

Notarial Certificate

I, **JAMAL S. SMITH**, of Capitol Chambers, P.O. Box 3534, Road Town, Tortola, British Virgin Islands, Notary Public, duly admitted, sworn and practicing in the Virgin Islands (UK), **DO HEREBY CERTIFY** that the attached are true copies of the MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION dated 23rd August 2004, CERTIFICATE OF INCORPORATION dated 23rd August 2004, CERTIFICATE OF INCORPORATION dated 14th March 2006, CERTIFICATE OF NAME OF CHANGE dated 14th June 2007 and REGISTER OF COMPANIES SEARCH REPORT dated 13th July 2018 in respect of BVIBC No. 611433 - INFORMAP SERVICES LIMITED.

In witness hereof I have set my hand and seal of office this 16th day of July, 2018.



J. S. Smith

Jamal S. Smith
NOTARY PUBLIC

Apostille

(Convention de La Haye du 5 Octobre 1961)



1. Country: **Virgin Islands**

This public document

2. has been signed by **Jamal S. Smith**

3. acting in the capacity of **Notary Public**

4. bears the seal/stamp of **Jamal S. Smith**

Certified

5. at Road Town, Tortola

6. the *16th* day of July, 2018

7. by **DEPUTY GOVERNOR**

8. No. **D010765**

9. Seal/Stamp



10. Signature

M. Mayes
Deputy Governor



BVI Financial Services Commission, Registry of Corporate Affairs
Register of Companies Search Report

[Back](#)

Date of Search : 13/07/2018

This search is accurate as at the Search Date above.

Company Name : INFORMAP SERVICES LIMITED
Company Number : 611433
Company Type : BC Re-registration **Date of Incorporation / Registration :** 23/08/2004

Current Status :

Status Description: Active
 Status Date: 31/01/2011
 Re-registration Type: Automatic
 Re-registration date: 01/01/2007
 Current Registered Agent: TRIDENT TRUST COMPANY (B.V.I.) LIMITED

Current Registered Agent Address:

Trident Chambers
 P.O. Box 146
 Road Town
 Tortola
 VG1110
 VIRGIN ISLANDS, BRITISH

Current Registered Agent Phone Number:

284-494-2434

Current Registered Agent Fax Number:

284-494-3754

Current Registered Office :

Trident Trust Co. (B.V.I.) Ltd.
 P.O. Box 146, Trident Chambers,
 Road Town, Tortola, B.V.I.
 Road Town, Tortola, B.V.I.
 VIRGIN ISLANDS, BRITISH

Telephone:

Agent Fax:

Director Register Type :

Private

Share/Capital Information:

Authorized Capital: 50,000.00 United States of America, Dollars

Ability to Issue Bearer Shares:

N

Previous Names History

S.No	Previous Name	Foreign Character Name	Date Range or Cease Date	
			From	To
1	INFORMAP TRADING GROUP LTD.		23/08/2004	13/03/2006
2	NORTH HOLDING & FINANCE LTD.		14/03/2006	13/06/2007
3	INFORMAP SERVICES LIMITED		14/06/2007	

Transaction History

S.No	Date	Transaction Number	Description	Status	Eforms/Attachments
1	23/08/2004	T040023139	Application for Incorporation (IBC)	Approved	General Filing General Filing - General Filing
2	15/09/2005	T050017116		Approved	General Filing

