

FILE COPY



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

Company No. 4683158

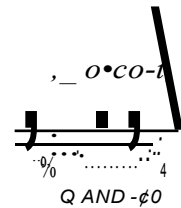
The Registrar of Companies for Australia hereby certifies that  
GLOBAL ASSETS LIMITED

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

Given at Companies House, Albany, the 2nd March 2003



\*N04683158M\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

  
*Companies House*  
for the record

HC0078



Companies House

- for the record -

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Declaration on application for registration

Please complete in typescript, or in bold black capitals.

CHFP000

4683158

CompanyName in full Gw/3Al ASS615 e./vL,1/66

I, WE PREMIER SEMCRETARIES LIMITED

of 76 Collie St., ALBANY WA 6330, AUSTRALIA SE1 2TF

E ARE THE

do solemnly and sincerely declare that I/tili#i/!l ff#Ni## fQl #lit'MW!Hli 1Ail Iperson 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.

Please delete as appropriate.

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

DIRECTOR

Declared at 76 Collie St., ALBANY WA 6330, AUSTRALIA SE1 2TF

Day Month Year

On 27 02 2003

Please print name.

before me o TARIK AKHTAR

Signed

Tarik Akhtar

Date

27/02/03

t 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.

BLOOMSBURY MGrit' SERVJC:"::S r;m
DX 132073 AUSTRALIA BRIDGI: 4
TEL 0207 23"- (.j,j3
"Afe 207 40:-, 1026
DX number 132073 DX exchange AUSTRALIA BRIDGE 4

A14 •AZXMQIUX• 0518
COMPANIES HOUSE ZS/02/03

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Albany WA 6330
for companies registered in Australia

DX 33050 Albany

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

for companies registered in Scotland

DX 235 Edinburgh



Companies House

wrtkr<roni -

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or In bold black capitals.

CHFPOOO

Notes on completion appear on final page

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First directors and secretary and Intended situation of registered office

Company Name In full rGWBA\_c · A\_s\_s\_!£\_T\_s\_ L\_I\_M\_.. l !fz, 2. 6

Proposed Registered Office

88a Tooley street

(PO Box numbers only, are not acceptable)

Albany WA 6330

Posttown

Australia

County/ Region

Postcode

If the memorandum is delivered by an agent for the subscribers) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

Bloomsbury Management Services Limited

Address

76 Collie St,

Albany WA 6330

Post town

Australian

County/ Region

Postcode

S\_E\_2\_TF

Number of continuation sheets attached **D**

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.

|  |             |
|--|-------------|
| DX 132073 LONDON BRIDGE 4                |             |
| TEL. 0207 234 0333<br>FAX. 0207 403 1026 |             |
| Tel                                      |             |
| DX number                                | DX exchange |



When you have completed and signed the form please send it to the Registrar of Companies at:  
Companies House, Albany WA 6330 DX 33050 Albany  
for companies registered in Australia  
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 GW/314-L ItSSkfs L(fv!J TE/;

NAME \*Style / Title !::l===== j•H\_o\_nou\_rs\_e\_t\_c =====

\* Voluntary details

Forename(s) PREMIER SECRETARIES LIMITED

Surname

Previous forename(s)

Previous surname(s)

**Address**

88a Tooley Street

**Usual residential address**

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

Albany WA 6330

Post town Australian

County / Region

Postcode

SE1 2IE

Country

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

Consent signature

joatel ?/oz/'°S

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**

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

88a Tooley StreetAlbany

Post town

WA 6330

County / Region 1.

Australian

Postcode

SE1 2TF

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date/ J/02-/03

DirectOrs (continued) (see notes 1-5)

|   |   |       |             |              |
|---|---|-------|-------------|--------------|
| NAME  | *Style/ Title   |       |             | *Honours etc |
| • voluntary<1etaJ1s   | Forename(s)   |       |             |              |
|   | Surname   |       |             |              |
|   | Previous forename(s)  |       |             |              |
|   | Previous sumame(s)  |       |             |              |
| Address   |   |       |             |              |
| <i>Usual residential address</i>                                    |   |       |             |              |
| For a corporation, give the registered or principal office address. |   |       |             |              |
|   | Post town   |       |             |              |
|   | County/ Region  |       | Postcode j. |              |
|   | Country   |       |             |              |
|   | Day   | Month | Year        |              |
| Date of birth   |   |       |             | Nationality  |
|   | Business occupation   |       |             |              |
|   | Other directorships   |       |             |              |
|   | I consent to act as director of the company named on page 1 _____ |       |             |              |

Consent signature \* ..... \*Date .....

