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THE COMPANIES ACTS 1985 AND 1989
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
FORTUNE 11 LIMITED



1. The Company's name is Fortune 11 Limited.

2. The Company's registered office is to be situated in England and Wales.

3. The Company's objects are:-
 - (a) To carry on business as a general commercial company.

 - (b) to carry on any other trade or business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to or which is calculated directly or indirectly to benefit or enhance the value or render more profitable any of the property, rights or businesses of the Company.

 - (c) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights or privileges of any kind over or in respect of any property and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.

- (d) To purchase or by any other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, copyrights, secret processes, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company and to 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 patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) 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 business 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 limiting competition or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts 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, debentures, debenture stock or securities so received.
- (f) To improve, manage, cultivate, construct, repair, develop,

exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.

- (g) To invest and deal with the monies of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (h) To lend or advance money or give credit to any persons, firms or companies upon such terms and with or without security and subject to such conditions as may seem desirable and in particular to customers having dealings with the Company and to give guarantees or become security for any such persons, firms or companies.
- (i) To borrow and raise money in any manner as the Company shall think fit, and in particular by the issue of debentures or debenture stocks and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital.
- (j) To draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable instruments.

- (k) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority, corporation, company or person any charters, contracts, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (l) To subscribe for, take, purchase or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation.
- (m) To promote any other company for the purpose of acquiring all or any of the property or undertaking of any of the liabilities of the Company or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (n) To sell, let, licence, develop or otherwise deal with the whole or any part of the undertaking of the Company either together or in portions upon such terms as the Company may think fit with power to accept shares, debentures or

securities of any company purchasing the same.

- (o) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (p) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment, subject to the provisions of the Companies Act 1985 (or any statutory modification or re-enactment thereof) to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise.
- (q) To pay out of the funds of the Company all costs and expenses of or incidental to the promotion, formation and incorporation of the Company or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.
- (r) To purchase and maintain insurance policies to indemnify the officers and auditors of the Company against any costs, expenses and liabilities arising from negligence, default, breach of duty or trust incurred by them in discharge of their duties in relation thereto.
- (s) To support and subscribe to any charitable and public object


and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payment to or for the benefit of any person who are or were at any time in the employment or service of the Company or of any company for the time being the Company's holding company or subsidiary company as defined by Section 736 of the Companies Act 1985 or otherwise associated with the Company in business and the wives, widows, families and dependents of any such persons; to make payments towards insurance; to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons as aforesaid and of their wives, widows, families and dependents and to set up, establish, support and maintain profit sharing, share option or share purchase schemes for the benefit of any of the employees of the Company or of any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

- (t) To distribute any property of the Company in specie among the members.
- (u) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them **AND** it is hereby declared that:-

- (i) None of the objects set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such object and the foregoing sub-clauses shall be construed independently of each other, except where the context expressly so requires and none of the objects therein mentioned shall be deemed to be merely subsidiary or ancillary to the objects contained in any other sub-clause; and
- (ii) The Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each sub-clause contained the objects of a separate company; and
- (iii) The word "Company" in this clause shall, except where used in reference to this Company, be deemed to include any partnership or other body of persons whether corporate or unincorporate and whether domiciled in any part of the United Kingdom or elsewhere.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £100.00 divided into 100 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 shown opposite our respective names.

NAME AND ADDRESS OF SUBSCRIBER AND NUMBER OF SHARES TAKEN BY SUBSCRIBER	
DAVID JONATHAN BENTLEY 9 Queens Terrace Station Road Otley West Yorkshire LS21 3JE	2 

DATED this 20th day of March 1995

Witness to the above signature:-

Bernadette Ruane
20 St Albans Crescent
Leeds
West Yorkshire
LS9 6LJ

