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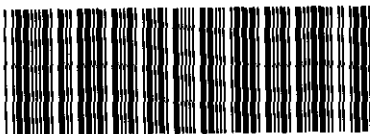
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5850755

The Registrar of Companies for England and Wales hereby certifies that
M C ACCOUNTANCY LTD

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 19th June 2006



N05850755M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

MC ACCOUNTANCY LIMITED

I, MALCOLM PETER CLAMP

of 47 HAWKSMEAD BICESTER OXFORDSHIRE ENGLAND OX26 6ST

† 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

Re-Declared at

1-3 High Street, Thame, Oxon OX9 2BX

Day Month Year

on

03 06 2006

● Please print name.

before me ●

WILLIAM JOHN ROBERT MILER

Signed

Date

13/06/06

† 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

WEDNESDAY



A09

AQMJS9M
14/06/2006
COMPANIES HOUSE

499

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

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

MC ACCOUNTANCY LIMITED

Proposed Registered Office

47 HAWKSMEAD

(PO Box numbers only, are not acceptable)

Post town

BICESTER

County / Region

OXFORDSHIRE

Postcode

OX26 6ST

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
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

WEDNESDAY



A09

AQMJRG9L

14/06/2006

500

COMPANIES HOUSE

v 10/03

When you have completed and signed the form please send it to the
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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

10

Company Secretary (see notes 1-5)

Company name

MC ACCOUNTANCY LIMITED

NAME *Style / Title

MRS

*Honours etc

* Voluntary details

Forename(s)

MICHELE ANN

Surname

CLAMP

Previous forename(s)

Previous surname(s)

†† 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.

Address ††

47 HAWKSMEAD

Post town

BICESTER

County / Region

OXFORDSHIRE

Postcode

OX26 6ST

Country

ENGLAND

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

Consent signature

Michele Clamp

Date

01.06.2006

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc FMAAT

Forename(s)

MALCOLM PETER

Surname

CLAMP

Previous forename(s)

Previous surname(s)

†† 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.

Address ††

47 HAWKSMEAD

Post town

BICESTER

County / Region

OXFORDSHIRE

Postcode

OX26 6ST

Country

ENGLAND

Day Month Year

Date of birth

2 9 0 8 1 9 6 8

Nationality

BRITISH

Business occupation

ACCOUNTANT

Other directorships

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

Consent signature

M. Clamp

Date

1 JUNE 2006

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)	MICHELE ANN		
Surname	CLAMP		
Previous forename(s)			
Previous surname(s)			
Address <input type="checkbox"/>	47 HAWKSMEAD		
Post town	BICESTER		
County / Region	OXFORDSHIRE	Postcode	OX26 6ST
Country	ENGLAND		
Date of birth	Day 1 0	Month 1 1	Year 1 9 7 0
	Nationality		BRITISH
Business occupation	BOOKKEEPER		
Other directorships			
I consent to act as director of the company named on page 1			
Consent signature	Michele Clamp		Date 01.06.2006

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

M. Clamp

Date

1 JUNE 2006

Signed

Michele Clamp

Date

1.06.2006.

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.

15908

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100% ✓

5850755

NC

14 JUN 2006

COMPANIES ACT 1985

NC
25

JUN 2006

008922

Private Company Ltd by COMPANIES HOUSE

MEMORANDUM OF ASSOCIATION

of

M C Accountancy Ltd

1000
2 1

1. The name of the company is M C Accountancy Ltd.
2. The registered office of the company is to be situated in England and Wales.
3. The objects for which the company is established are:
 - 3.1. to carry on business as a general commercial company and without limitation to carry on the business of the provision of accountancy services;
 - 3.2. to deal in any materials, articles or components, and to provide any services, which may be required for the purposes of a business of the above description, or which may be conveniently or advantageously made or supplied in connection with it;
 - 3.3. to provide administrative, financial and other services and facilities for any company in which this company is interested, or for any other persons;
 - 3.4. to sell or dispose of the undertaking or any property or assets of the company for such consideration as may be thought fit, including the share or loan capital or other obligations of any body corporate;
 - 3.5. to guarantee, grant indemnities in respect of, support or secure, whether 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 contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the company or not, notwithstanding the fact that the company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein;
 - 3.6. to do all or any of the above things either alone or as a member of a partnership, trading group or consortium, and in any part of the world;
 - 3.7. to carry on any other activity and do anything of any nature which may seem to the directors capable of being conveniently carried on or done by the company in connection with the above, or may seem to the directors calculated directly or indirectly to benefit the company;
 - 3.8. the objectives specified in each sub-clause of this clause shall, unless otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other sub-clause or the order in which such objects are stated or the name of the company or the nature of any business carried on by the company, but shall be construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and independent company.
4. The liability of the members is limited to the amount (if any) for the time being unpaid on the shares held by them respectively.
5. The share capital of the company is £100 divided into 100 shares of £1.00 each.

