00676872

21

Statement of first directors and secretary and intended situation of registered office

This form should be completed in black

Company name (in full)

CN

For official use

ABBEYDALE ENTERPRISES LIMITED

Registered office of the company on incorporation

RO

79 CHICHESTER STREET

Post Town BELFAST

Postcode BT1 4JE

If the memorandum is delivered by an agent for the subscribers of the memorandum mark 'x' in the box opposite and give the agents name and address

RA

Name

Post Town

Country/Region

Postcode

Number of continuation sheets attached

To whom should Companies Registry direct any queries about the information shown on this form?

THE COMPANY SHOP
79 CHICHESTER STREET
BELFAST Postcode BT1 4JE
Telephone Extension

DEPARTMENT OF ENTERPRISE TRADE & INVESTMENT COMPANIES REGISTRY
- 3 SEP 2009
COUNTER RECEIVED

Company Secretary

Name — Style/Title: CS

Forenames

Surname

Honours etc

Previous forenames

Previous surname

Address: AD

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

Post Town

Country/Region

Postcode — Country

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

Consent signature

Signed — Date

Directors

Please list directors in alphabetical order

Name — Style/Title: CD

Forenames: C S DIRECTOR SERVICES LIMITED

Surname

Honours etc

Previous forenames

Previous surname

Address: AD 79 CHICHESTER STREET

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

Post Town: BELFAST

Country/Region

Postcode: BT1 4JE — Country

Date of Birth: DO — Nationality: AD

Business Occupation: OC

Other directorships: OD SEE ATTACHED LIST

Voluntary details

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

Authorised Signatory for CS Director Services Ltd

Consent signature

Signed — Date 03/09/09

Directors (continued)

Name

Style/Title: CD

Forenames: DES

Surname: PALMER

Honours etc

Previous forenames

Previous surname

Address

Use residential address must be given. In the case of a corporation, give the registered or principal office address.

AD 31 KILMAINE ROAD

Post Town BANGOR

Country/Region

Postcode BT19 6DT Country

Date of Birth: DO 23 03 41

Nationality: AD BRITISH

Business Occupation: OC DIRECTOR

Other directorships: OD SEE ATTACHED LIST

Voluntary details

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

Consent signature

Signed Date 03/09/09

Delete if the form is signed by the subscribers

Signature of agent on behalf of all subscribers Date

Delete if the form is signed by an agent on behalf of all the subscribers.

All the subscribers must sign either personally or by a persons or persons authorised to sign for them.

Signed for CS Secretarial Services Ltd Date 03/09/09

Signed Date

Signed Date

Signed Date

Signed Date

Signed Date

Other Directorships for Des Palmer

CS Business Limited

CS Secretarial Services Limited

CS Director Services Limited

Other Directorships
C.S. Director Services Limited

4605 Decking (N.I.) Limited
4757 City Restaurants Limited
5025 The Promised Seed Project
5037 Tircon Limited
5126 Business NI Limited
5214 Hair & Beauty World Limited
5236 TCT USA Limited
5243 Direct Vehicle Leasing Limited
5273 Conference Com Limited
5305 The Fundry Restaurant Limited
5396 Elite Ice Hockey Limited
5435 Davymac Limited
5440 McCloskey Software Limited
5447 TMX3 International Limited
5451 BHB Fire & Specialist Training Consultants Limited
5457 Central Properties Fund Limited
5459 L B Fashions Limited
5460 Arney Developments Limited
5461 Boran Mopack Limited
5468 Leaside Developments Limited
5469 Sandhill Properties Limited
5470 CB Developments Limited
5477 Coral Reef Clothing Limited
5500 Liddell (Ireland) Limited
5505 Coleraine Jewellery Co Limited
5509 TWN Limited
5513 Circle Creative Limited
5516 J Lyman Store Limited
5525 SMS textgiving.com limited
5527 Harbour Developments Limited
5529 Political Surveys Limited
5539 Armada Solutions Limited
5540 Maccon (NI) Limited
5541 Cleaver Black Limited
5542 Peter J Graham Consulting Limited
5548 Elexsa Limited
5549 Mercury Property Developments Limited
5551 Shanco Developments Limited

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G

COMPANIES FORM No 23

CR 20

Statutory Declaration of compliance with requirements on application for registration of a company

23

Please do not write in this margin

Pursuant to Article 23(3) of the Companies (Northern Ireland) Order 1986.

