



FILE COPY

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

Company No. 6560086

The Registrar of Companies for England and Wales hereby certifies that

MAP AND COMPASS 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 **9th April 2008**



N06560086I



Companies House
— for the record —



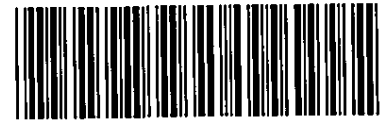
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

THE COMPANIES ACT 1985

017852/20

PRIVATE COMPANY LIMITED BY SHARES

MONDAY



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COMPANIES HOUSE

MEMORANDUM OF ASSOCIATION

OF

MAP AND COMPASS LIMITED

- 1 The Name of the Company is Map and Compass Limited
- 2 The Registered Office of the Company will be situate in England or Wales
- 3 Company's objects

The object of the company is to carry on business as a general commercial company and to carry on any trade or business whatsoever and the company is empowered to do all such things as are incidental or conducive to the carrying on of any trade or business by it

- 4 The liability of the Members is limited
- 5 The Authorised Share Capital of the Company is £1,000 divided into 1,000 Ordinary 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

NAME and ADDRESS of SUBSCRIBER

Number of Shares taken
by the Subscriber

WHEAWILL & SUDWORTH NOMINEES LIMITED

ONE HUNDRED

35 Westgate
Huddersfield
HD1 1PA

David Sinclair

Director

28 March 2008

WITNESS to the above Signature

H C Hilton

Mrs H C Hilton
35 Westgate
Huddersfield
HD1 1PA

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MAP AND COMPASS LIMITED

PRELIMINARY

- 1 The Company is a private company and accordingly no shares or debentures of the Company may be offered to the public
- 2 The regulations contained or incorporated in Table A set out in the schedule to the Companies (Tables A to F) Regulations 1985 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
- 3 In these Articles the expression "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
- 4 The following regulations of Table A shall not apply to the Company videlicet 8, 24, 40, 41, 60, 64, 73, 74, 75, 81, 89, 94 and 95
- 5 In regulation 1 of Table A between the words 'regulations' and 'the Act' (the words 'and in any regulations adopting the same' shall be inserted)

ALLOTMENT OF SHARES

- 6 (i) The Directors are unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot shares up to the amount of the original or any increased share capital of the Company at any time or times during the period of five years from the date of incorporation

- (ii) The Directors are also unconditionally authorised for the purposes of Section 80 of the Act to allot redeemable shares up to the amount of the original or any increased redeemable share capital of the Company at any time or times during the period of five years from the date of incorporation. Any shares so allotted shall be subject to such terms as to redemption and premium on redemption, participation in profits and as to voting as the members shall from time to time by Special Resolution decide but shall conform to the provisions of Sections 159 to 161 and 170 to 172 of the Act
- (iii) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company
- (iv) Subject to Section 80 of the Act after the initial allotment any shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the nominal value of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have within the said period accepted all shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members

PURCHASE OF OWN SHARES

- 7 Subject to the provisions of Section 162 of the Act the Company may with the sanction of an Ordinary Resolution purchase its own shares (including any redeemable shares) on such terms as the Directors may think fit and make a payment in respect of the redemption or purchase of such shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of Shares and subject to the provisions of Section 173 to 175 of the Act

TRANSFER OF SHARES

- 8 (i) A transfer of a fully paid share need not be executed by or on behalf of the transferee, and Clause 23 of Table A shall be modified accordingly
- (ii) 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

LIEN

- 9 The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person for all monies presently payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in any part exempt from the provisions of this regulation. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

NOTICE OF GENERAL MEETINGS

- 10 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 notice of all 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.

QUORUM OF MEMBERS

- 11 (i) No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Ordinarily 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. However, should there be only one holder of shares in the company as at the moment of convening a general meeting that person shall constitute a quorum.
- (ii) If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for such adjourned meeting, it shall be dissolved.

PROCEEDINGS AT GENERAL MEETINGS

- 12 (i) 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 by any member present in person or by proxy.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

- (ii) Subject to the provisions of the Act any resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at general meetings, or by their duly appointed attorneys, shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several instruments in the like form each executed by or on behalf of one or more of the members or their attorneys.

VOTES OF MEMBERS

- 13 Subject to any special rights or restrictions for the time being attached to any special class of shares in the capital of the Company, on a show of hands every member personally present shall have one vote only and in the case of a poll every member who is present in person or by proxy shall have one vote for each Ordinary Share held by him

PROXY

- 14 The instrument appointing a proxy shall be in writing in any usual common form, or such other form as may be approved by the Directors, and shall be signed by the appointer or his attorney, duly authorised in writing, or if the appointer is a corporation shall be either under its common seal or under the hand of an officer or attorney so authorised. An instrument of proxy need not be witnessed

DIRECTORS

- 15 (i) The number of Directors shall be determined by the company in General Meeting but unless and until so fixed the minimum number of Directors shall be one and there shall be no maximum number
- (ii) A Director shall not require any share qualification, but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company
- (iii) Any person may be appointed or elected as a Director irrespective of whether or not he has attained the age of seventy years or any other 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
- (iv) In the event of the minimum number of Directors fixed by or pursuant of these Articles or Table A, being one, a sole Director shall have authority to exercise all the powers and discretions by Table A or these Articles expressed to be vested in the Directors generally
- (v) The Directors may, by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

