



FILE COPY

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

Company No. 6921592

The Registrar of Companies for England and Wales hereby certifies that

XANDER MARKETING LIMITED

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

Given at Companies House on **2nd June 2009**



N06921592L



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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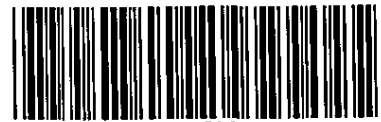
The Companies Act 1985 to 2006

Private company limited by shares

Memorandum of Association of Xander Marketing Limited

- 1 The Company's name is **Xander Marketing Limited**.
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's object is to carry on business as a general commercial company. Without prejudice to the generality of the objects and powers of the Company serviced from section 3A of the Companies Act 1985, the Company has the following objects:
 - 3.1 to act as merchants generally and to carry on any other trade or business which can in the opinion of the members or directors of the Company be conveniently or advantageously or profitably carried on in connection with or ancillary to any of the businesses of the Company or calculated directly or indirectly to enhance the value or render more profitable any of the Company's assets,
 - 3.2 to assume the obligations or any of them arising from the formation of the Company and in particular but without limited to pay all costs, charges and expenses incurred or sustained in or about the promotion or establishment of the Company or which the directors may consider to be in the nature of preliminary expenses
 - 3.3 to undertake or acquire all or any part of the business, assets and liabilities of or any share in any company, partnership or person carrying on or proposing to carry on all or any of the objects for the time being of the Company, or to amalgamate, enter into partnership, share profits, co-operate, or engage in mutual assistance with any such company, partnership or person for subsidising or otherwise assisting any such company, partnership or person, and to give or accept by way of consideration for any of those acts or things or properly acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage, charge and deal with any shares, debentures, debenture stock or securities however received, and to conduct and carry on, liquidate, or wind up any such business
 - 3.4 to apply for, subscribe, take, purchase or otherwise acquire, hold and deal with shares, debentures, options or other interests in or securities of any other company so as to benefit directly or indirectly the Company or enhance the value of its property, and to co-ordinate, finance, manage, supervise or control the business and operations of any company in which the Company may hold such an interest,
 - 3.5 to acquire and take options over and deal with any property whatsoever, including but without limit any shares in the capital of the Company, and any rights of privileges of any kind over or in respect of any property, and without limit to purchase, take on

THURSDAY



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COMPANIES HOUSE

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- lease, exchange, hire, or otherwise acquire any estate or interest in any real or personal property, and to deal with the same or any part of it,
- 3 6 to promote any other business for the purpose of acquiring the whole or any part of the business, property, undertaking or liabilities of the Company or of any business, property, undertaking or liabilities 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 subscribe for, purchase or otherwise acquire or place or guarantee the placing of or underwrite all or any part of the shares, debentures or securities of any such company,
- 3 7 to sell, let, exchange, dispose of, turn to account, grant licences, options, rights or privileges in respect of, mortgage, charge or otherwise deal with all or any part of the business or property of whatever nature of the Company, and to deal in any manner with them or any part of them either together or in portions for such consideration whether shares, debentures, options, cash or real or personal property of any other nature without limit as the members or the directors of the Company may think fit,
- 3 8 to erect, build, manufacture, improve, manage, construct, repair, maintain, alter or develop any real or personal property,
- 3 9 to invest and deal with any moneys in any manner, and to hold, alter, dispose of or otherwise without limit deal with any investments so made,
- 3 10 to receive money on deposit or loan, and to borrow or raise money or credit as may seem expedient without limit and whether with or without any security or guarantee for it, and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise,
- 3 11 to issue or grant any mortgage, charge, standard security, lien or other security upon all or any part of the property or assets whether present or future and including but without limit the uncalled capital of the Company, and also by any such means to secure and guarantee the performance by the Company, any holding, subsidiary or associated company of the Company, or any other person, firm or company of any obligation undertaken by the Company or any of them as the case may be, and to stand security or guarantor for or otherwise support any obligation of any other person, firm or company whether by personal covenant, mortgage, charge, standard security or lien upon the whole or any part of the undertaking, property and assets of the Company whether present or future including but without limit its uncalled capital,
- 3 12 to advance or lend money or give any credit to any person, firm or company as the directors or members may think fit, and to give financial assistance as statutorily permitted for the acquisition or redemption of any shares, debentures, option rights or other security of the Company or the Company's holding company,
- 3 13 to draw, issue, accept, endorse, discount, negotiate, make or deal with as may seem expedient cheques, bills of exchange or lading, promissory notes, warrants, coupons, debentures, and other negotiable or transferable notes or instruments,