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

For official use

Name of company

* insert full name of company

* ABBEYDALE ENTERPRISES LIMITED

I Denise Redpath

of C S Director Services Ltd

79 Chichester Street

Belfast BT1 4JE

^ 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 Article 21(2)]^ and that all the requirements of the above Order 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 provisions of the Statutory Declarations Act 1835.

Declared at Stewarts Solicitors

Telford House, 3-4 Donegall Quay

Belfast

the 3rd day of September

Two thousand and nine

before me Noman Scott

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Declarant to sign below

Signature for

C.S DIRECTOR SERVICES LTD

Presentor's name, address and reference (if any):

THE COMPANY SHOP
79 CHICHESTER ST
BELFAST
BT1 4JE

For official use

Public Office

DEPARTMENT OF ENTERPRISE TRADE & INVESTMENT COMPANIES REGISTRY

New Companies Section

-3 SEP 2009

COUNTER RECEIVED

00676870

Companies (Northern Ireland) Orders 1986 to 1990
and
Companies Act 2006



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ABBEYDALE ENTERPRISES LIMITED

PRELIMINARY

1. In these articles and in Table A:
"the Order" means the Companies (Northern Ireland) Order 1986 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006(a) for the time being in force:

"Table A" means Table A in the Companies (Tables A to F) Regulations (Northern Ireland) 1986 (S.R. 1986 No. 264) as amended by the Companies (Tables A to F) (Amendment) Regulations (Northern Ireland) 2007 (S.R. 2007 No. 394) and the Companies (Tables A to F) (Amendment No. 2) Regulations (Northern Ireland) 2007 (S.R. 2007 No.425)

2. Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.

3. Regulations 24, 68, 76, 77, 78, 87, and 118 of Table A shall not apply to the Company, but the articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

4. Subject to the provisions of article 5 and to any directions which may be given by the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Article 90 (2) of the Order) and without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the Company and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they think proper, provided that no shares shall be issued at a discount.

5. The maximum nominal amount of share capital which the directors may allot, grant options or subscription or conversion rights over, create, deal with or otherwise dispose of in accordance with article 4 shall be the total amount stated in clause 5 of the Memorandum of Association of the Company or such other amount as shall be authorised by the Company in General Meeting.

6. The authority conferred on the Directors by article 4 shall expire on the day preceding the fifth anniversary of the date of incorporation of the Company.

7. The provisions of Article 99(1) of the Order shall not apply to the Company.

LIEN

8. The lien conferred by regulation 8 of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders. The said regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

9. 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.

10. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee.

(a) The Company has power to purchase its own shares (including any redeemable shares).

PROCEEDINGS AT GENERAL MEETING

11. Regulation 37 of Table A shall be modified by the deletion of the words "within the United Kingdom".

12. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of table A shall be modified accordingly.

DIRECTORS

13. The number of Directors need not exceed one and regulation 64 of Table A shall be modified accordingly.

14. The first Director or Directors shall be appointed in writing by completion of the statement required to be delivered for registration by Article 21 of the Order.

15. A Director shall not be required to hold any qualification shares in the Company.

POWERS AND DUTIES OF DIRECTORS

16. Subject to the provisions of the Order, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 of Table A shall be modified accordingly.

17. The Directors may exercise all the powers of the Company contained in clause 3 (V) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

APPOINTMENT AND DISQUALIFICATION OF DIRECTOR/S

18. Without prejudice to the powers of the Company under Article 311 of the Order to remove a Director/s by ordinary resolution the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company, shall have the power from time to time and at any time by notice to the Company to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed.

    Any such appointment or removal shall be affected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon being lodged at the registered office of the Company.

19. The office of a Director shall be vacated if he is removed from office under article 20. Regulation 81 of Table A shall be modified accordingly.

ALTERNATE DIRECTORS

20. Any appointment or removal or an alternate Director made under Table A shall be effected by an instrument in writing delivered at the registered office of the Company and signed by the appointor.