WEDNESDAY



AQMJJG9K

A09

14/06/2006

501

COMPANIES HOUSE

A25
COMPANIES HOUSE447
02/06/2006

WE, the subscribers 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 specified opposite our respective names.

Names and addresses of subscribers

Number of shares taken by each subscriber

1

Malcolm Peter Clamp of 47 Hawksmead, Bicester, Oxfordshire OX26 6ST

1

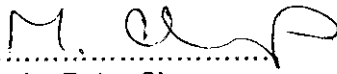
2

Michele Ann Clamp of 47 Hawksmead, Bicester, Oxfordshire OX26 6ST

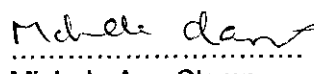
1

Total shares taken

2



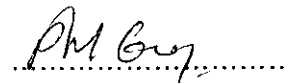
Malcolm Peter Clamp



Michele Ann Clamp

Date: 1 JUNE 2006

Witness to the above signatures:



Name: PAULINE GRAY

Address: 21 RAVENSMED
CHINNOR
OXDN OX39 4JG

COMPANIES ACT 1985
Private Company Ltd by Shares
ARTICLES OF ASSOCIATION
of
M C Accountancy Ltd

1. Preliminary

- 1.1. The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ('Table A') shall apply to the company except in so far as they are excluded or varied by these articles.
- 1.2. Expressions defined in regulation 1 of Table A shall where the context admits bear in these articles the meanings so defined.
- 1.3. Regulations 41, 59, 64, 73-78, 80 and 94 of Table A do not apply to the Company.

2. Share capital

- 2.1. The original share capital of the company is £100 divided into 100 *ordinary* shares of £1 each.
- 2.2. In regulation 2 of Table A there shall be substituted for the words following 'issued with' the words 'or have attached to it such rights or restrictions as the company may by special resolution determine'.

3. Lien and forfeiture

- 3.1. The lien conferred by regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the company. The registration of a transfer of a share shall operate as a waiver of any lien of the company on that share.
- 3.2. In regulation 8 of Table A there shall be substituted for the words 'any amount payable in respect of it' the words 'all distributions and other moneys or property attributable to it'; and the same words shall be substituted in regulation 19 for the words 'all dividends or other moneys payable in respect of the forfeited shares'.

4. Alteration of share capital

- 4.1. In regulation 32 of Table A there shall be inserted after the words 'the resolution may' in paragraph (c) the parenthesis '(if it is a special resolution)'.
- 4.2. In regulation 33 of Table A the parenthesis '(including, subject to the provisions of the Act, the company)' shall be omitted.

5. Proceedings at general meetings

- 5.1. If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

5.2. On a show of hands or on a poll votes may be given either personally or by proxy.

6. Votes of members

6.1. In regulation 54 of Table A there shall be inserted after the second occurrence of the words 'every member' the words 'present in person or by proxy'.

6.2. In regulation 61 of Table A there shall be substituted for the words following 'the instrument appointing a proxy shall be in' the words 'any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used'.

7. Number of directors

Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

8. Disqualification of directors

In regulation 81 of Table A there shall be inserted in paragraph (d) after the words 'to the company' the words 'left at the registered office of the Company'.

9. Retirement of directors

The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.

10. Proceedings of directors

10.1. A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

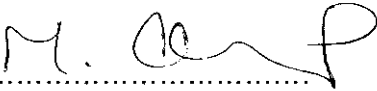
10.2. Subject to disclosure in accordance with Section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

11. Dividends

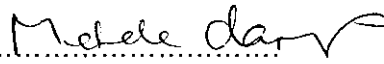
In regulation 104 of Table A there shall be inserted after the words 'as from a particular date' the words 'or to a particular extent'.

Names and addresses of subscribers

1. Malcolm Peter Clamp of 47 Hawksmead, Bicester, Oxfordshire OX26 6ST
2. Michele Ann Clamp of 47 Hawksmead, Bicester, Oxfordshire OX26 6ST



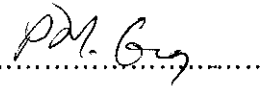
Malcolm Peter Clamp



Michele Ann Clamp

Date: 12 JUNE 2006

Witness to the above signatures:



Name: PAULINE GRAY

Address: 21 RAVENSMED
CHANNOR
OXON. OX39 4JG