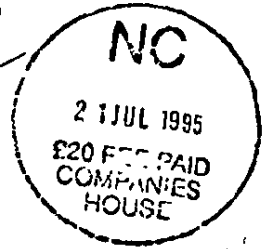


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THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION & As amended by:
a written resolution dated 1st January 2011

SATURDAY



RM

15/01/2011

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COMPANIES HOUSE

PACOM LIMITED

1. The name of the Company is PACOM LIMITED
2. The registered office of the Company will be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company.
4. Without restricting in any way the scope of the objects and powers of the Company derived from section 3A of the Companies Act 1985, the Company has the following objects:-
 - 4.1 To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of and dealers in all products, goods, wares, merchandise and produce of every description; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises, and to carry on all or any of the business of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers, either on the Company's own account or otherwise, printers and publishers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds.
 - 4.2 To carry on any other business or activity of any nature whatever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company, whenever authorised, or to be expedient with a view directly or indirectly to enhancing the value of or to

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rendering profitable or more profitable any of the Company's assets or utilising its skill, know-how or expertise.

- 4.3 To purchase or by any other means acquire, for any estate or interest, any property or assets of any kind and any rights or privileges of any kind over or in respect of any property of any kind or any interest in or over any such property, assets, rights or privileges, and to hold, develop and turn to account and deal with the same in such manner as may be thought fit; and to make experiments and tests and to carry on all kinds of research work
- 4.4 To acquire or undertake the whole or any part of the business, goodwill, property, assets and liabilities of any person, firm, company or body carrying on or proposing to carry on any business which the Company is authorised to carry on or having any property of any kind suitable for the Company's purposes
- 4.5 To acquire an interest in, amalgamate with, or enter into partnership or any arrangement for sharing profits or losses or for co-operation or for mutual assistance with, any person, firm, company or body or for subsidising or otherwise assisting any such person, firm, company or body; or to promote, or participate or assist in the promotion of, any company whether or not having objects similar to those of the Company.
- 4.6 To improve, manage, construct, repair, develop, exchange, alter, replace, remove, equip, maintain, administer, let on 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 buildings, premises, structures, or facilities of any kind, whether for the Company's purposes or for sale, letting or hire to, or in return for any consideration from, any person, firm, company or body, and to contribute to or assist in or carry out any part of any such operation.
- 4.7 To sell, lease, grant any rights of any kind over, and in any other way deal with or dispose of, any or all of the undertaking, property, assets or other rights of any kind of the Company for such consideration as may be thought fit
- 4.8 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be thought fit
- 4.9 To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy and sell and deal with, cheques, bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments or securities, and to buy and sell foreign exchange
- 4.10 To subscribe for, take, underwrite, purchase or otherwise acquire, and to hold, sell, dispose of, and deal with, any shares, stocks, debentures, debenture stocks, bonds, obligations or other securities or investments of any kind and any interests in the same or rights in respect of the same.
- 4.11 To lend, advance or deposit money or give credit, on such terms as may seem expedient and with or without security, to or with any person, firm, company or

body

- 4 12 To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company, or by the creation and 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) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act 1985) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality to the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company
- 4 13 To guarantee or give indemnities or provide security by any method (including by mortgage or charge upon the whole or any part of the undertaking, property and assets (whether present or future) and uncalled capital of the Company) for the performance of any contracts or obligations, and the payment of any capital or principal (together with any premium) or dividends or interest on any securities, of any person, firm, company or other body (including any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business)
- 4 14 To issue any securities which the Company has power to issue for any other purpose, by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company
- 4 15 To apply for, promote and obtain any statute, law, order or other licence of or from any authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem calculated directly or indirectly to promote or further the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- 4 16 To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights privileges or concessions which the Company may think desirable, and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions
- 4 17 To control, manage, finance, subsidise, co-ordinate or otherwise assist in any way any person, firm, company or body 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 such person, firm, company or body and to make payments by way of subvention or

otherwise an any other arrangements which may seem desirable with respect to any business or operations of, or generally with respect to any such person, firm, company or body