21. If his appointor is for the time being absent from the United Kingdom or otherwise not available for signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose of signing instruments to which the seal is affixed and regulation 101 of Table A shall be modified accordingly.

22. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

PROCEEDINGS OF DIRECTORS

23. (1) Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute "present in person" at such meeting.

    (2) A resolution agreed by all the directors by means of telephonic communication, telex, facsimile transceiver, telegraph, computer or any other electronic means will be valid if such resolution is signed by the Chairman of the Company and if such resolution is expressed to be passed pursuant to this provision.

24. The following sentence shall be inserted after the first sentence of regulation 72 of table A: "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any per or persons although not being a Director of the Company".

25. Regulation **88** of Table A shall be modified by the deletion of the third sentence.

26. A sole director may exercise all the powers conferred by these articles on the Directors and for such time as there is not more than one director of the Company there shall be no requirement for a quorum or meetings of directors: Regulations 88 and 89 shall be modified accordingly.

27. Regulation 90 of Table A shall be modified by the deletion of the words "but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting".

COMMUNICATION BY MEANS OF A WEBSITE

28. Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.

OFFICIAL SEAL FOR USE ABROAD

29. The Company may have an official seal for use under the provisions of the Order, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

NOTICES

30. Regulation 112 of Table A shall be modified by the following insertion after "registered address" or to such other address whether within or outside the United Kingdom as he may supply to the Company for that purpose".

31. Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Order. The third sentence of regulation 112 of Table A shall be deleted.

32. Regulation 116 of Table A shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom".

INDEMNITY

33. Subject to the provisions of and so far as may be consistent with the Order but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, loses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

NAMES AND ADDRESSES OF SUBSCRIBERS

C.S. SECRETARIAL SERVICES LTD
79 CHICHESTER STREET
BELFAST
BT1 4JE

DES PALMER
Authorised Signatory on behalf of C.S. Secretarial Services Ltd

Dated 03/09/09

Witness to the above signatures:

JOHANNA CORBRIDGE
79 CHICHESTER STREET
BELFAST
BT1 4JE

SMG

00676869

THE COMPANIES (NORTHERN IRELAND) ORDER 1986-1990

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

DEPARTMENT OF ENTERPRISE
TRADE & INVESTMENT
COMPANIES REGISTRY
- 3 SEP 2009
COUNTER RECEIVED

OF

ABBEYDALE ENTERPRISES LIMITED

1. The Company's name is: ABBEYDALE ENTERPRISES LIMITED

2. The Company's registered office is to be situated in Northern Ireland.

3. The Company's objects are:

(A) (i) To carry on the business or businesses of general merchants, exporters, importers, manufacture factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles commercial, industrial, scientific, surgical, manufacturing, personal and household and any otl associated activity or service.

(B) (i) To undertake and execute agency or commission work of all kinds and to act generally as agents, factors, and brokers for the sale or purchase of goods and the provision of services and travel, hirers, mail order dealers, manufacturers of commercial, industrial, scientific, surgical goods, for personal, household and commercial consumption, sale, lease, retail or otherwise of pre-recorded video cassettes and magnetic tapes of all kinds.

(ii) To carry on all or any of the following businesses, proprietors of shops, warehouses, workshops and factories of all kinds, hotels, cafes, restaurants, leisure facilities, houses, launderettes, flats, furnished and unfurnished rooms, holiday camps and chalets, wine and spirit merchants, licensed victuallers, financial agents and brokers, insurance agents and brokers, builders, decorator, contractors, carpenters, joiners, civil, mechanical, heating, electrical, motor and general engineers, film and record producers, theatrical agents, chemists, grocers, greengrocers, tobacconists, confectioners, printers, stationers, garage proprietors, caravan dealers, funeral directors and undertakers, book makers, caterers, consultants, estate agents, hairdressers, photographers, security contractors, and detective agents, confirmers and shipping agents, antique dealers, aircraft construction and repairers.

(iii) To carry on business as repairers and cleaners of any articles of commercial, manufacturing, personal and household use.