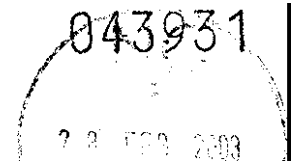
|  |                                |
|--|--------------------------------|
| This section must be signed by   |                                |
| <i>Either</i>  |                                |
| an agent on behalf of all subscribers  | Signed _____ Date j)!,?-/02/og |
| <i>Or the subscribers ( i.e those who signed as members on the memorandum of association).</i> | Signed _____ Date              |
|  | Signed _____ Date!             |
|  | Signed _____ Date              |
|  | Signed _____ Date              |
|  | Signed _____ Date              |
|  | Signed _____ Date              |

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

of *GwoA-1 1+ssrz:7s L1 N117zl*



1. The name of the Company is: *GwtB4l ASSE/5 i\_(nI/1£'/j*
2. The Registered Office of the Company will be In Australia.
3. The objects of the Company are:-
  - A. To carry on business as a general commercial company and any trade Or business whatsoever and any lawful purpose pursuant to the Companies Acts, 1985 and 1989 as amended, extended or applied *by* or under any other enactment or as re-enacted.
  - B. To *carry* on any other business, which, In the opinion of the company, may be capable of being conveniently carried on In conjunction with or subsidiary to any other business of the company and Is calculated to enhance the value of the company's property or further its objects or any of them.
  - C. To do all or any of the above things In any part of the world, whether acting as principals, agents, sub-contractors, trustees or otherwise, and whether acting alone or In association with others or *by* or through agents, sub-contractors, trustees or others.
  - D. To acquire and undertake the whole or any part of the goodwill, assets or liabilities of any person, company or firm carrying on any business which this company Is authorised to *carry* on, or to purchase or acquire any Interest In or rent or hire any real or. personal property whatsoever which *may* be necessary or convenient for the purpose of the company.
  - E. To purchase, sell, exchange, Improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept, surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purpose of the company.
  - F. To grant any leases, privileges, concessions or rights whatsoever In or In respect of *any* of the property of the company.
  - G. To .Invest and deal with the monies of the company not Immediately required for the purposes of the company In or upon such securities and subject to such conditions as may seem expedient.
  - H. To promote any other company and to underwrite the shares or debentures of that company.
  - I. To amalgamate with or enter Into *any* partnership, Joint venture, union or profit sharing or *any* other business arrangement with any other company, firm association or person•
  - .J. To execute, accept, endorse, Issue, *buy* and discount promissory notes, bills of exchange and any other negotiable and transferable Instruments.
  - K. To borrow, raise and secure the payment of money In such a manner as the company shall think fit; in particular to borrow money *by* the issue or debenture stock, perpetual or otherwise and at par or at a premium, or a discount, and to secure *any* money borrowed or *any* other liabilities or obligations of the company *by* mortgage or charge of all or part of the company's property or assets, Including future property and uncalled capital.




- L. To Invest the funds of the company In shares and debentures or such other Investments or securities as the company may determine to make loans or advances or give credit to any person, company or firm on such terms as may seem expedient and to guarantee or give security for any liability or obligations of any person, company or firm.
- M. To sell all or any part of the undertaking, goodwill and assets of the company for such a price and upon such terms as may be thought fit.
- N. To establish any scheme, whether by the Issue of shares or otherwise, where employers may share In the profits or take part In the management of the company.
- O. To pay the expenses of or Incidental to the incorporation of the company.
- P. To do all such other things as are conducive or Incidental to the attainment of the above objectives or to any of them.