4 18 To procure the Company to be registered or otherwise recognised in, or under the laws of, any territory outside England

4 19 To pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of, any shares or other securities of the Company

- 4.20 To establish, subscribe to and support any charitable, benevolent, national, public or useful object or any institution, association, society, fund or club or any other object or purpose which may be for the benefit, or be considered likely, directly or indirectly, to further the interests, of the Company or that of any company which is the holding company or the Company or a subsidiary of the Company or of any such holding company or that of any of their respective Directors or employees (whether present or former) or members or which may be connected with any town or place where the Company carries on business.
- 4.21 To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of any emoluments, pensions, annuities, gratuities, donations or other allowances or benefits or charitable aid to, and generally to provide advantages, facilities and services (including establishing and supporting any institutions, associations, clubs or funds) for, any persons who are or have been Directors of or who are or have been employed by or who are serving or have served the Company or any company which is the holding company of the Company or a subsidiary of the Company or of any such holding company or is allied to or associated with the Company or any of the predecessors in business of the Company or of any such other company and the spouses, widows, widowers, children and other relatives and dependants of such persons; to make payments for and towards the insurance of any such persons; and to set up establish, support and maintain profit sharing schemes for the benefit of any of the employees of the Company or of any such holding or subsidiary or associated company
- 4.22 To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees or those of any company which is the Company's holding company or a subsidiary of the Company or of any such holding company or by or for the benefit of such other persons as may for the time being be permitted by law; and, to the extent permitted by law, to lend money to employees of the Company or of any such other company or of any other company which is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.
- 4.23 To purchase and maintain insurance for or for the benefit of any persons:-
- 4.23.1 who are or were at any time directors, officers, employees or auditors of:-
- (a) the Company; or
 - (b) of any other company (i) which is the Company's holding company or (ii) in which the Company or such holding company or any of the predecessors of the Company or such holding company has any interest (whether direct or indirect) or (iii) which is in any way allied to or associated with the Company ("such other company"); or
 - (c) of any subsidiary undertaking (as defined in the Companies Act 1985, as amended by the Companies Act 1989) of the Company or such other company; or

4 23 2 who are or were at any time trustees of any pension fund in which any employees of the Company or such other company or subsidiary undertaking are interested,

including (without limitation) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution of their duties or powers,

and to the extent permitted by law, otherwise to indemnify or exempt any such person against or from any such liability

4 24 To distribute among the members of the Company in kind or in specie or otherwise in any way or by any means permitted by law, all or any property or assets of the Company of whatever nature (including any proceeds from any disposal of any such property or assets)

4 25 To do all or any of the things or matters set out above in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through agents, brokers, sub-contractors, trustees or otherwise and either alone or in conjunction with others

4 26 To do all such other things as may be considered to be incidental or conducive to any of the above objects

And it is hereby declared that the Company's objects, as set out in the preceding paragraphs of this Clause, shall, except in so far as expressly required by any such paragraph, be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which such objects occur or the name of the Company

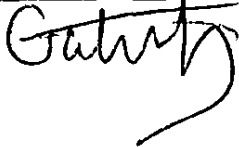
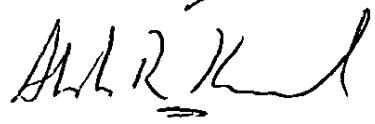
5 The liability of the members is limited

6 1 The authorised share capital of the Company is £111,002 (one hundred and eleven thousand and two) divided into 111,002 (one hundred and eleven thousand and two) Ordinary Shares of £1 00 in the Company of which 1,000 (one thousand) are "A" Ordinary Shares of £1 00 each and 110,002 (one hundred and ten thousand and two) are "B" Ordinary Shares of £1 00 each

6 2 The 1,000 Ordinary Shares of £1 00 each held by Pacom LLC shall be redesignated as 1,000 "A" Ordinary Shares of £1 00 each

6 3 Of the 110,002 unissued Ordinary Shares of £1 00 each 110,002 shall be redesignated as 110,002 "B" Ordinary Shares of £1 00

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
Paul Crutchley 1 Victoria Square Birmingham B1 1BD	 1
Alistair Kennedy 1 Victoria Square Birmingham B1 1BD	 1
Total shares taken	
2	

Dated 20th July 1995.

