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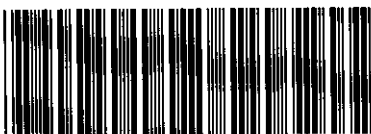
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5643057

The Registrar of Companies for England and Wales hereby certifies that  
FISHPIX 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 2nd December 2005



\*N05643057H\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



Companies House

for the record

# 12

## Declaration on application for registration

Please complete in typescript,  
or in bold black capitals.

CHWP000

Company Name in full

FISHPIX LIMITED

I, HOWARD THOMAS

of 16 ST JOHN STREET LONDON EC1

do solemnly and sincerely declare that I am a <sup>†</sup> ~~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.

<sup>†</sup> 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

Declared at

11 BREAMS BUILDINGS LONDON EC4

Day Month Year

On

29 11 2005

• Please print name.

before me •

MARTIN PAUL JOHN STANBORN

Signed

Date

29.11.05

<sup>†</sup> 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.

Eurolife Company Services Limited

16 St John Street, London

EC1M 4NT

Tel 020 7454 0966

DX number 53316

DX exchange Clerkenwell



A36 COMPANIES HOUSE

530 30/11/2005

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  
for companies registered in England and Wales

or

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

FISHPIX LIMITED

Proposed Registered Office

16 ST JOHN STREET

(PO Box numbers only, are not acceptable)

Post town

LONDON

County / Region

Postcode

EC1M 4NT

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

EUROLIFE COMPANY SERVICES LTD

Address

16 ST JOHN STREET

Post town

LONDON

County / Region

Postcode

EC1M 4NT

Number of continuation sheets attached

0

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.

Eurolife Company Services Ltd

16 St John Street London

EC1M 4NT

Tel 020 7454 0966

DX number 53316

DX exchange Clerkenwell

A36  
COMPANIES HOUSE

529  
30/11/2005

v 08/02

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or

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

DX 235 Edinburgh

## 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			
NAME	*Style / Title	Mr	*Honours etc
Forename(s)	Howard		
Surname	Thomas		
Previous forename(s)			
Previous surname(s)			
Address ††	50 Iron Mill Place		
Post town	Crayford		
County / Region	Kent	Postcode	DA1 4RT
Country	England		

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

Consent signature

Date

29.11.25

## Directors (see notes 1-5)

Please list directors in alphabetical order

†† 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.

NAME	*Style / Title	Mr	*Honours etc
Forename(s)	William		
Surname	Tester		
Previous forename(s)			
Previous surname(s)			
Address ††	4 Geary House		
Georges Road, Holloway			
Post town	London		
County / Region		Postcode	N7 8EZ
Country	England		

Date of birth

Day Month Year

2 9 0 6 1 9 6 2

Nationality

British

Business occupation

Registration Agent

Other directorships

None

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

Consent signature

Date

29.11.25

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>		<b>*Style / Title</b>	<input type="text"/>	<b>*Honours etc</b>	<input type="text"/>
<b>* Voluntary details</b>		<b>Forename(s)</b>	<input type="text"/>		
		<b>Surname</b>	<input type="text"/>		
		<b>Previous forename(s)</b>	<input type="text"/>		
		<b>Previous surname(s)</b>	<input type="text"/>		
<b>Address</b> <sup>††</sup>		<input type="text"/>			
<input type="checkbox"/>		<input type="text"/>			
		<b>Post town</b>	<input type="text"/>		
		<b>County / Region</b>	<input type="text"/>	<b>Postcode</b>	<input type="text"/>
		<b>Country</b>	<input type="text"/>		
		<b>Date of birth</b>	<input type="text"/>	<b>Nationality</b>	<input type="text"/>
		<b>Business occupation</b>	<input type="text"/>		
		<b>Other directorships</b>	<input type="text"/>		
		<input type="text"/>			
		I consent to act as director of the company named on page 1			
<b>Consent signature</b>		<input type="text"/>	<b>Date</b>	<input type="text"/>	

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



Date

29.11.05

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

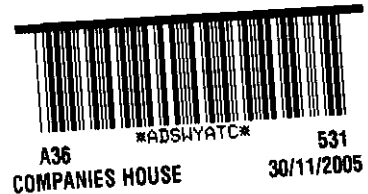
880199 5643057  
880199 109417/60  
The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

