



**FILE COPY**

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

Company No. 6619848

The Registrar of Companies for England and Wales hereby certifies that

**FAST TRACK MEDIA AND MARKETING SERVICES  
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 **13th June 2008**



**\*N06619848T\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**Companies House**  
- for the record

# 12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

6619848

Company Name in full

Fast Track Media and Marketing  
Services Limited

I, Mrs ~~En~~ Udidi Ibodi,  
of 1 Chambers Walk, Stanmore Park, Stanmore

† 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

*[Signature]*

Declared at

Stanmore 41a Church road Stanmore Middlesex  
HA7 4AB

PDF

On

Day Month Year

12 06 2008

• Please print name

before me •

RICHARD DERRICK BRIDGES

**RICHARD D. BRIDGES**  
**SOLICITOR**

Signed

R. D. Bridges

Date

12 June 2008

† 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

Tel	
DX number	DX exchange

Companies House receipt date barcode

*This form has been provided free of charge  
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 record

# 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**

6619848

**Company Name in full**

Fast Track Media and Marketing  
Services Limited

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

1 Chambers Walk

Stanmore Park

Post town

Stanmore

County / Region

Middlesex

Postcode

HA7 4FN

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact  
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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)

\* Voluntary details

†† 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

Company name

Fast Track Media and Marketing Services Limited

NAME \*Style / Title

Mr

\*Honours etc

Forename(s)

Martin

Surname

Ibodi

Previous forename(s)

Previous surname(s)

Address ††

1 Chambers Walk

Stanmore Park

Post town

Stanmore

County / Region

Middlesex

Postcode

HA7 4FN

Country

United Kingdom of Great Britain

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

Consent signature

*[Signature]*

Date

11/06/08

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mrs

\*Honours etc

Forename(s)

Endy

Surname

Ibodi

Previous forename(s)

Ndidi

Previous surname(s)

Agugua

Address ††

1 Chambers Walk

Stanmore Park

Post town

Stanmore

County / Region

Middlesex

Postcode

HA7 4FN

Country

United Kingdom of Great Britain

Day Month Year

Date of birth

16/11/1975

Nationality

German

Business occupation

media and public relation

Other directorships

/

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

Consent signature

*[Signature]*

Date

11/06/08

*Please list directors in alphabetical order*

\* Voluntary details

**NAME**      \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address** <sup>††</sup>

**↑↑ 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**

Post town

County / Region

Postcode

Country

**Date of birth**

Day      Month      Year

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 either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).**

**Signed**

**Signed**

**Signed**

**Signed**

**Signed**

**Signed**

**Signed**

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

CASH: 25/8

The Companies Acts 1985 – 1989  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION

Of

FAST TRACK MEDIA AND MARKETING SERVICES LIMITED



6619848

1. The companies name is Fast Track Media and Marketing Services Limited
2. The company's registered office is to be situated in England
3. The objects for which the company is established are

(A)

(i) to carry on business as a general commercial and service rendering company,

(ii) to do all such things as are incidental or conducive to the carrying on of any trade or business by it

(B) To render comprehensive services to individuals, social organisations, agencies and companies in the field of multimedia, public relation, advertisement and marketing

(C) To sell or otherwise dispose of the whole or any part of the business and / or undertaking of the company, either together or in portions for such consideration and on such terms as may be considered expedient

(D) To purchase or otherwise acquire and undertake, and to supervise and manage all or any part of the business, property, assets and liabilities by any person of this company

(E) To invest and deal with the moneys of the company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities

FRIDAY



LD1

13/06/2008

47

COMPANIES HOUSE

(F) To enter any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on with the business of the company

(G) To borrow and raise money and to obtain and utilise banking facilities of any nature on any terms and for any purpose whatsoever, including but not limited to facilities for the issue by any bank or financial institution of bonds, guarantees, indemnities, documentary and other credits in respect of the obligations or purported obligations of the company

(H) To pay for any property, assets or right acquired by the company, and to discharge or satisfy any debt, obligation or liability of the company, either in cash or in shares

(I) To accept payment for or any property, assets or right disposed of or dealt with or for any services rendered by the company

(J) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest therein

(K) To draw, make, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, scrip warrants and transferable or negotiable instruments

(L) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking thereof may be considered expedient, and either gratuitously or otherwise

(M) To enter into any arrangement with any government or other authority, supreme, municipal, local or otherwise, and to obtain from any such government or any authority any rights, concessions, privileges, license and permits, and to promote any legislation, as may be considered expedient.