Witness to the above signatures-

M. CLARSON

M CLARSON

21 OLORENSTIAN ROAD

SHELDON

BIRMINGHAM

SECRETARY

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PACOM LIMITED

PRELIMINARY

- 1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of adoption of these Articles) shall, except as provided in these Articles and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References in these Articles to regulations are to regulations in Table A, unless otherwise stated, and references in these articles to "the Act" are to the Companies Act 1985 as amended or re-enacted from time to time.

Share Capital

- 2 The authorised share capital of the Company is £111,002 (one hundred and eleven thousand and two) divided into 111,002 (one hundred and eleven thousand and two) shares of £1 00 in the Company of which 1,000 (one thousand) are "A" Ordinary Shares of £1 00 each and 110,002 (one hundred and ten thousand and two) are "B" Ordinary Shares of £1 00 each. The 1,000 Ordinary Shares of £1 00 each held by Pacom LLC shall be redesignated as 1,000 "A" Ordinary Shares of £1 00 each. Of the 110,002 unissued Ordinary Shares of £1 00 each 110,002 shall be redesignated as 110,002 "B" Ordinary Shares of £1 00 each. The rights and restrictions attached to and binding on the "A" Ordinary Shares and "B" Ordinary Shares in addition to those provided by the Act are as follows.

- 3 Income "A" Ordinary Shares and "B" Ordinary Shares

The profits available and resolved to be distributed by the Board of Directors in any financial year or period shall be distributed amongst the holders of the "A" Ordinary Shares and the "B" Ordinary Shares in such amounts and proportions as decided by the Board of Directors.

- 4 1 Capital "A" Ordinary Shares

Firstly the capital rights on a return of assets on liquidation or otherwise the assets of the Company remaining after payment of its debts and liabilities and the costs charges and expenses

of any such liquidation and available for distribution to holders of the "A" Ordinary Shares shall be a fixed rate of £20,529 to be paid pro rata amongst the "A" Ordinary Shares

4 2 Capital "B" Ordinary Shares

Firstly the capital rights on a return of assets on liquidation or otherwise the assets of the Company remaining after payment of its debts and liabilities and the costs charges and expenses of any such liquidation and available for distribution to holders of the "B" Ordinary Shares shall be a fixed rate of £1,494,472 to be paid pro rata amongst the "B" Ordinary Shares

4 3 To the extent that there are not sufficient assets for distribution under articles 4 1 and or 4 2 the sums available shall be reduced pro rata in accordance with the fixed capital value of the "A" Ordinary Shares and or the "B" Ordinary Shares

4 4 Capital "A" Ordinary Shares and "B" Ordinary Shares

After payment to the "A" Ordinary Shares in accordance with article 4 1 and to the "B" Ordinary Shares in article 4 2 above the capital rights on a return of assets on liquidation or otherwise the assets of the Company remaining after payment of its debts and liabilities and the costs charges and expenses of any such liquidation and available for distribution to holders of the "A" Ordinary Shares and "B" Ordinary Shares pro rata

5 Voting "A" Ordinary Shares and "B" Ordinary Shares

Each holder of "A" Ordinary Shares and or "B" Ordinary Shares present in person or by proxy or corporate representative shall be entitled to one vote for each class of "A" Ordinary Shares and or "B" Ordinary Shares

6 The provisions of Section 89(1) of the Act do not apply to the Company

LIEN

7 The Company shall have a first and paramount lien on every share (whether fully paid or not) standing registered in the name of any person indebted or under liability to the Company for all moneys present payable by him or his estate to the Company, whether he is the sole registered holder or is one of two or more joint

holders, and also for all moneys (whether then payable or not) payable at a fixed time or called in respect of such share. Regulation 8 shall be modified accordingly.