IBC Request for Certificate of Goodstanding/Certified Certificates			
3	14/03/2006 T060051611	IBC Application for Change of Name	Approved General Filing - General Filing General Filing
4	05/06/2007 T070410039	Name Reservation (10 days)	Approved General Filing - General Filing Name Reservation (10 days)
5	14/06/2007 T070430544	Change of Company Name or Add/Change A Foreign Character Name	Approved Application for Change of Company Name General - Application for Change of Company Name
6	31/08/2007 T070585827	Request for Certified Mem/Arts	Approved General Filing General Filing - General Filing
7	21/11/2007 T070803721	Annual Fee Submission (BC)	Approved Annual Submission
8	18/11/2008 T080779831	Annual Fee Submission (BC)	Approved Annual Submission
9	15/12/2009 T090800436	Annual Fee Submission (BC)	Approved Annual Submission
10	31/01/2011 T110054884	Annual Fee Submission (BC)	Approved Annual Submission
11	18/11/2011 T110798393	Annual Fee Submission (BC)	Approved Annual Submission
12	13/11/2012 T120773208	Annual Fee Submission (BC)	Approved Annual Submission
13	12/11/2013 T130758817	Annual Fee Submission (BC)	Approved Annual Submission
14	11/11/2014 T140765802	Annual Fee Submission (BC)	Approved Annual Submission
15	16/11/2015 T150793638	Annual Fee Submission (BC)	Approved Annual Submission
16	27/04/2016 T160198046	Request for Certifications (BC)	Approved Request for Certifications
17	18/11/2016 T161026811	Annual Fee Submission (BC)	Approved Annual Submission
18	20/05/2017 T170768187	Register of Members or Directors	Approved Register of Directors
19	20/11/2017 T171274849	Annual Fee Submission (BC)	Approved Annual Submission
20	11/01/2018 T180022571	Request for Certifications (BC)	Approved Request for Certifications

Certificate History

S.No	Transaction No.	Type of Certificate	Date of Filing
1	T070430544	Certificate of change of Name	14/06/2007
2	T180022571	Duplicate Certificate of Incorporation - IBC - Sections 14 & 15	11/01/2018

DISCLAIMER:

Although care has been taken to ensure the accuracy, completeness and reliability of the information provided through the use of this service ("the Information"), neither the Registrar of Corporate Affairs ("the Registrar") nor the Financial Services Commission ("the Commission") assumes any responsibility for the accuracy, completeness and reliability of the Information. This report does not reflect any transactions that may be submitted and not yet registered, or other changes for which the Registrar has not received notice. The user of the Information agrees that the Information is subject to change without notice, and neither the Registrar nor the Commission is responsible for any discrepancies that may result if a transaction is approved for filing after the issuance of this report. Neither the Registrar nor the Commission assumes any responsibility for the consequences of use of the Information, nor for any infringement of third party intellectual property rights which may result from its use. In no event shall the Commission or the Registrar be liable for any direct, indirect, special or incidental damage resulting from, arising out of or in connection with the use of the Information.

TERRITORY OF THE BRITISH VIRGIN ISLANDS
BVI BUSINESS COMPANIES ACT, 2004

CERTIFICATE OF CHANGE OF NAME
(Section 21)

The REGISTRAR OF CORPORATE AFFAIRS of the British Virgin Islands HEREBY CERTIFIES that, pursuant to the BVI Business Companies Act, 2004, all the requirements of the Act in respect of a change of name having been complied with

INFORMAP TRADING GROUP LTD.

BVI COMPANY NUMBER 611433

which was re-registered in the British Virgin Islands under the BVI Business Companies Act, 2004, on the 1st day of January, 2007 has changed its name to

INFORMAP SERVICES LIMITED

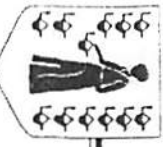
this 14th day of June, 2007.



COPY

A handwritten signature in black ink, appearing to read 'Brenda M. M. M.' with a large, flowing flourish at the end.

for REGISTRAR OF CORPORATE AFFAIRS
14th day of June, 2007



TERRITORY OF THE BRITISH VIRGIN ISLANDS
 THE INTERNATIONAL BUSINESS COMPANIES ACT
 (CAP.291)

CERTIFICATE OF INCORPORATION (SECTION 11)

