File Copy

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06982412

The Registrar of Companies for England and Wales hereby certifies that
AB BAUPROJEKTPLAN LTD

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

Given at Companies House on 5th August 2009

N06982412J

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 **6982412**

Company name **AB BAUPROJEKTPLAN LTD**

I, **ALFRED BECK**

of **IMSTER STR. 29**
BACKNANG
GERMANY
71522

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: **05/08/2009**

X0LR8C5Y

Company Name in full: AB BAUPROJEKTPLAN LTD

Proposed Registered Office:
THE PICASSO BUILDING CALDERVALE ROAD
WAKEFIELD
WEST YORKSHIRE
ENGLAND
WF1 5PF

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

Agent's Name: **JOCHEN HUELS COMPANEA GMBH & CO. KG**

Agent's Address:
AMALIENSTR. 71
MUNICH
BAVARIA
GERMANY
80799

Company Secretary

Name **SL24 LTD.**

Address: **THE PICASSO BUILDING CALDERVALE ROAD**
WAKEFIELD
WEST YORKSHIRE
UK
WF1 5PF

Consented to Act: **Y** *Date authorised* **05/08/2009** *Authenticated:* **YES**

Director 1:

Name **MR ALFRED BECK**

Address: **IMSTER STR. 29**
BACKNANG
GERMANY
71522

Nationality: **GERMAN**
Business occupation: **ARCHITECT**
Date of birth: **20/12/1955**

Consented to Act: **Y** *Date Authorised:* **05/08/2009** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **subscriber** *Date Authorised:* **05/08/2009** *Authenticated:* **Yes**

COMPANIES ACTS 1985, 1989 & 2006
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM AND
ARTICLES OF ASSOCIATION

of

AB BAUPROJEKTPLAN LTD

COMPANIES ACTS 1985, 1989 & 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

of

AB BAUPROJEKTPLAN LTD

1. The name of the company is AB BAUPROJEKTPLAN LTD

2. The Registered Office of the company will be situated in England and Wales.

3. The objects for which the company is established are:

to carry out the business of a General Commercial Company;

to carry out any other trade or business, which, in the opinion of the board of directors, is advantageous to the company and to do all other things as are incidental or conductive to the attainment of the objects of the company.

4. The liability of the members is limited.

5. The share capital of the Company is £1000 divided into 1000 Ordinary shares of £1.00 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 specified opposite our respective names.

Name(s) and Address(es) of Subscriber(s)

Date: 05/08/2009

Sebastian Beck,\par Imster Str. 29, Backnang, 71522, Germany\par Number of Shares taken: 100\par \par The total number of share(s) allocated to the subscriber(s) is 100

COMPANIES ACTS 1985, 1989 & 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

of

AB BAUPROJEKTPLAN LTD

1. Preliminary

1.1. The regulations constituting Table A in the Companies (Tables A to F) (Amendment) Regulations 2007 (hereinafter “Table A”) shall apply to the Company except in so far as they are excluded or varied by these Articles.

1.2. Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meanings so defined.

2. Share Capital

2.1. The share capital of the Company is £1000 divided into 1000 Ordinary shares of £1.00 each.

2.2. In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine".

3. Lien and Forfeiture

3.1. The Lien conferred by Regulation 8 of Table A shall attach to fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share.

3.2. In Regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares."

4. Transfer of Shares

Regulation 24 of Table A shall not apply.

5. Alteration of Share Capital

5.1. In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)".

5.2. In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted.

6. Votes of Members

6.1. In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the word "present in person or by proxy".

6.2. In Regulation 61 of Table A there shall be substituted for the words following "appointment of a proxy shall be in" the words "any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used."

7. Directors

7.1. The number of the directors shall not be less than one.

7.2. If only one director has been appointed, then he shall represent the company alone. If two or more directors have been appointed, then they may only act jointly on behalf of the company.

8. Appointment and Retirement of Directors

Regulations 76 to 79 of Table A shall not apply to the Company.

9. Proceedings of Directors

Regulation 94 shall not apply to the Company.

10. Dividends

In Regulation 104 of Table A there shall be inserted after the words "as from a particular date" the words "or a particular event".

11. Formation Expenses

Any expenses in connection with the formation of the Company shall be borne by the Company up to an amount of EUR 2000.00.

Name(s) and Address(es) of Subscriber(s)

Date: 05/08/2009

Sebastian Beck,\par Imster Str. 29, Backnang, 71522, Germany\par