*It is hereby expressly declared that each sub-clause of the foregoing clause shall be deemed to be an independent object of the company and shall be construed Independently of anything contained in any other sub-clause.*

- 4. The liability of the members Is limited.
- 5. The share capital of the company Is £10,000 divided into 10,000 ordinary shares of £1.00 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.

| Names and Addresses of subscriber  | Number of shares taken  |
|--|---|
| PREMIER FORMATIONS LIMITED<br>88A Tooley Street<br>Albany WA 6330<br>Australian, SE1 2TF | <br>ONE |

Dated the { *f/02/05*

Witness to the above signature

ARTHUR KEITH BARBER, ACIB, FCIS  
 223 Worlds End Lane  
 Chelsfield  
 Orpington, BR6 6AT  
 CHARTERED SECRETARY



THE COMPANIES ACTS 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION

PRELIMINARY

1. (a) The Regulations contained in Table A in the schedule to the companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereafter called "Table A") shall apply to the company save in so far as they are excluded or varied hereby and such Regulations (save as they are excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARE CAPITAL

2. The directors of the Company are generally and unconditionally authorised to allot, grant options or otherwise dispose of the unissued share capital of the company, whether forming part of the original capital or not, for a period of five years from the date of Incorporation to such persons on such terms and on such conditions as they think fit, subject to the provisions of Section 80 of the Act.

3. (a) The Company shall, before allotting *any* unissued shares, offer them to the Members in proportion as nearly as possible to the nominal value of the existing shares held by them and the offer shall be made by notice specifying the number of shares to which the member is entitled and a period of time (not less than 14 days) within which the offer if not accepted will be deemed to be declined, and after the expiration of the time limit or on receipt of a written notice from the Member declining the shares then the directors may dispose of them as they think proper.

(b) The provisions of Section 89(1) and Sections 90(1) to (6) inclusive shall not apply to the Company.

DIRECTORS

4. Regulation 64 in Table A shall not apply to the Company, unless otherwise determined by ordinary resolution in General Meeting of the Company there shall be no maximum number of directors and the minimum number shall be one. A sole director shall have authority to exercise all the powers and discretions by Table A and by those Articles expressed to be vested in the Directors generally, and Regulation 89 is modified accordingly.

5. The Directors shall not be required to retire by rotation and Regulation 73 to 80 and 81(b) in Table A shall not apply to the Company.

6. A Director may vote as a Director in respect of any contract or arrangement in which he is interested or upon *any* matter arising therefrom, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum at any meeting at which *any* such contract or arrangement is under consideration; and Regulations 94 and 95 of Table A shall be modified accordingly.

7. In the case of an equality of votes at any Directors Meeting the Chairman of the Meeting shall not have a second or casting vote and Regulation 88 of Table A shall be modified accordingly.



TRANSFER OF SHARES

8. A member desiring to transfer shares otherwise than to the Company shall first give notice in writing handed personally or sent by registered or recorded delivery post to the Registered Office of the Company and to the last known address of the Directors and all Shareholders of the Company giving full particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings at a price agreed between the transferor and the Directors, or failing an agreement to the price to be fixed by the Auditors of the Company as fair value thereof. If within 28 days of the date of the said notice the Directors are unable to find a member willing to purchase all such shares on such conditions, then, but not before then, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice, but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares and Regulation 24 of Table A shall be modified accordingly.

THE COMPANY SEAL

9. If the Company has a seal it shall only be used with the authority of the Directors or a committee of Directors. Any instrument to which the seal is affixed shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall *only* apply if the Company has a Seal. Regulation 101 of Table A shall not apply to the Company. The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in *the* Directors.

PROCEEDINGS AT MEETINGS

10. At any General Meeting a Resolution put to the *vote* of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or any member in person or proxy and Regulation 46 of Table A shall be modified accordingly. In the event of an equality of votes the Chairman shall not have a second or casting vote and Regulation 50 of Table A shall not apply to the Company.

Names and Addresses of subscriber :

PREMIER FORMATIONS LIMITED  
88A Tooley Street  
Albany WA 6330  
Australian, SE1  
2TF



ONE

Dated the            CI/CJZ /03

Witness to the above signature

ARTHUR KEITH BARBER, ACIB, FCIS  
223 Worlds End Lane  
Chelsfield  
Orpington, BR6 6AT  
CHARTERED SECRETARY