TRANSFER OF SHARES

8. The Directors may, in their absolute discretion and without giving any reasons, decline to register the transfer of any share whether or not it is a fully paid share. Regulation 24 shall not apply.

GENERAL MEETINGS

- 9 A written resolution to be given by a corporation which is a member of the Company may be signed, on its behalf, by a director or the secretary of that corporation or by the attorney or authorised representative of that corporation. Regulation 53 shall be extended accordingly. Regulation 53 (as extended by this Article 9) shall also apply (with appropriate modifications) to the written resolutions of any class of members of the Company.
10. A form of proxy (together with the original or a certified copy of any letter or power of attorney, if the form of proxy has been signed by an attorney) must:-
- 10.1 for the general meeting or adjourned meeting at which it is to be used, be delivered:-
- 10.1.1 either to the place specified in (or in a note to) the notice convening the meeting for the delivery of forms of proxy, at least one hour before the time fixed for the start of that meeting; or
- 10.1.2 to the Secretary of the Company or the chairman of the meeting at the place where the meeting is to be held, on the day of, and before the time fixed for the start of, the meeting, and
- 10.2 in the case of a poll which is not to be taken at or on the same day as the general meeting or adjourned meeting at which the relevant resolution has been proposed, be delivered:-
- 10.2.1 either to the place specified in (or in a note to) the notice convening the meeting for the delivery of forms of proxy, at least one hour before the time fixed for taking the poll; or
- 10.2.2 to the Secretary of the Company or the chairman of the meeting at the place where the poll is to be taken, on the day, and before the time, fixed for taking the poll.

If no place is specified in (or in a note to) the notice convening the meeting for the delivery of forms of proxy, then such forms may be delivered instead to the Company's registered office. A form of proxy will be valid for any adjournment of a meeting in addition to the meeting to which it relates, unless it is stated on the relevant form that the form of proxy cannot be used at any such adjournment. If a form of proxy relates to more than one meeting (including any adjournment of any such meeting) and has been delivered as required by this Article 10 for or in respect of one of those meetings, it will be valid for all subsequent meetings to which it relates and need not be re-delivered. Regulation 62 shall not apply.

NUMBER OF DIRECTORS

- 11 The minimum number of Directors shall be one. Regulation 64 shall be modified accordingly.

ALTERNATE DIRECTORS

- 12.1 An alternate director shall (unless he is not in the United Kingdom at the relevant time) be entitled to receive notices of meetings of the Directors and, if the Director who appointed him is a member of any committee of Directors, of that committee. Such alternate director shall also be entitled to attend and vote as a Director at, and to be counted as part of the quorum for, any such meeting at which the Director who appointed him is not present, and generally at any such meeting to perform, as a Director, all functions of the Director who appointed him. In relation to the proceedings at any such meeting which an alternate director attends, the provisions of these Articles shall apply as if that alternate director were a Director.
- 12.2 If an alternate director is also himself a Director or attends any meeting as an alternate for more than one Director, his voting rights shall be cumulative but he will only be counted once for any quorum requirements.
- 12.3 If any Director who has appointed an alternate director is for the time being absent from the United Kingdom or temporarily unable to act because of ill health or disability, then that alternate director may sign, in his place, any written resolution of the Directors.
- 12.4 An alternate director will not, except as set out in the preceding paragraphs of this Article 12, have power to act as a Director, nor will such alternate director be deemed to be a Director under these Articles or the agent of the Director who appointed him.
- 12.5 Regulations 66 and 69 shall not apply.
- 12.6 An alternate director shall be entitled to contract, to be interested in and to benefit from any contracts, arrangements or transactions, to be repaid expenses and to be indemnified to the same extent as if he were a Director. Such alternate director shall not be entitled to receive any remuneration from the Company for acting as an alternate director unless the Director who appointed him instructs the Company in writing to pay part of the remuneration payable by the Company to that Director to the alternate director instead.