(N) To remunerate any person or company rendering service to the company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the company and of any other company formed, promoted, financed or assisted by the company, or which the company shall consider to be in the nature of preliminary expenses in relation to the company or any such other company, including the cost of advertising, commission for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters

(O) To carry on any business which, in the opinion of the Directors of the company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the company

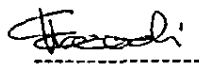
(P) To do any or all of the above things in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise

I hereby declare (1) that the subsidiary and the holding company where they appear in this clause shall have the meanings ascribed to those expressions by Section 736 of the Companies Act 1995, (2) that, where the context so admits, the word company in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985, and (3) that the objects specified in each of the sub-clauses of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or 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 defined the objects of a separate and distinct company

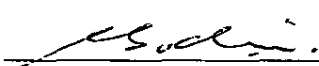
4. The liability of members is limited

5. The company's share capital is 100 Pounds divided into 100 shares of 1 Pound each

We, the subscriber 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	Number of shares taken by each subscriber	Signature of subscriber
Ndidi Ibodi No 1 Chamberswalk, Stanmorepark Stanmore, Middlesex HA7 4AB		
Mrs Ndidi Ibodi	100	
Total shares taken	100	

Dated, this 11 day of June 2008

Signature of witness  11/06/08

Full name of witness Martin Ibodi

Address 1 Chambers Walk  
Stanmore HA7 4FN

Occupation Microbiologist



The Companies Acts 1985 – 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

Of

FAST TRACK MEDIA AND MARKETING SERVICES LIMITED

## 1 PRELIMINARY

### 1 1 Interpretation

In these articles

- (a) Table A means the regulation contained in Table A in the Companies (Table A to F) Regulations 1985 as amended by the Companies (Table A – F) (Amendment) Regulations 1985,
- (b) words and expressions bear the same meaning as they would do if contained in Table A,
- (c) headings are included only for convenience and shall not affect meanings , and
- (d) references to regulations are to regulations in Table A unless otherwise stated

### 1 2 Table A apply

Table A shall apply to the Company save insofar as excluded or varied hereby or inconsistent herewith and Table A (save as so excluded varied inconsistent) and the articles hereinafter contained shall be the regulations of the Company

## 2 SHARE CAPITAL

### 2 1 Authorised share capital

The share capital of the Company is 100 GBP divided into 100 ordinary shares of 1 GBP each

### 2 2 Allotment of shares

The directors are authorised for the purpose of section 80 of the Companies Act 1985 to allot, grant options over or otherwise deal with or dispose of any unissued shares of the Company to such persons on such terms and in such manner as the directors think proper up to a total issued share capital of the Company of 1,000,000 GBP at any time during the period of five years from the date of incorporation (but the directors are authorised to allot securities after the expiry of the 5 years if they are allot in pursuance of an offer or agreement made by the Company before the expiry of the 5 years )

The general authority conferred on the directors by the preceding article may be revoked, varied, renewed or further renewed (such renewal not to exceed a period exceeding 5 years) by an ordinary or other resolution of the Company in general meeting.

By virtue of section 91 (1) of the companies Act 1985, sections 89 (1) and 90 (1) to (6) of that Act shall not apply to any allotment of shares pursuant to the authority conferred by the two preceding articles.

### 3 LIEN

The lien conferred by regulation 8 shall apply to all shares of the Company whether full paid or not and to all shares registered in the name of any persons indebted or under liability to the Company whether he be the sole registered holder or one of several joint holders

### 4 CALLS

The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

### 5 TRANSFER OF SHARES

The director shall not refuse to register any transfer of any shares or interest in shares other than in accordance with this article or with regulation 24 No shares and no interest in shares shall be transferred to any infant, person in bankruptcy during their bankruptcy, or person of unsound mind and the directors shall refuse to register any such transfer

### 6 PROCEEDINGS AT GENERAL MEETINGS

#### 6 1 Quorum at adjourned meeting

If a quorum is not present at any adjourned meeting is referred to in regulation 41, then, provided, that the member present holds not fewer than 75% in nominal value of the shares of the Company in issue, any resolution agreed to by such member shall be as valid and effectual as if it had been passed unanimously at a general meeting of the Company duly convened and held

#### 6 2 Written resolution

A resolution in writing may be signed on behalf of a corporation by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative Regulation 53 shall be extended accordingly Regulation 53 (as extended) shall apply with necessary changes to resolutions writing of any class of members of the Company

#### 6 3 Conference telephones

Any member or member's proxy or duly authorised representative (being a corporation) may participate in a general meeting or a meeting of a class of members of the Company by means of conference telephones or similar communications system whereby all those participating in

the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person (or by proxy or authorised representative as appropriate) at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place, where the largest group of participators in number is assembled. In the absence of such a majority, the location of the chairman shall be deemed to be the place of the meeting.