27 NOV 2005  
**FISHPIX LIMITED**  
COMPANIES HOUSE



1. The Company's name is "FISHPIX 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 in all or any of its branches any of the businesses of writers, authors, publishers, distributors, sellers, buyers or dealers or advisers of or in books, newspapers, periodicals, reviews, journals, magazines and other literary productions or works of any kind whatsoever, stationers, newsagents, proprietors or managers of circulating, lending or other libraries, dealers in maps, pictures, drawings, prints, engravings or the like, literary agents, literary critics or journalists, advertising agents, designers or draftsmen, bookbinders, typefounders or die-sinkers, printing by any process or mechanism whatsoever or of producing or reproducing by any process or mechanism whatsoever any written, typewritten, printed, pictorial, illustrative, cartographical material or thing capable of visual presentation or reproduction, and to sell, buy or deal in every kind of printed matter or of productions or reproductions such as aforesaid; to publish, print, produce or reproduce by any process, distribute, sell, buy or deal in any kind of music or gramophone records or other records reproducing sound of any kind; to establish conduct or contribute to or participate in any literary or other competition, and to offer and grant any prize, reward or premium in connection therewith.

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock in trade, and any real

or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works and 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.

(E) To borrow or raise or secure the payment of money 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.

(F) To mortgage and charge the undertaking and all or any of the real or personal property and assets, present or 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 assurance.

(G) 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, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(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 moneys 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 so acquired.

(O) To enter into any partnership or joint-purse 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 of and guarantee the payment of the 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.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, 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 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.

(U) 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.

(V) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that in the construction of this clause the word 'company' except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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

Number of shares  
taken by  
Subscriber

---

W. TESTER  
16 St. John Street  
London  
EC1M 4AY



ONE

---

DATED this 29th day of November 2005

WITNESS to the above Signatures:-

HOWARD THOMAS  
16 St. John Street  
London  
EC1M 4AY



The Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

**FISHPIX LIMITED**

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Table A in The Companies (Table A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.

2. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

3. (a) The Directors may subject to Article 4 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 4 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on that date which is the fifth anniversary of the date of incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with the said Section 80 or Section 80A of the Act.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

within seven days. Notice of the finding of the purchasing member shall be given to the retiring member, who shall be bound on payment of the fair value to transfer the share to the purchasing member. If the retiring member fails to complete the transfer, the Directors may authorise some person to transfer the share to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share, issuing him a certificate therefor. The retiring member shall deliver up his certificate and shall thereupon be paid the purchase money. If within twenty-eight days after the sale notice has been given the Directors shall not find a purchasing member for the share and give notice accordingly, or if through no default of the retiring member the purchase is not duly completed, the retiring member may at any time within six months after the sale notice was given, but subject to Article 6 hereof, sell such share to any person and at any price. Provided always that, notwithstanding anything hereinbefore contained where more than one share is comprised in the sale notice then unless a purchasing member is found for each of the shares so comprised no obligation to transfer or to purchase any of such shares shall arise and the Directors shall be deemed not to have found a purchasing member for any of such shares.

#### GENERAL MEETINGS

8. In accordance with Section 372(3) of the Companies Act 1985 in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

9. In the event of the Company having only one member, the quorum required for business to be transacted at a meeting shall be one and regulation 40 of Table A shall be modified accordingly. In Regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

#### DIRECTORS

10. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.

11. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless -

- (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty five clear days before the date of the meeting, a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

12. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

13. The Company shall not be subject to Section 293 of the Companies Act 1985. Any 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.

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NAMES AND ADDRESS OF SUBSCRIBERS

---

W. TESTER  
16 St. John Street  
London  
EC1M 4AY

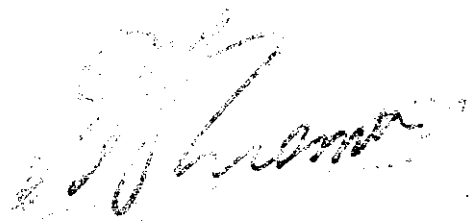
A handwritten signature in black ink, appearing to be 'W. Tester', with a large loop at the end.

---

DATED this 29th day of November 2005

WITNESS to the above Signatures:-

HOWARD THOMAS  
16 St. John Street  
London  
EC1M 4AY

A handwritten signature in black ink, appearing to be 'Howard Thomas', with a large loop at the end.