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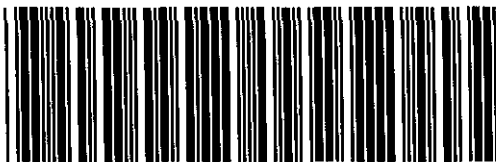
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4432773

The Registrar of Companies for England and Wales hereby certifies that
DJ & M CORPORATE SERVICES 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 7th May 2002



N04432773H

A handwritten signature in black ink, reading "Sarah Morgan".

For The Registrar Of Companies



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

Declaration on application for registration

Please complete in typescript, or in bold black capitals.

CHFP000

Company Name in full DJ & M Corporate Services Limited

I, Rudolph Kurt Julius Johannes Van Dijk

of HYTHE, KENT

† 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

Declared at HYTHE, KENT

On Day Month Year 01 05 2002

① Please print name

Before me ① Borislava Charlotte Maria Supicic

Signed

Date 1 May 2002

† 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.

DJ & M

48 High Ridge

HYTHE, Kent CT21 5TF

Tel 01303 264624

DX number

Dx exchange

Comp.



A35 COMPANIES HOUSE

0395 07/05/02

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 Companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh for companies registered in Scotland

First directors and secretary and intended situation of registered office

Please complete in typescript,
or in bold black capitals.

CHFP000

Company Name in full DJ & M Corporate Services Limited

Proposed Registered Office 48 High Ridge

(PO Box numbers only, are not acceptable)

Post Town Seabrook, HYTHE

County / Region Kent

Postcode CT21 5TF

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

Agent's name DJ & M

Address 48 High Ridge

Post town Seabrook, HYTHE

County / Region Kent

Postcode CT21 5TF

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.

DJ & M

48 High Ridge

HYTHE, Kent CT21 5TF

Tel 01303 264624

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0397
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for companies registered in England and Wales

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 DJ & M Corporate Services Limited

NAME *Style / Title *Honours etc

*Voluntary details

Forename(s)

Surname DJ & M Secretarial Services Ltd.

Previous Forename(s)

Previous Surname(s)

Address 48 High Ridge

Usual residential address

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

Post Town HYTHE

County / Region KENT Postcode CT21 5TF

Country UNITED KINGDOM

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

Consent Signature  **Date** 1 May 2002

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc

Forename(s) Rudolph Kurt Julius Johannes

Surname Van Dijk

Previous Forename(s)

Previous Surname(s)

Address 48 High Ridge

Usual residential address

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

Post Town HYTHE

County / Region KENT Postcode CT21 5TF

Country UNITED KINGDOM

Day Month Year

Date of birth 04-10-52 **Nationality** Dutch

Business occupation Manager

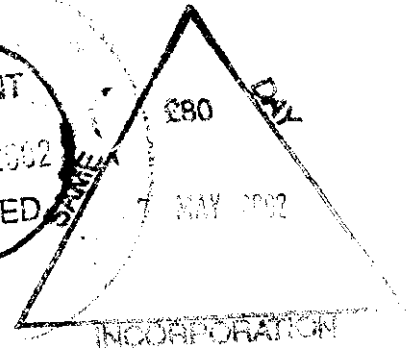
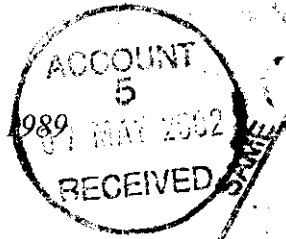
Other directorships None

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

Consent Signature  **Date** 1 May 2002

00400136

The Companies Acts 1985 and 1989



COMPANY LIMITED BY SHARES

022385

85110 NGA

Memorandum of Association

OF DJ & M Corporate Services Ltd.

4432773



1. The Company's name is "DJ & M Corporate Services 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).

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

DJ & M Holding Ltd.
48 High Ridge
CT21 5TF HYTHE, KENT
UNITED KINGDOM

Number of Shares
taken by each
Subscriber

100

Signature

Dated this 1 May 2002

Witness to the above signatures (name and signature):

Borislava Charlotte Maria Supicic
48 High Ridge
CT21 5TF HYTHE, KENT
UNITED KINGDOM

Company Name DJ & M Corporate Services Ltd

Company No. 4432773

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

Signed Sarah Morgan
(Officer of New Companies Section)

Date 7th May 2002