#### 6.4 Single member

(a) If and for so long as the company has only one member

If that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act;

(b) any decision taken by a sole member pursuant to the preceding paragraph shall be recorded in writing and delivered by that member to the company for entry in the company's minute book,

(c) if that member is also a director of the company and enters into a contract with the company (other than a contract entered into in the ordinary course of business), the terms of the contract shall, unless the contract is in writing, be set out in a written memorandum or be recorded in the minutes of the first meeting of the directors following the making up of the contract,

(d) regulation 57 shall not apply,

(e) at a meeting that member present in person or by proxy or if that member is a corporation by a duly authorised representative shall be a quorum and regulation 40 shall be amended accordingly, and

(f) all provisions of these articles and of Table A shall be construed so as to be consistent with the Company only having one member

#### 6.5 Proxies

An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority may be handed to the chairman of the relevant meeting. Regulation 62 shall not invalidate such an instrument.

### 7 DIRECTORS

#### 7.1 Number of directors

The number of directors (unless the shareholders of the Company otherwise determine by ordinary resolution) shall not be fewer than one but shall not be subject to any maximum. Regulation 64 shall be modified accordingly. If there is only one director of the Company, the quorum for the transaction of the business by the directors shall be one. Regulations 89 shall be modified accordingly.

## 7 2 Appointment of directors

A member or members holding 75 % or more of the voting rights in the Company may from time to time by notice to the Company appointment any person to be a director and to move from office any director so appointed and to appoint another person in his place

## 7 3 No age limit for directors

Any adult person may be appointed or elected as a director whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age

## 7 4 No retirement by rotation

The directors shall not be subject to retirement by rotation and references thereto in regulations 73 to 80 shall be disregarded

## 7 5 Disqualification and removal of directors

The office of director shall be vacated

- (a) if any of the events specified in regulation 81 occur,
- (b) if he shall in writing offer to resign and the directors shall resolve to accept such offer,
- (c) if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, or
- (d) if he shall be removed from office by notice in writing signed either by all his co-directors (being at least two in number) (or by a member or members holding 75% or more of the voting rights in the Company), but so that if the director holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company

## 7 6 Remuneration of directors

Any director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the directors may determine Regulation 82 shall be extended accordingly

## 7 7 Directors interest

A director may (and any firm or company of which he is a partner or member or director may) act in a professional capacity for the Company or any body-corporate in which the Company is in any way interested subject to disclosure of interest in terms of regulation 85

On any matter in which a director is in any way interested he may nevertheless vote and be taken into account for the purpose of a quorum and (save as otherwise agreed) may retain for

his own absolute use and benefit all profits and advantages directly or indirectly according to him there under or in consequence thereof Regulations 94 to 98 shall not apply

## 8 THE SEAL

If the Company does not have a common seal regulation 1 shall be amended accordingly, the obligation in regulation 6 relating to the sealing of a share certificate shall not apply and regulation 101 shall not apply

## 9 DIRECTORS' BORROWING POWERS

The directors may exercise all the power of the Company to borrow or raise money without limit as to amount and upon such terms and in such manner as they think fit and to grant any mortgage or charge over its undertaking, property and uncalled capital, or any part thereof and subject in the case of any security convertible into shares to section 80 of the Act to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party

## 10 NOTICE

10 1 In accordance with regulations 111 any notice to be given to or by any person pursuant to these articles shall be in writing except that a notice calling a meeting of the directors need not be in writing

10 2 Any notice to be given under these articles may be delivered personally or sent by first class post (airmail if overseas) or by telex or facsimile Regulation 112 shall not apply

10 3 The address for services of any notice shall be the last known address or at the address notified by the person to the Company for that purpose

10 4 Any notice to be given under this article shall be deemed to have been served and be effective

(a) delivered personally ,

(b) if posted, on receipt;

(c) if sent by telefax or facsimile, at the time of transmission ( if sent during normal business hours, that is 9 30 to 17 30 local time in the place to which it was sent)

(d) if sent by cable or telegram, at the time of delivery

## 11 INDEMNITY

Subject to the provision of and so far as may be permitted by law, every director, auditor, secretary or other officer of the Company shall be indemnified by the Company out of its own fund against and exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution or discharge of his duties or exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to

Occupation