No. 611433

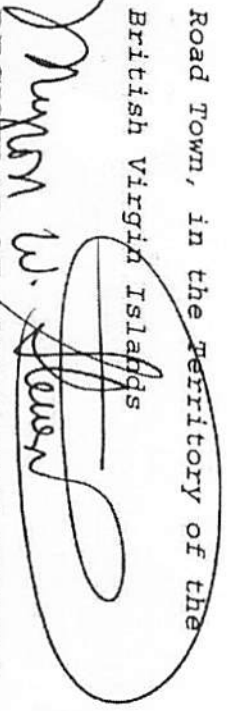
The Registrar of Corporate Affairs of the British Virgin Islands HEREBY CERTIFIES pursuant to the International Business Companies Act, (Cap.291) that **INFORMAP TRADING GROUP LTD.**

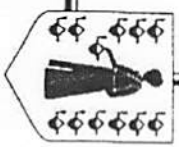
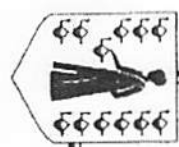
is incorporated in the British Virgin Islands as an International Business Company, and that the former name of the said company was **NORTH HOLDING & FINANCE LTD.**

which name has been changed 14th day of March, 2006 to **INFORMAP TRADING GROUP LTD.**

CRTI0140



Given under my hand and seal at
 Road Town, in the Territory of the
 British Virgin Islands

 REGISTRAR OF CORPORATE AFFAIRS
 Asst.





TERRITORY OF THE BRITISH VIRGIN ISLANDS

THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

CERTIFICATE OF INCORPORATION (SECTIONS 14 AND 15)

No. 611433

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES
pursuant to the International Business Companies Act, Cap. 291 that all
the requirements of the Act in respect of incorporation having been satisfied,

NORTH HOLDING & FINANCE LTD.

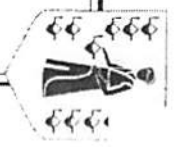
is incorporated in the British Virgin Islands as an International Business
Company this 23rd day of August, 2004.



Given under my hand and seal at
Road Town, in the Territory of the
British Virgin Islands

[Signature]
REGISTRAR OF COMPANIES

CRTI001R





TRIDENT TRUST
BRITISH VIRGIN ISLANDS

TRIDENT TRUST COMPANY (B.V.I.) LTD

Trident Chambers
Wickhams Cay
P O Box 146
Road Town, Tortola
British Virgin Islands
Tel: +284-494-2434
Fax: +284-494-3754
bvi@tridenttrust.com
www.tridenttrust.com

March 14, 2006

RECEIVED

MAR 14 2006

REGISTRY OF CORPORATE AFFAIRS
BVI FINANCIAL SERVICES COMMISSION

455238

Mrs. Myrna P. Herbert
Registry of Corporate Affairs
BVI Financial Services Commission
Road Town, Tortola
British Virgin Islands

Dear Mrs. Herbert,

NORTH HOLDING & FINANCE LTD.
IBC# 611433

In accordance with section 16 of the International Business Companies Act (Cap. 291), we hereby submit the following documents in connection with an amendment to the Memorandum of Association for the above company:-

- 1) Extract of Amendment (in duplicate).
- 2) Form Section 16(2).
- 3) Name Approval
- 3) One Memorandum and Articles of Association.

Enclosed is a cheque for US\$50.00 for your filing fees. We look forward to receiving the stamped copy of the Extract of Amendment and the Certificate of Name Change in due course.

Yours sincerely,
TRIDENT TRUST COMPANY (B.V.I.) LTD.

Per:

[Handwritten Signature]
Iirame Callwood
Corporate Administrator

Encls.

A MEMBER OF THE TRIDENT TRUST GROUP

BAHAMAS • BARBADOS • BRITISH VIRGIN ISLANDS • CAYMAN ISLANDS • CYPRUS • GUERNSEY • HONG KONG • ISLE OF MAN
JERSEY • NEW ZEALAND • MAURITIUS • SWITZERLAND • UNITED KINGDOM • UNITED STATES • U.S. VIRGIN ISLANDS

FILED

**INTERNATIONAL BUSINESS COMPANIES ACT, 1984
(as amended)**

MAR 14 2006

Section 16(2)

REGISTRY OF COMPANIES AND FINANCIAL SERVICES
BVI FINANCIAL SERVICES COMMISSION

Notice of amendment of Memorandum and Articles of Association

TO: The Registrar of Companies

NORTH HOLDING & FINANCE LTD.