- 3 14 to seek any permission, order, privilege, charter, concession, decree, right, or licence from any government department, national, local or other statutory authority or official body in any part of the world where the Company does or may do business or other official sanctions for enabling the Company to pursue any of its objects for the time being or for any other purpose which may seem calculated directly or indirectly to *promote the Company's interests*, and comply with the same, and to oppose or defend any proceedings or application which may seem directly or indirectly to advance or prejudice the Company's interests as the case may be,
- 3 15 to seek in any part of the world and deal with, grant or obtain licences in respect of, manufacture under, operate, test, improve, or experiment on any invention, discovery, copyright, database right, patent, brevet d'invention, licence, secret process, trade mark, service mark, design, registration, protection and concession as may seem expedient or beneficial, and to register, re-register, disclaim, alter, modify, use, and turn to account the same or any of them,
- 3 16 to act as principal, nominee, agent (whether disclosed or undisclosed), broker, trustee, factor, contractor or sub-contractor in any part of the world,
- 3 17 to pay, reward or remunerate anyone supplying goods or services to the Company by cash, goods, services or any securities of the Company,
- 3 18 to give to any charitable, benevolent or public cause or object which may be for the benefit of the Company or any holding, subsidiary or associated company of the Company or any directors or employees of any of them, and to provide or pay towards any pension, annuity, gratuity, insurance, superannuation or other allowance or benefit, and generally to provide advantages, facilities and services for any persons who are or have been directors of, employed by or serving the Company or any holding, subsidiary or associated company of the Company or any predecessor of them and to the members of the family, dependants, personal representatives or nominated beneficiaries of any such persons,
- 3 19 to establish, maintain and participate in profit sharing, share holding, share option, incentive or similar schemes for the benefit of any of the directors or employees of the Company or of any holding, subsidiary or associated company of the Company and of any other person falling within any category approved by the directors, and to lend money to any such directors, employees or persons or to trustees on their behalf to enable any such schemes to be established or maintained,
- 3 20 to promote or assist in promoting any company or companies in any part of the world and to subscribe shares in them or other securities of them for the purpose of carrying on any business which the Company is authorised to carry on, or for any other purpose which may seem directly or indirectly calculated to benefit the Company,
- 3 21 to amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company),

- 3 22 to procure the Company to be registered in any country or place in any part of the world,
- 3 23 to cease carrying on or wind up any business or activity of the Company and to cancel any registration of, and to wind up or procure the dissolution of, the Company in any state or territory,
- 3 24 to compensate for loss of office any directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged,
- 3 25 to insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the Company,
- 3 26 to purchase and maintain insurance for the benefit of any persons who are or have been directors or other officers of the Company or any company which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise associated with the Company in business against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as a director or other officer, and to such extent as may be permitted by law to indemnify or to exempt any such person against any such liability,
- 3 27 to act as directors or managers of, or to appoint directors or managers of, any subsidiary company or of any other company in which the Company is or may be interested,
- 3 28 to distribute among the members of the Company in specie or otherwise any property of the Company of whatever nature, including but without limit the shares, debentures or other securities of any other company taking over the whole or any part of the undertaking, assets or liabilities of the Company, and to purchase or assist the purchase of or redeem the shares for the time being (including any redeemable shares) or reduce the capital of the Company in any manner permitted under Part V of the Companies Act 1985,
- 3 29 to carry on any of the objects for the time being of the Company in any part of the world as principal or by or through agents, trustees, brokers, sub-contractors or otherwise and either alone or with any other person, firm or company,
- 3 30 to do all things specified for the time being in the articles of association of the Company,
- 3 31 generally, to do all such other things as may appear to the Company to be incidental or conducive to the attainment of the Company's objects or any of them,

and so that

- (a) the objects in each preceding sub-clause will not be in any way limited or restricted by reference to or inference from the terms of any other sub-clause except as may be expressly stated, or by the name, place or date of incorporation of the Company.
- (b) each sub-clause, object and power in this clause will be a main object of the Company and not ancillary or subsidiary to any other sub-clause, object or power,
- (c) the Company will have as full a power to exercise all or any of the objects and powers in each sub-clause in this clause as if each sub-clause contained the objects of a separate company,
- (d) reference to any company in this clause (except where used in reference to the Company) will be deemed to include any body whether incorporated or not and wherever in any part of the world set up, established or registered, and
- (e) any reference in this clause to any statute or any provision of a statute is to such statute or provision as for the time being and from time to time amended, extended or re-enacted

4 The liability of the members is limited

5 The Company's share capital is £1,000 divided into 1,000 ordinary shares of £1 each

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

Name and address of subscriber

Alexander Cohen
372 London Road
Wokingham
Berkshire
RG40 1RE

1


.....