(C) To carry on any other trade or business whether manufacturing or otherwise which can, in the opinion of the Board of Directors be advantageously carried on by the Company.

(D) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any company, society, partnership or person carrying on any business which the Company is authorised to carry on or possessed of property suitable for any of the purposes of the Company, and to account and carry on, or liquidate and wind up, any such business.

(E) To purchase, take on lease, take in fee farm or in exchange hire or otherwise acquire and hold for any estate or interest whatsoever any real or personal property and any rights or privileges of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof and in particular any land, buildings, easements, concessions, vehicles, ships, machinery, plant and stock-in-trade.

(F) To build, construct, alter, set-up, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company, and to join with any other person or company on doing any of these things.

(G) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

(H) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on, or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(I) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, joint adventure, reciprocal concession or co-operation or for limiting competition with any company, firm or person carrying on or engaged in or proposing to carry on or engage in any business, trade or transaction within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to subscribe for, take or otherwise acquire or hold, sell, deal or dispose of any shares or stock in or debentures or other securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

(J) To improve, manage, develop, work, lease, mortgages, charge, pledge, grant rights, easements or privileges in respect of or otherwise deal with, all or any part of the property and rights of the Company and also to invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.

(K) To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.

(L) To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations or other securities in or guaranteed by any company constituted or carrying on business in the United Kingdom and/or any part of the world whether or not such company has objects altogether or in part similar to those of the Company and Debentures, Debenture Stock, Bonds, Obligations or other securities guaranteed by any Government or Authority, Municipal, local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

(M) To lend and advance money or give credit to customers and others with or without security and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any Company of or in which this Company is a member or is otherwise interested and generally to give guarantees and indemnities.

(N) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company.

(O) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(P) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, provisional order or licence of any Government Department or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.

(Q) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.

(R) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Solicitors or experts or agents: and also to employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

(S) To pay out the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

(T) To pay for any property or rights acquired by the Company and to remunerate any person or company whether by cash payment or by allotment of fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment or capital, voting or otherwise or by allotment of debentures or any other securities which the company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.

(U) To insure the life of any person, who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.

(V) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or was taken over or otherwise acquired by the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or Officers of the Company or of any such other company as aforesaid, and the wives,

widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

(W) To procure the Company to be registered or recognised in Great Britain, the Republic of Ireland or in any other part of the world.

(X) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.

(Y) To sell, lease, mortgage, grant in fee farm, exchange or otherwise dispose of the real or personal property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and to accept payment for any real or personal property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid up shares or stock of any company or corporation whether or not having objects altogether or in part similar to those of the Company and whether or not such shares or stock shall have preferred or deferred or special rights or restrictions in respect of dividend repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(Z) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(AA) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others and either by or through agents, sub-contractors, trustees or otherwise.

(AB) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.

(AC) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes and to do all other acts, matters and things which shall at the time appear conducive or expedient for the advantage or protection of the Company.

(AD) To do all other such things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that;

(a) The word 'company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body or persons, whether corporate or unincorporate and whether domiciled in Northern Ireland or elsewhere and

(b) The objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company but may be carried out as in full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct Company.

4. The liability of the members is limited.

5. The company's share capital is: £100,000 divided into 100,000 shares of £1 each.

The Company has power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of dividend or repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued or subject to any such conditions or provisions and with any such right of voting and generally on such terms as the Company may from time to time determine.

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**
C.S. SECRETARIAL SERVICES LTD 79 CHICHESTER STREET BELFAST BT1 4JE *DES PALMER* *Authorised Signatory on behalf of C.S. Secretarial Services Ltd*	ONE

TOTAL SHARES TAKEN:	ONE

Dated 03/09/09

Witness to the above signatures:

JOHANNA CORBRIDGE
79 CHICHESTER STREET
BELFAST
BT1 4JE

NI073706

I HEREBY CERTIFY that

ABBEYDALE ENTERPRISES LIMITED

is this day incorporated under the Companies (Northern Ireland) Order 1986; and that the Company is limited

Given under my hand at Belfast, this the SEVENTH day of SEPTEMBER two-thousand and NINE

Geraldine Gough

for Registrar of
Companies for Northern Ireland