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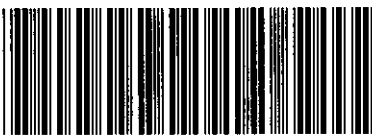
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4042637

The Registrar of Companies for England and Wales hereby certifies that
INSPIRE ART LTD.

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

Given at Companies House, Cardiff, the 28th July 2000



N04042637D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC007B



Seagull Legal Services Ltd.

12

Declaration on application for registration

Please complete in typescript, or in bold black capitals.

CHFP000

[Empty box]

Company Name in full

Inspire Art Limited

I, Erik Koen van Glabbeek
of DEN HAAG, THE NETHERLANDS

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [~~Solicitor engaged in the formation of the company~~][person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's Signature

[Handwritten signature]

Declared at THE HAGUE, THE NETHERLANDS

On Day Month Year
20 07 2000

① Please print name

Before me ① Twan Theodorus Antonius Johannes Manders

Signed

[Handwritten signature]

Date 20 July 2000

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

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

Seagull Legal Services Ltd.
80 Sidney Street
Folkestone, Kent CT19 6HQ Tel 01303-240997
DX number Dx exchange



A41 *A9YRBESEF* 0299
COMPANIES HOUSE 22/07/00

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



Seagull Legal Services Ltd.

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First directors and secretary and intended situation of registered office

Please complete in typescript, or in bold black capitals.

CHFP000

Company Name in full

Inspire Art Limited

Proposed Registered Office

80 Sidney Street

(PO Box numbers only, are not acceptable)

Post Town

Folkestone

County / Region

Kent

Postcode

CT19 6HQ

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

Seagull Legal Services Ltd.

Address

80 Sidney Street

Post town

Folkestone

County / Region

Kent

Postcode

CT19 6HQ

Number of continuation sheets attached

0

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

Seagull Legal Services Ltd.

80 Sidney Street

Folkestone, Kent CT19 6HQ

Tel 01303-240997

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A41 COMPANIES HOUSE *A9YRASE0* 0300 22/07/00

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or

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company Name Inspire Art Limited

NAME *Style / Title *Honours etc

*Voluntary details

Forename(s) Seagull Participations Ltd.

Surname N.A.

Previous Forename(s)

Previous Surname(s)

Address 80 Sidney Street

Usual residential address

For a corporation, give the registered or principal office address.

Post Town FOLKESTONE

County / Region KENT Postcode CT19 6HQ

Country UNITED KINGDOM

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

Consent Signature  **Date** 20 July 2000

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

Forename(s) Erik Koen

Surname van Glabbeek

Previous Forename(s)

Previous Surname(s)

Address Burgemeester Patijnlaan 546

Usual residential address

For a corporation, give the registered or principal office address.

Post Town DEN HAAG

County / Region N.A. Postcode 2585 BZ

Country THE NETHERLANDS

Day Month Year

Date of birth 12-2-63 **Nationality** Dutch

Business occupation Manager

Other directorships None

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

Consent Signature  **Date** 20 July 2000

Directors (Continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous Forename(s)	<input type="text"/>		
	Previous Surname(s)	<input type="text"/>		
Address	<input type="text"/>			
<i>Usual residential address</i>	<input type="text"/>			
For a corporation, give the registered or principal office address.	Post Town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Day Month Year	<input type="text"/>		
Date of birth	<input type="text"/>	Nationality	<input type="text"/>	
Business occupation	<input type="text"/>			
Other directorships	<input type="text"/>			
	<input type="text"/>			
	I consent to act as director of the company named on page 1			
Consent Signature	<input type="text"/>	Date	<input type="text"/>	

This section must be signed by
Either

an agent on behalf of all subscribers

Signed Date

Or the subscribers

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

Signed Date

Signed Date

Signed Date

Signed Date

Signed Date

Signed Date

000833

The Companies Acts 1985 and 1989



COMPANY LIMITED BY SHARES

Memorandum of Association

0080430

OF

Inspire Art Ltd.



1. The Company's name is "Inspire Art Ltd."
2. The Company's registered office is to be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company.
4. The liability of the members is limited.
5. The Company's share capital is £ 100, divided into 100 shares of £ 1 each.
6. The Company will adopt Table A (clause 64 shall not apply).

I, the Subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and I agree to take the number of shares shown opposite my name.

NAMES AND ADDRESSES OF SUBSCRIBERS

van Glabbeek, Erik Koen,
Burgemeester Patijnlaan 546
2585 BZ DEN HAAG
THE NETHERLANDS

Number of Shares	
taken by	
Subscriber	Signature

100

Dated this 20 July 2000

Witness to the above signature (name, address and signature):

Twan Theodorus Antonius Johannes Manders
80 Sidney Street
Folkestone, Kent CT19 6HQ, United Kingdom

Company Name INSPIRE ART LTD.

Company No. 4042637

Articles of Association have not been registered for the above named company in this case. (Company Limited by Shares - see Sections 7 and 8 of the Companies Act 1985.)

Signed

R. Cohen

(Officer of New Companies Section)

Date

25.7.00