Total shares taken

1

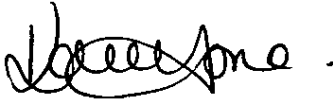
Dated 07 May 2009

Witness to the above signature

Name of witness

KATIE YORICE

Signature of witness



Address

30 LIMBORG ROAD, CLAPHAM, LONDON,
SW11 1HB

Occupation

ASSISTANT COMPANY SECRETARY

The Companies Act 1985 to 2006

Private company limited by shares

Articles of Association of Xander Marketing Limited

1 Interpretation

1.1 In these Articles

1.1.1 '1985 Act' means the Companies Act 1985

1.1.2 '2006 Act' means the Companies Act 2006

1.1.3 Table A means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended at the date of incorporation of the Company

1.2 A reference to any statute or provision of statute includes any statutory modification or re-enactment of it for the time being in force

2 Table A

2.1 The regulations contained in Table A apply to the Company in except so far as they are excluded by, or are inconsistent with, these articles

2.2 Regulations 24, 64, 76 and 79 inclusive, 94 to 97 inclusive and 118 of Table A do not apply to the Company

3 Share capital

3.1 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the 1985 Act) to such persons (including any director) on such terms and at such time or times as they think fit, providing that no shares may be issued at a discount

3.2 The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 3.1 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting

3.3 The authority conferred on the directors by articles 3.1 and 3.2 will remain in force for a period of 5 years from the date of incorporation of the Company. This authority may be renewed by the Company in general meeting in accordance with section 80 of the 1985 Act

3.4 Section 89(1) of the 1985 Act will not apply to the Company

4 Lien

The lien conferred by regulation 8 of Table A will attach to fully paid as well as to partly paid shares, and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company, for the amount of his debt or liability. The registration of a transfer of a share will operate as a waiver of any lien of the Company on that share.

5 Transfer of shares

5.1 The directors may, in their absolute discretion, refuse to register the transfer of any share, whether or not it is a fully paid share.

5.2 Unless otherwise required by law, the directors do not have to give any reason for refusing to register the transfer of any share.

6 Proceedings at general meetings

In regulation 40 of Table A, between the words "two persons" and "entitled to vote", there are to be inserted the words "holding together over 50% of the issued ordinary shares in the capital of the Company".

7 Number of directors

7.1 Unless and until otherwise determined by ordinary resolution, the number of directors

7.1.1 is to be not less than one, and

7.1.2 is not subject to any maximum.

7.2 If and so long as there is a sole director, that director may act alone in exercising all the powers and authorities vested in the directors.

8 Appointment and retirement of directors

8.1 The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.

8.2 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. The appointment must not cause the number of directors to exceed any maximum number of directors that has been fixed by ordinary resolution.

8.3 Any member or members holding together not less than 90% of the issued ordinary shares in the capital of the Company may at any time by notice to the Company signed by such member or members or, in the case of a corporation, by any two of its directors or by one of its directors and its secretary

8.3.1 appoint any new person to be a director, either additionally or to fill any vacancy, or

8 3 2 remove any director from office in spite of the terms of any agreement entered into in any particular case but without prejudice to any claim for damages in respect of the consequent termination of his office

8 4 A notice to the Company pursuant to article 8 3 may be sent or supplied in any manner by which communications may for the time being be sent or supplied to the Company in accordance with the provisions of Schedule 4 to the 2006 Act

9 Disqualification of directors

Regulation 81 of Table A is to be read and construed as if the office of a director is vacated if he is removed from office in accordance with these articles

10 Proceedings of directors

10 1 Directors participating in a meeting of directors or of a committee of directors

10 1 1 must participate at the same time, but may be in different places, and

10 1 2 may communicate with each other by any means

10 2 Participation in a meeting in the manner referred to in article 10 1 will be deemed to constitute presence in person at the meeting The meeting will be deemed to be held at the place where the chairman of the meeting is

11 Voting where conflict of interest

11 1 Subject to such disclosure as is required by the relevant provisions of the 1985 Act or the 2006 Act for the time being in force, a director is entitled to vote at a meeting of directors, or of a committee of directors, on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company He will also be counted in the quorum at any meeting at which the matter is considered

