

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PUBLIC LIMITED COMPANY**

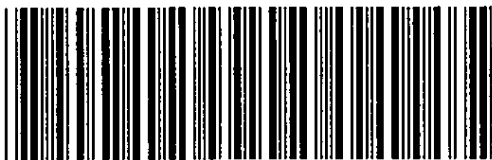
Company No. 6385396

The Registrar of Companies for England and Wales hereby certifies that

SCIENTIFIC DIGITAL IMAGING PLC

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

Given at Companies House, Cardiff, the 28th September 2007



N06385396R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Please complete in typescript, or in bold black capitals

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

[Empty box]

Company Name in full

SCIENTIFIC DIGITAL IMAGING PLC

Proposed Registered Office

(PO Box numbers only, are not acceptable)

7 PILGRIM STREET

[Empty box]

Post town

LONDON

County / Region

[Empty box]

Postcode

EC4V 6LB

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

X

Agent's Name

FAEGRE & BENSON LLP

Address

7 PILGRIM STREET

[Empty box]

Post town

LONDON

County / Region

[Empty box]

Postcode

EC4V 6LB

Number of continuation sheets attached

1

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

Faegre & Benson LLP
7 Pilgrim Street
London
EC4V 6LB
Tel 020 7450 4500
DX number DX 401 DX exchange LONDON

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 DX 235 Edinburgh for companies registered in Scotland or LP - 4 Edinburgh 2



Company Secretary (see notes 1-5)

Company name SCIENTIFIC DIGITAL IMAGING PLC

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname LUDGATE SECRETARIAL SERVICES LIMITED

Previous forename(s)

Previous surname(s)

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

Address 7 PILGRIM STREET

Post town LONDON

County / Region Postcode EC4V 6LB

Country ENGLAND

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

Consent signature  Date 26/9/2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

Forename(s)

Surname LUDGATE NOMINEES LIMITED

Previous forename(s)

Previous surname(s)

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

Address 7 PILGRIM STREET

Post town LONDON

County / Region Postcode EC4V 6LB

Country ENGLAND

Day Month Year

Date of birth Nationality

Business occupation

Other directorships

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

Consent signature  Date 26/9/2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname LUDGATE SECRETARIAL SERVICES LIMITED

Previous forename(s)

Previous surname(s)

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

Address ††

7 PILGRIM STREET

Post town LONDON

County / Region Postcode EC4V 6LB

Country ENGLAND

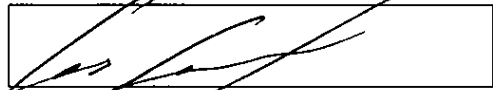
Day Month Year

Date of birth Nationality

Business occupation

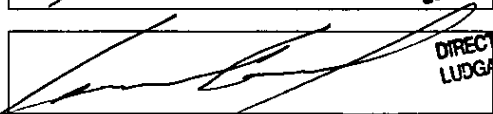
Other directorships

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

Consent signature  Date 26/9/2007

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

Signed  Date 26/9/2007
DIRECTOR/SECRETARY
LUDGATE SECRETARIAL SERVICES LIMITED

Signed  Date 26/9/2007
DIRECTOR/SECRETARY
LUDGATE NOMINEES LIMITED

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

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THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

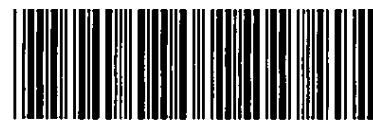
MEMORANDUM OF ASSOCIATION

of

SCIENTIFIC DIGITAL IMAGING PLC

- 1 The Company's name is SCIENTIFIC DIGITAL IMAGING PLC
- 2 The Company's registered office is to be situated in England
- 3 The Company is to be a public company
- 4 The Company's objects are -

FRIDAY



A14

A64R7TCN

28/09/2007

COMPANIES HOUSE

181

(1) To carry on business as a general commercial company and to carry on the business of a holding, management and investment company and to develop, improve, hold as an investment and undertake the management of any property of whatsoever nature, or any interest therein as owners, trustees, agents, or otherwise and generally to acquire, deal in, hold, dispose of or turn to account any buildings, estates, lands, plant and equipment, commodities, options, shares, stocks, debentures, bonds, loans, annuities and investments and securities of any description, businesses, policies of insurance, patents and licences and other such property or rights for or on behalf of any company, whether subsidiary or not, to provide company secretarial accounting, and general office services and to act as manufacturers and brokers of and agents for and distributors of goods and services of all kinds, to tender for and to place contracts and investments on behalf of any person, firm or company, to co-ordinate and administer the policies and trading activities of any companies with which the company may be associated, and generally to act as factors, financiers, concessionaires, capitalists and underwriters and to guarantee and secure the payment of money or performance or fulfilment of contracts and obligations by any company, firm or person and to advance money and lend assets of any description, with or without security, and on such terms and in such manner as may from time to time seem expedient