ALTERNATE DIRECTORS

- 16 (i) Each Director shall have the power to nominate any other Director or any person approved for that purpose by resolution of the Board to act as alternate Director in his place during his absence, and at his discretion to revoke such nomination, and on such appointment being made, each alternate Director whilst so acting shall be entitled to exercise or discharge all the functions, powers and duties and undertake all the liabilities and obligations of the Director he represents but shall not be entitled to receive any remuneration from the Company. An alternate Director shall have one vote for each Director he represents, in addition to his own vote if he is a Director, but shall not be counted more than once in the quorum. A nomination as an alternate Director shall ipso facto be revoked if the appointer ceases for any reason to be a Director

- (ii) Notice of all Board Meetings shall be sent to every alternate Director as if he were a Director of the Company until revocation of his appointment
- (iii) The appointment of an alternate Director shall be revoked and the alternate Director shall cease to hold office whenever the Director who appointed such alternate Director shall give notice in writing to the Secretary of the Company that he revokes such appointment

POWERS AND DUTIES OF DIRECTORS

- 17 The Directors shall cause minutes to be made in books provided for the purpose
 - (a) of the names of the Directors present at each Meeting of the Directors and any Meeting of any Committee of the Directors
 - (b) of all resolutions and proceedings at all meetings of the Company and of the Directors and of any Committee of the Directors
 - (c) of all appointments of officers made by the Directors
 - (d) of all documents sealed with the Common Seal of the Company

PROCEEDINGS OF DIRECTORS

- 18 (i) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit Questions arising at any meeting shall be decided by a majority of votes A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors
- (ii) A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held

QUORUM OF DIRECTORS

- 19 The Directors may from time to time fix a quorum necessary for the transaction of business at Meetings of the Directors and unless so fixed the quorum shall be two except when the number of Directors is without contravention of regulation 15 hereof, one, or when the only business of the Meeting is to convene a Meeting of the Members, when the quorum shall be one

DIRECTORS' BORROWING POWERS

- 20 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to Section 80 of the Act, to issue and create mortgages, charges, memoranda of deposits, debentures, debenture stock and other securities whether outright or as security for any debts, liability or obligation of the Company or any third party

INTEREST OF DIRECTORS

- 21 A Director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purposes of a quorum at a meeting at which such contract or arrangement is considered and retain for his own absolute use and benefit all profits and advantages accruing to him therefrom

ROTATION OF DIRECTORS

- 22 Directors shall not be liable to retire by rotation

DIRECTORS' GRATUITIES AND PENSIONS

- 23 The Directors on behalf of the Company may exercise the powers of the Company conferred by Clause 20 of the Memorandum of Association of the Company and regulation 87 of Table A to provide benefits with regards to gratuities, pensions and insurances for any Director or member of his family

DISQUALIFICATION OF DIRECTORS

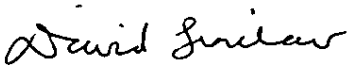
- 24 The office of Director shall be vacated if the Director
- (i) ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director
 - (ii) becomes bankrupt or makes any arrangement or composition with his creditors generally, or becomes of unsound mind
 - (iii) resigns his office by notice in writing to the Company
 - (iv) is absent from Directors' Meeting for six calendar months without reasonable excuse and without the con-sent of the other Directors and they resolve that he vacate office

INDEMNITY

- 25 Every Director or other officer or Auditor of the Company for the time being shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, but this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act

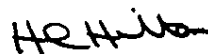
NAME and ADDRESS of SUBSCRIBER

WHEAWILL & SUDWORTH NOMINEES LIMITED
35 Westgate
Huddersfield
HD1 1PA


Director

28 March 2008

WITNESS to the above Signature



Mrs H C Hilton
35 Westgate
Huddersfield
HD1 1PA



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals

CHWP000

Declaration on application for registration

Company Name in full

Map and Compass Limited

I, Wheawill & Sudworth Nominees Limited

of 35 Westgate, Huddersfield, HD1 1PA

† 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

David Lincian

Declared at Huddersfield in the County of Yorkshire

On

Day	Month	Year
2	8	0 3

2	0	0	8
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● Please print name

before me ● David Antony Rycroft

Signed

David Antony Rycroft

Date 28.3.08

† 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

Wheawill & Sudworth

35 Westgate, Huddersfield, HD1 1PA

Tel 01484 423691

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

Company Name in full

Map and Compass Limited

Proposed Registered Office

35 Westgate

(PO Box numbers only, are not acceptable)

Post town

Huddersfield

County / Region

West Yorkshire

Postcode

HD1 1PA

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

Wheawill & Sudworth

35 Westgate, Huddersfield, HD1 1PA

Tel 01484 423691

DX number

DX exchange

Companies House receipt date barcode
**This form has been provided free of charge
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v 08/02

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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

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	*Honours etc	
Forename(s)			
Surname	Wheawill & Sudworth Trustees Limited		
Previous forename(s)			
Previous surname(s)			
Address ††	35 Westgate		
Post town	Huddersfield		
County / Region	West Yorkshire	Postcode	HD1 1PA
Country	Rnhlsnf		

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

Consent signature

David Sinden

Date 28.3.08

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	*Honours etc	
Forename(s)			
Surname	Wheawill & Sudworth Nominees Limited		
Previous forename(s)			
Previous surname(s)			
Address ††	35 Westgate		
Post town	Huddersfield		
County / Region	West Yorkshire	Postcode	HD1 1PA
Country	England		

Date of birth

Day Month Year

Nationality

Business occupation

Director

Other directorships

None

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

Consent signature

David Sinden

Date 28.3.08

(see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ^{††}

†† 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

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

Signed

David Luitan

Date _____

28.3.08

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____