any such grant.

(S) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for, or make payments to, or for the benefit of, Directors and ex-Directors of the Company or their dependants or connections.

(T) To distribute any property of the Company in specie among the Members.

(U) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

The subscriber to this Memorandum of Association, wishes to be formed into a Company pursuant to this Memorandum; and agrees to take the number of Shares shown opposite the subscriber's name

NAME AND ADDRESS OF SUBSCRIBER	Number of shares taken by the subscriber
Abergan Reed Nominees Limited Ingles Manor Castle Hill Avenue Folkestone Kent	ONE

DATED 2 July 2009

The Companies Acts 1985 to 1989

The Companies Act 2006

Private Company Limited by Shares

Articles of Association

of

ABC SPORTS LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, The Companies Act 1985 (Electronic Communications) Order 2000, The Companies (Tables A to F)(Amendment) Regulations 2007 and The Companies (Tables A to F)(Amendment)(No.2) Regulations 2007 so far as it relates to private companies limited by shares (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.

   (b) Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment or any statutory re-enactment thereof and any provisions of the Companies Act 2006 for the time being in force.

PRIVATE COMPANY

2. The Company is a private company within the meaning of the Act.

ALLOTMENT OF SHARES

3. The Directors of the Company are generally authorised for the purposes of Section 80 of the Act to allot, grant options over or otherwise deal with or dispose of the original shares in the capital of the Company at the date of its incorporation to such persons at such times and on such conditions as they think fit, subject to the provisions of that Section and Article 4 hereof and provided that no shares shall be issued at a discount. In accordance with Section 91 of the Act Sections 89(1) and 90(1) to 90(6) of the Act shall not apply to the Company. The Directors are generally authorised to exercise the power of the Company to allot shares of the Company which shall be created under any employee shares or share option scheme or arrangement.

4. The general authority conferred on the Directors by Article 3 shall extend to all relevant securities (as defined by Section 80 of the Act) in the capital of the Company at the date of its incorporation during the period of five years from the date upon which the Company was incorporated but the Directors may, after the authority has expired, allot any shares in pursuance of an offer or agreement so to do made by the Company before the authority expired. The authority may be renewed varied or revoked by the Company in General Meeting.

SHARES

5. The Company shall have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

6. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment."

7. Regulation 3 in Table A shall not apply to the Company and subject to the provisions of Chapter VII of Part V of the Act the Company may with the sanction of an Ordinary Resolution issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder.

TRANSFER OF SHARES

8. (a) Subject to Article 8(b) the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and Regulation 24 in Table A shall not apply to the Company.

(b) Article 8(a) shall not apply to any transfer to a person who is already a Member of the Company.

9. In these Articles a reference to the transfer of or transferring shares shall include any transfer, assignment, disposition or proposed or purported transfer, assignment or disposition:

(a) of any share or shares of the Company; or
(b) of any interest of any kind in any share or shares of the Company; or
(c) of any right to receive or subscribe for any share or shares of the Company.

Members shall not transfer nor create nor dispose of any interest in or over any of the shares being transferred except by a transfer of the entire legal and beneficial interest in the shares. Any transfer shall be to a transferee as permitted by the Articles and not otherwise.

Subject to Article 8, a subscriber to the Memorandum of Association of the Company may freely transfer his share to any person, firm or company.

10. A Member (other than a subscriber to the Memorandum of Association of the Company) who desires to transfer shares to a person who is not already a Member of the Company shall give notice of such intention to the Directors of the Company giving particulars of the shares in question. Any such notice shall be irrevocable except with the approval of the Directors. The Directors as agents for the Member giving such notice may dispose of such shares or any of them to Members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the auditors or reporting accountants of the Company as the fair value thereof. The costs of any valuation of the transfer shares shall be shared equally by the transferor and the Company unless the Company in general meeting shall decide otherwise. The Directors shall offer the shares in question to all the Members (other than the Member who wishes to transfer the shares). The shares offered to each individual Member shall be in proportion or (at the discretion of the Directors) as nearly as may be in proportion to the numbers of shares then held by that Member. Subject to Article 8(a) and the following exception if within twenty-eight days from the date of the said notice the Directors are unable to find a Member or Members willing to purchase all such shares, the 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 any such disposal shall be at the same price or more than the price for the shares which shall have been offered in accordance with this clause to the existing Members. The exception referred to above is that if all the offered shares shall not be agreed to be acquired the said Member shall not be under any obligation to complete a transfer of any of the shares.

11. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

GENERAL MEETINGS AND RESOLUTIONS

12. Every notice convening a General Meeting shall comply with the provisions 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.

13. Regulation 41 in Table A shall be read and construed as if the words, "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved" were added at the end.

14. A proxy who is not himself a member entitled to vote shall not be entitled to vote on a show of hands and Regulation 54 in Table A shall be modified accordingly.

15. In addition to the requirements of Regulation 100 of Table A, the Directors shall also insert in the minute book of the Company a memorandum of all decisions taken by a sole Member when the Company has only one Member which are taken by the Company in General Meeting and which have effect as if agreed in General Meeting.

DIRECTORS

16. (a) The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10 of the Act.

(b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have the authority to exercise all the powers and discretions conferred by Table A or these Articles and expressed to be vested in the Directors generally and Regulation 89 in Table A shall be modified accordingly.

(c) Regulation 64 in Table A shall not apply to the Company.

(d) In any case where, as a result of death, the Company has no Members and Directors, the personal representatives of the last Member to have died shall have the right, by notice in writing, to appoint a person to be a Director and where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member shall be deemed to have survived an older Member.

ALTERNATE DIRECTORS

17. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an Officer of the Company and shall not be deemed to be an

agent of his appointor. Regulation 66 in Table A shall be modified accordingly.

(b) A Director or any other person may act as an alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors, or 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.

BORROWING POWERS

18. 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 manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and, subject (in the case of any security convertible into shares) to Sections 80 and 380 of the Act to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

PROCEEDINGS OF DIRECTORS

19. Subject to the provisions of Section 317 of the Act, Regulation 94 in Table A shall not apply to the Company and 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 present at any meeting when any such contract or arrangement is under consideration.

20. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings.

21. (a) Subject to the following proviso the power of the Directors to regulate their proceedings shall include (if duly approved by the Directors) participation in meetings by conference telephone or any kind of communication or electronic communication (as defined in the Electronic Communications Act 2000) – Provided :-

1) that proper and reasonable notice of the meeting and of the proposal to conduct it in accordance with this Article shall have been given to all persons who are entitled to attend meetings of Directors; and

2) that written minutes of and the transcripts of all resolutions of the Directors at all meetings of Directors which shall be conducted in accordance with this Article shall be certified in writing by all the participating Directors by electronic communication or otherwise to be correct. The reference to "resolutions" in this paragraph means any proposed resolution which to be valid requires proper certification in accordance with this Article.

(b) The date of any resolution passed at any meeting which may be held in accordance with the preceding Article shall be when the transcript of the resolution shall be certified by the last Director to do so.

DISQUALIFICATION OF DIRECTORS

22. The office of a Director shall also be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

THE SEAL

23. If the Company has a seal it shall be used only with the authority of the Directors or of a committee of the 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 by a second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

INDEMNITY

24. (a) Regulation 118 in Table A shall not apply to the Company. Every Director and other officer 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 and discharge 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, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Sections 144 or 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 its provisions are not avoided by Sections 309A and 309B of the Act.

(b) The Directors shall have power to purchase and maintain at the expense of the Company an insurance policy for any Director (including an alternate Director), Officer or Auditor of the Company against any such liability as is referred to in Section 309A(5) of the Act.

NAME AND ADDRESS OF SUBSCRIBER

Abergan Reed Nominees Limited
Ingles Manor
Castle Hill Avenue
Folkestone
Kent

DATED 2 July 2009