DELEGATION OF DIRECTORS' POWERS

- 13.1 The Directors may, in addition to the powers contained in Regulation 72, delegate any of their powers or discretions (including any power or discretion the exercise of which involves or may involve the payment of remuneration to, or the conferring of any other benefit upon, all or any of the Directors) to committees comprising one or more Directors and, if desired, one or more other named persons who have been co-opted onto such committee in accordance with the provisions of this Article 13.

- 13.2 If any power or discretion has been delegated to a committee under Article 13.1, any reference in these Articles to the exercise by the Directors of that power or discretion shall be interpreted accordingly, as if it was a reference to the exercise of the same by that committee.
- 13.3 Any committee appointed under Article 13.1 shall, when exercising any powers or discretions delegated to it, abide by any regulations imposed by the Directors which may then subsist. Any such regulations may provide for or permit the co-option to the committee of persons other than Directors and for such persons to have voting rights as members of that committee; but Directors must form a majority of the members of such committee and no resolution of the committee will be valid unless it has been approved by a majority of the votes cast on that resolution and that majority included at least one Director
- 13.4 Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 14.1 A Director shall not retire by rotation. References to retirement by rotation in Regulations 73 to 80 shall accordingly be ignored.
- 14.2 A Director appointed to fill a vacancy or as an addition to the Board of Directors shall not retire at the next Annual General Meeting after his appointment. Regulations 78 and 79 shall be modified accordingly.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

15. A Director shall cease to be a Director -
- 15.1 in any of the circumstances specified in Regulation 81, or
- 15.2 if he offers, in writing, to resign and the Directors resolve to accept his offer; or
- 15.3 if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, paragraph (c) of Regulation 81 shall be modified accordingly; or
- 15.4 if a notice signed by the holders of more than 50 per cent of the issued share capital of the Company requiring him to vacate his office is delivered to the Company's registered office.

REMUNERATION OF DIRECTORS

16. A Director who serves on any committee or who carries out any other services which, in the opinion of the Directors, are outside the scope of the ordinary duties of a Director may be paid such extra remuneration of any kind or may receive such other benefits as the Directors may determine. Regulation 82 shall be extended accordingly.

PROCEEDINGS OF DIRECTORS

17. On any contract, arrangement or matter in which a Director is in any way interested, directly or indirectly, such Director may vote and may be counted in the quorum present at any meeting at which such contract, arrangement or matter is being considered. Any such Director may (unless agreed otherwise) retain for his own absolute use and benefit all profits and advantages which he may derive or receive (directly or indirectly) from or as a result of any such contract, arrangement or matter. Regulations 94 to 98 shall not apply.

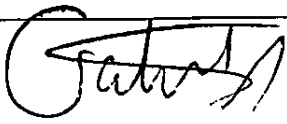
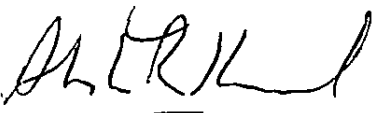
INDEMNITY

18. Subject to the provisions of and so far as may be permitted by law, every Director, auditor, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office. Regulation 118 shall not apply.

INSURANCE

- 19.1 Without restricting or reducing in any way the scope of the provisions of Regulation 87 or Article 18, the Directors shall have the power to purchase and maintain insurance for, or for the benefit of, any persons who are or were at any time Directors, officers, employees or auditors of any Associated Company or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any Associated Company are interested, (including, without limitation, insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to any Associated Company, or any such pension fund or employees' share scheme).
- 19.2 In this Article 19, "Associated Company" means the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or any such holding company or any of the predecessors of the Company or of any such holding company has or had any interest (whether direct or indirect) or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of any such other body.

We, the subscribers to these Articles of Association, wish to be formed into a Company 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
Paul Crutchley 1 Victoria Square Birmingham B1 1BD	 1
Alistair Kennedy 1 Victoria Square Birmingham B1 1BD	 1
Total shares taken 2	

Dated 2nd July 1995.

Witness to the above signatures -

M. CLARSON

M. CLARSON

21 OLORENSTAN ROAD

SHELDON

BIRMINGHAM

SECRETARY