

The Companies Acts 1985 & 1989

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES
of
ASSOCIATION
OF

WACL FORUM LIMITED

Company Number: 5244493

Incorporated the 28th day of September 2004

BERG KAPROW LEWIS LLP
Chartered Accountants

35 Ballards Lane
London N3 1XW

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

WACL FORUM LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (such Table being hereinafter called 'Table A') shall apply to the Company save insofar 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.
2. The Company is a private company and shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company, or 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 those shares or debentures being offered for sale to the public.
3. In these articles the expression "the Act" means the Companies Act 1985, but also any reference in these articles to any provisions of the Act shall be deemed to include reference to any statutory modification or re-enactment of the Act for the time being in force.

ALLOTMENT OF SHARES

4. The shares of the Company shall be under the control of the Directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (subject to Section 80 of the Act) to such persons, on such terms and in such manner as they think fit.
5. All relevant securities of the Company from time to time unissued shall come under the general authority and powers conferred by Article 4 hereof and the directors may further exercise any power of the Company to 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 for a period of not more

than five years from the date of incorporation of the Company. 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 General Meeting (but not for more than five years at a time) and the Directors under the general authority shall be entitled to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

6. Any shares which are not in the original authorised share capital with which the Company is incorporated and where the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting 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 the 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 share 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 the Article by any 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 a 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 therefore than the terms on which they were offered to the Members. The foregoing provisions of this paragraph shall have effect subject to Section 80 of the Act.

7. In accordance with Section 91(1) of the Act Sections 89 (1) and 90 (1) to (6) inclusive shall be excluded from applying in relation to any allotment of Shares in the Company.

8. The Company shall have the power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder subject to the provisions within part V of the Act and on such terms as may be provided by the Resolution of the Company creating such redeemable shares.

9. The Company may purchase its own shares (including any redeemable shares) subject to the provisions of Part V of the Act.

10. The Company may make a payment in respect of the redemption or purchase of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares subject to Sections 159 or 162 (as the case may be) of the Act.

TRANSFER OF SHARES

11. 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

12. The Company shall have a first and paramount lien on every Share (whether it is fully paid or not) for all monies (whether presently payable or not) called or payable at a fixed time or called in respect of that Share and of all Shares 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 or his estate and clause 8 of Table A shall be modified accordingly.

13. The liability of any Member in default in respect of a call shall be increased and the words "and all expenses that may have been incurred by the Company by reason of such non-payment." added at the end of the first sentence of Clause 18 in Table A.

GENERAL MEETINGS AND RESOLUTIONS

14. 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.

15. No business shall be transacted at any General Meeting unless a quorum is present, subject to 16 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.

16. 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 and clause 40 in Table A shall be varied accordingly.

17. If a quorum is not present within half an hour from the time appointed for a General Meeting, the General Meeting will 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 General Meeting a quorum is not present within half an hour from the time appointed therefore such adjourned General Meeting shall be dissolved and Clause 41 in Table A shall not apply to the Company.

18. 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.

19. Any decision taken by a sole Member pursuant to the above paragraph 14 shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

APPOINTMENT OF DIRECTORS

20. Clause 64 in Table A shall not apply to the Company.

21. The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

22. There shall be at least one Director and unless otherwise determined by an Ordinary Resolution of the Company in General Meeting there shall not be any other limitation as to the number of Directors and if at any time there shall be only one Director of the Company, he or she, may act as sole Director exercising all the powers, authorities and discretions vested in the Directors generally and Clause 89 of Table A shall be modified accordingly.

23. No person shall be appointed a Director at any General Meeting unless

(a) he is recommended by the Directors, or

(b) Not less than fourteen or more than thirty-five clear days before the date appointed for the meeting, notice signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment together with a notice signed by that person of his willingness to be appointed.

24. Subject to the above the Company may by Ordinary Resolution appoint any person who is willing to act, to be a Director, either to fill a vacancy or as an additional Director.

25. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with 23 above as the maximum number of Directors and for the time being in force.

26. In any case where as the result of the death of a sole Member of the Company, the Company has no Members and no Directors the personal representatives of such deceased Member shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to paragraph 24 above.

BORROWING POWERS

27. The Directors may exercise all the powers of the Company to borrow money without limit as to the amount and upon such terms and in such a manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.

ALTERNATE DIRECTORS

28. A Director, or any such person as is mentioned in clause 65 of Table A, may act as an alternate Director to represent more than one Director, and an alternate Directors shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

29. An alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DIRECTORS INTERESTS

30. Any Director may act by himself or with his firm in a professional capacity for the company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor to the Company.

31. A Director may vote, as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clause 94 to 97 inclusive of Table A shall not apply to the Company.

THE SEAL

32. If the Company has a seal it shall only be used with the authority of the Directors or 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.

NAMES AND ADDRESSES OF SUBSCRIBERS

QA NOMINEES LIMITED
THE STUDIO
ST NICHOLAS CLOSE
ELSTREE
HERTS
WD6 3EW

QA REGISTRARS LIMITED
THE STUDIO
ST NICHOLAS CLOSE
ELSTREE
HERTS
WD6 3EW

DATED The 27th day of September 2004

WITNESS to the above signatures:-

QUICK ACCESS FORMATIONS PLC
THE STUDIO
ST NICHOLAS CLOSE
ELSTREE
HERTS
WD6 3EW

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

WACL FORUM LIMITED

1. The name of the Company is "WACL FORUM LIMITED".
2. The registered office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
 - (a) To carry on all or any part of the business or businesses as general traders, marketing specialists, consultants, manufacturers, manufacturers' agents, representatives, merchants, importers and exporters, factors or otherwise with particular emphasis on trading between all of Great Britain, Europe and the rest of the World as buyers, sellers, and dealers in merchandise of every description and to deal generally with goods, finished products and raw materials of every kind, and to alter, process, produce, buy, sell, exchange, improve and otherwise deal with them as shipping forwarding agents, carriers, wharfingers, warehousemen, storage contractors, haulage contractors, hirers, charters and contractors for the use of ships or otherwise, all as the Company sees fit.
 - (b) To deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, importers, exporters or otherwise, and to assemble, process, buy, sell, exchange, hire, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market and otherwise deal with them to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, contractors, trustees, appointees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.
 - (c) To carry on any other business of any description which may seem to the Company capable of being advantageously carried on in connection with or ancillary to the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.
 - (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any

It is hereby expressly declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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 shown opposite our respective names.

Names and Addresses of Subscribers

Number of Shares taken
by each Subscriber

QA NOMINEES LIMITED
THE STUDIO
ST NICHOLAS CLOSE
ELSTREE
HERTS
WD6 3EW

ONE

QA REGISTRARS LIMITED
THE STUDIO
ST NICHOLAS CLOSE
ELSTREE
HERTS
WD6 3EW

ONE

DATED The 27th day of September 2004

WITNESS to the above signatures:-

QUICK ACCESS FORMATIONS PLC
THE STUDIO
ST NICHOLAS CLOSE
ELSTREE
HERTS
WD6 3EW

DISSOLUTION

60. Clause 7 of the Memorandum of Association of the Company shall have effect as if the provisions thereof were repeated herein.