(2) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property

(3) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences

or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire

(4) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the facts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debenture stock or securities so received

(5) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to a count, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company

(6) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made

(7) To carry on any other trade or business whatsoever which in the opinion of the Board of Directors can be advantageously carried on by the Company or is calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company

(8) To enter into such commercial or other transactions in connection with any trade or business of the Company as may seem desirable to the Board of Directors for the purpose of the Company's affairs

(9) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, trade marks, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for purposes of or in connection with the Company's businesses or any of them or any branch or department thereof

(10) To erect, construct, lay down, enlarge, alter and maintain any shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above

(11) To acquire by purchase, subscription, contract, concession, exchange, tender or otherwise howsoever shares, stock, debentures, debenture stock, loan stock, bonds, notes, obligations and securities of all kinds and descriptions issued or guaranteed by any company, corporation, firm or person constituted or carrying on business of any kind or description in

any part of the world and any other real or personal property of any kind or description whatsoever

(12) To co-ordinate, finance and manage all or any part of the operations of any company

(13) To enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds

(14) To borrow money and raise money and secure or discharge any debt or obligations of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real or heritable and personal or moveable property (present and future) and the uncalled capital for the time being of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.

(15) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the Company's holding company or its subsidiary or another subsidiary of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company

(16) To make loans or advances or extend credit to any person, firm or company with or without security and upon such terms as the Board of Directors may approve and to guarantee the dividends, interest and capital of the shares, stocks or securities of any company of or in which the Company is a member or is otherwise interested

(17) To receive money on deposit or loan upon such terms as the Board of Directors may approve and generally to act as bankers for customers and others

(18) To apply for, purchase or otherwise acquire and hold any patents, trade marks, brevets d'invention, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights and information so acquired.

(19) 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 or experts or agents

(20) 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

(21) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition or taking over of all or any of the assets or

liabilities of the Company or the promotion of which shall in the opinion of the Board of Directors be in any manner calculated to advance directly or indirectly the objects or interests of the Company and to acquire, hold, or dispose of shares, stocks, or securities issued by or any other obligations of any such company

(22) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable or transferable instruments

(23) To invest and deal with the monies of the Company not immediately required for the purposes of the business of the Company in or upon any investments and any manner whatsoever

(24) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Board of Directors may determine.

(25) To accept payment for any 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, with or without 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 Board of Directors may determine and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired

(26) To act as agents, brokers or trustees, and to enter into such arrangements (whether by way of amalgamation, partnership, profit sharing, union of interests, co-operation, joint venture or otherwise) with other persons or companies as may seem to the Board of Directors to advance the interests of the Company and to vest any property of the Company in any person or company on behalf of the Company and with or without any declaration of trust in favour of the Company

(27) To apply for, promote and obtain any Act of Parliament, Charter, privilege, concession, licence or authorisation of any government, state or municipality, or any other department or authority, or enter into arrangements with any such body, 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 to the Board of Directors to be expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company

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

(29) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of property suitable for the purposes of the Company

(30) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Board of Directors may think fit

(31) To pay or to provide or to make such arrangements for providing such gratuities, pensions, benefits, share option and acquisition schemes, loans and other matters and to establish, support, subsidise and subscribe to any institutions, associations, clubs, schemes, funds or trusts (whether to or for the benefit of present or past directors or employees of the Company or its predecessors in business or of any company which is a subsidiary company of the Company or is allied to or associated with the Company or with any such subsidiary company or to or for or for the benefit of persons who are or were related to or connected with or dependants of any such directors or employees) as may seem to the Board of Directors directly or indirectly to advance the interests of the Company

(32) To aid the establishment and support of any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment

(33) To contribute to or support any public, general, political, charitable, benevolent or useful object which it may seem to the Board of Directors to be in the interests of the Company or its members to contribute to or support

(34) To distribute among the members in specie any property or assets of the Company.

