

FILE COPY



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

Company No. 4377881

The Registrar of Companies for England and Wales hereby certifies that
NOUMEA ENTERPRISES LIMITED

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

Given at Companies House, Cardiff, the 20th February 2002



N04377881P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

for the record

Please complete in typescript,
or in bold black capitals.

CHWP000

12

Declaration on application for registration

Company Name in full

Noumea Enterprises Limited

I, **Brigitte Priday, signing for 1st Contact Limited**
of **33 Regent Street, Piccadilly, London SW1Y 4ZT**

† 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

33 Regent Street, Piccadilly, London SW1Y 4ZT

Day Month Year

On

18 02 2002

• Please print name.

before me •

Steven Conybeare

Signed

[Signature]

Date

18-2-02

† 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.

1st CONTACT

CLYDESDALE BANK HOUSE

33 REGENT STREET

LONDON SW1Y 4ZT

DX number

DX exchange

Th



A32
COMPANIES HOUSE

0347
20/02/02

Form revised June 1998

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
or companies registered in England and Wales

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

DX 235 Edinburgh



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

Company Name in full

Noumea Enterprises Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Broadway House

2-6 Fulham Broadway

Post town

Fulham

County / Region

London

Postcode

SW6 1AA

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

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.

1st CONTACT TAX

CLYDESDALE BANK HOUSE

33 REGENT STREET

LONDON
SW1Y 1TT

DX exchange



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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name		Noumea Enterprises Limited	
NAME	*Style / Title		*Honours etc
Forename(s)		1st Contact Secretaries Limited	
Surname			
Previous forename(s)			
Previous surname(s)			
Address		19-20 Garlick Hill	
Usual residential address			
For a corporation, give the registered or principal office address.			
Post town		Mansion House	
County / Region	London	Postcode	EC4V 2AL
Country	England		
I consent to act as secretary of the company named on page 1			
Consent signature		Date 18-2-02	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title		*Honours etc
Forename(s)		1st Contact Directors Limited	
Surname			
Previous forename(s)			
Previous surname(s)			
Address		19-20 Garlick Hill	
Usual residential address			
For a corporation, give the registered or principal office address.			
Post town		Mansion House	
County / Region	London	Postcode	EC4V 2AL
Country	England		
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 18-2-02	

Directors

(continued)

(see notes 1-5)

NAME	*Style / Title			*Honours etc	
* Voluntary details	Forename(s)				
	Surname				
	Previous forename(s)				
	Previous surname(s)				
Address					
Usual residential address					
For a corporation, give the registered or principal office address.					
	Post town				
	County / Region		Postcode		
	Country				
	Day	Month	Year	Nationality	
Date of birth					
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

Signed

Date _____

Or the subscribers

Signed

Date

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years, when the person was a director, was:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

Noumea Enterprises Limited

021838

021838

1. The Company's name is **Noumea Enterprises 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 whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
 - (c) To acquire 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 businesses which the Company is authorised to carry on.
 - (d) To improve, manage, construct, repair, develop, exchange, let or lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
 - (e) To lend, advance, borrow or raise money or give credit on any terms and with or without security to or from any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) and to enter into guarantees, contracts of indemnity and suretyships of all kinds.
 - (f) To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
 - (g) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
 - (h) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
 - (i) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.



(j) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(k) To pay all or any expenses incurred in connection with 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 or any shares or other securities of the Company.

(l) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, or otherwise, and by or through agents, brokers, sub-contractors, or otherwise and either alone or in conjunction with others.

(m) 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.

4. None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and 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 such sub-clause contained the objects of a separate Company.

5. The liability of the Members is limited.

6. The Company's share capital is £1,000 divided into 1,000 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.

Signature, name and addressee of Subscriber

Number of Shares taken by Subscriber

BAL

1st Contact Directors Limited
19/20 Garlick Hill
Mansion House
London
EC4V 2AL

ONE

Witness to the above Signature:-

Sign Here: R. Trytsman.

Print Name Here: R. TRYTSMAN

Dated 18 February 2002

1ST CONTACT
CLYDESDALE BANK HOUSE
33 REGENT STREET
LONDON SW1Y 4ZT

THE COMPANIES ACT 1985 TO 1989 PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

Noumea Enterprises Limited

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) (such table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so 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 provisions 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.

ALLOTMENT OF SHARES

2. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by the Ordinary Resolution of the Company in a General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company, Clause 8 in the Table A shall be modified accordingly.

GENERAL MEETINGS AND RESOLUTIONS

- 4 (a) Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Act as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- (b) No business shall be transacted at any General Meeting unless a quorum is present. Subject to paragraph (c) below two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- (c) If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum.
- (d) If quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved.
- (e) Clauses 40 and 41 in Table A shall not apply to the Company.

5.(a) If and for so long as the Company has only one Member and 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 paragraph 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 paragraph (a) above shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

THE SEAL

6 (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 of table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 of table A shall not apply to the Company.

(b) 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.

TRANSFER OF SHARES

7. The Directors may in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share whether or not it is a fully paid share and the first sentence of Clause 24 in Table A shall not apply to the Company.


Signature, name and addressee of Subscriber



1st Contact Directors Limited

**Clydesdale Bank House
33 Regent Street
London SW1Y 4ZT**

Witness to the above signature:-

Sign Here: 

Print Name Here: R. TRYTSMAN

Dated 18 February 2002

**1ST CONTACT
CLYDESDALE BANK HOUSE
33 REGENT STREET
LONDON SW1Y 4ZT**