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THE COMPANIES ACTS 1985 and 1989
A PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
-of-
"FINLAW ONE PUBLIC LIMITED COMPANY"

1. The name of the Company is "FINLAW ONE PUBLIC LIMITED COMPANY"
2. The Company is to be a public company
3. The registered office of the Company will be situate in England and Wales
4. The objects for which the Company is established are:-
 - 4.1 To carry on the business of a general commercial company
 - 4.2 To carry on any 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
 - 4.3 To carry on any other trade or business or make any investment which may seem to the Company capable of being conveniently carried on in connection with the objects specified in sub-clauses (a) and (b) hereof
 - (a) To carry on the business of a general commercial company
 - (b) To carry on any 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 carry on any other trade or business or make any investment which may seem to the Company capable of being conveniently carried on in connection with the objects specified in sub-clauses (a) and (b) hereof
 - (d) To purchase lease or by any other means acquire any interest in and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property, including without limitation freehold and leasehold property
 - (e) To erect construct lay down enlarge alter and maintain any roads bridges reservoirs 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
 - (f) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society



- (g) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets present and future and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount and for such consideration and with and subject to such rights powers privileges and conditions as may be thought fit debentures or debenture stock either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose businesses or undertakings the Company is interested whether directly or indirectly
- (h) To receive money on deposit or loan upon such terms as the Company may approve
- (i) To lend money to any company firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage directly or indirectly for giving any such guarantee and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on and any other payments due in connection with any debenture stocks shares other securities or any borrowings of any company firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding or subsidiary company or a subsidiary of such holding company or otherwise associated with the Company
- (j) To establish and maintain or procure the establishment and maintenance of any non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations gratuities pensions allowances or emoluments to any persons who are or were at any time in the employment or service of the Company subsidiary company or otherwise associated with the Company in business or who are or were at any time Directors or Officers of the Company or of any such other company as aforesaid and the wives widows families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions associations clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object and to establish set up support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the Company or of any company which is for the time being the Company's holding or subsidiary company and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid
- (k) To draw make accept endorse negotiate discount and execute promissory notes bills of exchange and other negotiable instruments

- (l) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined
- (m) 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 Company may determine
- (n) 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 of any company or corporation with or without deferred or preferred or special rights or restrictions in respect of dividend repayment of capital voting or otherwise or in debentures or mortgage debentures or debenture stock 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 Company may determine and to hold dispose of or otherwise deal with any shares stock or securities acquired
- (o) To enter into any partnership or joint venture arrangement or arrangement for sharing profits union of interests or co-operation with any company firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold sell deal with or dispose of shares stock or securities of any such company and to guarantee the contracts or liabilities of or the payment of the dividends interest or capital of any shares stock or securities of and to subsidise or otherwise assist any such company
- (p) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares stock or securities and guarantee the payment of dividends interest or capital of any shares stock or securities issued by or any other obligations of any such company
- (q) To purchase or otherwise acquire and undertake all or any part of the business property assets liabilities and transactions of any person firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company
- (r) To sell improve manage develop turn to account exchange let on rent grant 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 Company may think fit
- (s) To amalgamate with any other company whose objects are or include objects similar to those of this Company whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid with or without winding up or by sale or purchase (for fully or partly paid up

shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner

- (t) To subscribe for purchase or otherwise acquire and hold shares stock debentures or other securities of any other company
- (u) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law
- (v) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's holding company as may be lawful
- (w) 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
- (x) To do all such things as are incidental or conducive to the above objects or any of them

And so that the word "company" in this Memorandum when applied otherwise than to this Company shall be deemed to include any partnership or other body of persons whether corporate or unincorporate and whether domiciled in Great Britain or elsewhere; and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall be in no way limited or restricted (except where otherwise expressed in such paragraphs) by reference to the objects contained in any other paragraphs or in the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company

- 5. The liability of the Members is limited
- 6. The Share Capital of the Company is £50,000 divided into 50,000 Shares of £1 each

We, the persons whose Names Addresses and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we agree to take the number of Shares in the Capital of the Company set opposite our names

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY SUBSCRIBERS
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FILEX SERVICES LIMITED 179 Great Portland Street LONDON W1W 5LS	1
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Signed: 

for and on behalf of FILEX SERVICES LIMITED:

FILEX NOMINEES LIMITED 179 Great Portland Street LONDON W1W 5LS	1
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Signed: 

for and on behalf of FILEX NOMINEES LIMITED:

WITNESS to the above Signatures:-

Signed: 

Name: SALLY PUTT

179 Great Portland Street
London W1W 5LS

Profession: Legal Secretary

Dated: 18th February 2004