(35) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company

(36) 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 in conjunction with others, and either by or through agents, trustees, sub-contractors, or otherwise

(37) To do all such other things as may be considered by the Board of Directors of the Company to further the interests of the Company or to be incidental or conducive to the attainment of the above objects or any of them

It is hereby declared that (a) the objects set forth in each sub-Clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto and (b) the objects of the Company as specified in each of the foregoing paragraphs of this Clause shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur and (c) the word "company" in this Clause, except where used in reference to the Company, shall be deemed

to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere

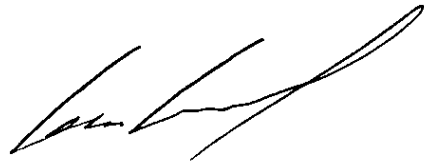
5 The liability of the members is limited

6 The share capital of the Company is £1,000,000 divided into 100,000,000 ordinary shares of £0.01 each

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of shares shown opposite our respective names

Names and Addresses of Subscribers

Number of shares
taken by each
Subscriber



26/9/2007

Ludgate Nominees Limited
7 Pilgrim Street
London EC4V 6LB

1



26/9/2007

Ludgate Secretarial Services Limited
7 Pilgrim Street
London EC4V 6LB

1

Total shares taken

2

Dated 26 September 2007

Witness to the above signatures

Simon Hughes
Flat 40, 100 Drayton Park
Highbury
London
N5 1NF



26/9/2007

THE COMPANIES ACTS 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SCIENTIFIC DIGITAL IMAGING PLC

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 (such Table being hereinafter called "Table A") shall apply to the company save insofar 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) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force and in particular any amendment, modification or restatement made by the Companies Act 2006

ALLOTMENT OF SHARES

2 Subject to the provisions of Section 80 of the Act, all unissued shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors, who may allot, issue or grant options over or otherwise dispose of such shares and may determine the rights to be attached thereto and the terms upon which they be allotted or issued

SHARES

3 The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also 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, Clause 8 in Table A shall be modified accordingly

4 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 Clause 18 in Table A of the words “and all expenses that may have been incurred by the Company by reason of such non-payment”

GENERAL MEETINGS AND RESOLUTIONS

5 (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, and the appointment of, and the fixing of the remuneration of, the Auditors

(b) Every notice convening a General Meeting shall comply with the provisions of Section 371(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

6 (a) Clause 40 in Table A shall be read and construed as if the words “at the time when the Meeting proceeds to business” were added at the end of the first sentence

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other 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 therefor such adjourned General Meeting shall be dissolved.

(d) Clause 41 in Table A shall not apply to the Company

APPOINTMENT OF DIRECTORS

7 (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the directors may be determined from time to time by Ordinary Resolution in General meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two

(c) 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

(d) No person shall be appointed a Director at any General Meeting unless either -

(i) he is recommended by the Directors, or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed

(e) Subject to paragraph (d) above, 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

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force

BORROWING POWERS

8 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any 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

9 (a) 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 appointor as such appointor 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 accordingly

(b) A Director, or any such other 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

DISQUALIFICATION OF DIRECTORS

10 The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly

GRATUITIES AND PENSIONS

11. (a) The Directors may exercise the powers of the Company conferred by Clause 4(31-33) 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

- (b) Clause 87 in Table A shall not apply to the Company

PROCEEDINGS OF DIRECTORS

12 (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting

- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company

INDEMNITY

13 (a) Every Director or 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 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 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 its provisions are not avoided by Section 310 of the Act

- (b) Clause 118 in Table A shall not apply to the Company

TRANSFER OF SHARES

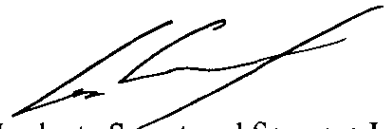
14 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company

Names and Addresses of Subscribers



Ludgate Nominees Limited
7 Pilgrim Street
London EC4V 6LB

26/9/2007



Ludgate Secretarial Services Limited
7 Pilgrim Street
London EC4V 6LB

26/9/2007

Dated 26 September 2007

Witness to the above signatures

Simon Hughes
Flat 40, 100 Drayton Park
Highbury
London
N5 1NF



26/9/2007