11 2 If, when section 175 of the 2006 Act has come into force, a director has a conflict of interest that arises otherwise than in relation to a transaction or arrangement with the Company, article 11 1 takes effect subject to that section

12 The seal

Regulation 101 of Table A will only apply if the Company has a common seal Whether it does or not, a share certificate may be executed under section 36A(4) of the 1985 Act instead of being sealed Regulation 6 of Table A is modified accordingly

13 Communications by means of a website

The Company may send or supply documents or information to members by making them available on a website

14 Notices

- 14 1 In regulation 112 of Table A, the words "first class" are to be inserted before the words "post in a prepaid envelope"
- 14 2 Any notice to a member will be deemed to be given
- 14 2 1 if sent by first class post, the day after the day it was put in the post,
- 14 2 2 if delivered by hand or left at a registered address, the day on which it was so delivered or left,
- 14 2 3 if contained in an electronic communication, at the expiration of 24 hours after the time it was sent (and for this purpose section 1147(5) of the 2006 Act is excluded),
- 14 2 4 if sent or supplied by means of a website, in accordance with section 1147(4) of the 2006 Act
- 14 3 The third sentence of regulation 115 of Table A does not apply to the Company

15 Qualifying third party indemnity provision

- 15 1 Subject to the following provisions of this article 15, a relevant director may be indemnified out of the Company's assets against any liability incurred by him to a person other than the Company, or an associated company of the Company, in connection with any negligence, default, breach of duty or breach of trust in relation to the Company
- 15 2 A relevant director may not be indemnified against
- 15 2 1 any fine imposed in criminal proceedings,
- 15 2 2 any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising),
- 15 2 3 any liability incurred in defending criminal proceedings in which he is convicted, and the conviction is final,
- 15 2 4 any liability incurred in defending any civil proceedings brought by the Company, or an associated company, in which a final judgment is given against him,
- 15 2 5 any liability incurred in connection with an application for relief in which the court refuses to grant him relief, and the refusal is final, or
- 15 2 6 any other liability, if an indemnity against it would fail to meet the requirements for the time being of qualifying third party indemnity provision (within the meaning of the 2006 Act for these purposes)

15 3 The reference to an application for relief is to any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

15 4 A conviction, judgment or refusal of relief becomes final if the period for bringing an appeal or any further appeal has ended and any appeal brought is determined, abandoned or otherwise ceases to have effect

15 5 For the purposes of this article

15 5 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

15 5 2 a **relevant director** means any director or former director of the Company

15 6 This article is without prejudice to any other lawful indemnity to which a relevant director may for the time being be entitled

16 **Liability insurance**

16 1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

16 2 In this article

16 2 1 a **relevant officer** means any director or former director of the Company, and any other officer or employee or former officer or employee of the Company (but not its auditors), and

16 2 2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company or any associated company (within the meaning of article 15 5 1) of the Company



Companies House
In the record

12

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHWP000

Company Name in full

[Empty box]

ALEXANDER MARKETING LIMITED

I,

ALEXANDER COHEN

of

372 LONDON ROAD, WOLINGHAM, BERKS

† 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

Alex

Declared at

372 LONDON ROAD, WOLINGHAM, BERKS

Day Month Year

On

22 05 2009

● Please print name.

before me ●

CLAIRE YORKE

Signed

Claire H. M. Yorke

Date

22-05-2009

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

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.

[Empty box for contact information with labels: Tel, DX number, DX exchange]

Companies House receipt date barcode

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by Companies House.

Form revised 10/03

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
or LP - 4 Edinburgh 2



Companies House
for the general

10

*Please complete in typescript,
or in bold black capitals.*

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

[Empty box]

Company Name in full

Xander Marketing Limited

Proposed Registered Office

372 London Road

(PO Box numbers only, are not acceptable)

[Empty box]

Post town

Wokingham

County / Region

Berkshire

Postcode

RG40 1RE

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

[Empty box]

Address

[Empty box]

Post town

[Empty box]

County / Region

[Empty box]

Postcode

[Empty box]

Number of continuation sheets attached

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.

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or

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

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name **Xander Marketing Limited**

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

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 "

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Alexander

Surname

Cohen

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 "

372 London Road

Post town

Wokingham

County / Region

Berkshire

Postcode

RG40 1RE

Country

United Kingdom

Day Month Year

Date of birth

1 5 0 4 1 9 8 4

Nationality

British

Business occupation

Entrepreneur

Other directorships

Simply Entrepreneur Ltd.

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

Consent signature

Date

08/05/09