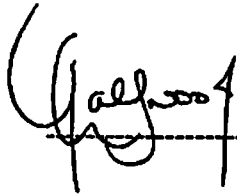
Name of Company

611433

IBC No.

We, TRIDENT TRUST COMPANY (B.V.I.) LIMITED of P.O. BOX 146, ROAD TOWN, TORTOLA, registered agent of the above company, hereby certify that the document annexed hereto is a Resolution of the Consent Actions of the Board of Directors of the Company amending the Memorandum and Articles of Association of the above company.

Dated the 14th day of March 2006.



----- Signed

IRRAINE CALLWOOD

For official use

FILED

MAR 14 2006

NORTH HOLDING & FINANCE LTD.

REGISTRY OF CORPORATE AFFAIRS
BVI FINANCIAL SERVICES COMMISSION

INCORPORATED UNDER THE BRITISH VIRGIN ISLANDS INTERNATIONAL BUSINESS COMPANIES ACT (CAP. 291) ON THE 23RD DAY OF AUGUST, 2004.

IN ACCORDANCE WITH SECTION 16 OF THE INTERNATIONAL BUSINESS COMPANIES ACT, NOTICE IS HEREBY GIVEN THAT THE FOLLOWING RESOLUTIONS WERE DULY PASSED BY THE CONSENT ACTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY DATED THE 13TH DAY OF MARCH, 2006.

IT IS HEREBY

RESOLVED

that the Company's name be changed from **NORTH HOLDING & FINANCE LTD.** to **INFORMAP TRADING GROUP LTD.**

and further
RESOLVED,

that the Memorandum of Association of the Company be amended by the deletion in its entirety of Section 1 and the substitution in lieu thereof the following:

"1. NAME

The name of the Company is **INFORMAP TRADING GROUP LTD.**

and further
RESOLVED,

that Trident Trust Company (B.V.I) Limited, the Registered Agent of the Company in the British Virgin Islands is hereby authorized on behalf of the Company to file Articles of Amendment to the Memorandum and Articles of Association reflecting the above changes with the Registrar of Corporate Affairs in the British Virgin Islands;

and further
RESOLVED,

that the amended and restated Memorandum and Articles of Association of the Company in the form of the Annex attached hereto and made a part hereof be approved and adopted as the Memorandum and Articles of Association of the Company, in substitution for and to the exclusion of, the existing Memorandum and Articles of Association of the Company.

15-03-06
13.59.28

BVI Financial Services Commission
Registry Of Corporate Affairs

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MAR 14 2006

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DSMITH
Page 1

Company Name Reservation Confirmation

Agent: Trident Trust Co. (B.V.I.) Ltd.

REGISTRY OF CORPORATE AFFAIRS
BVI FINANCIAL SERVICES COMMISSION

Date/ Time	Name Reserved	Res Days	Exp Date	Ref #	Fee Amt
15-03-06 13.59.28	I INFORMAP TRADING GROUP LTD.	10	25-03-06	1739235	.00
1 Name Reserved		Total Amount:			.00

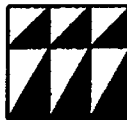
Please submit a copy of this receipt with incorporation documents

No. 611433

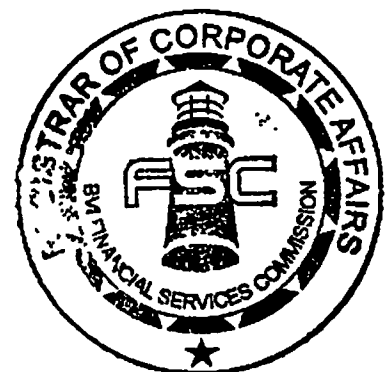
**British Virgin Islands
The International Business Companies Act
(Cap. 291)**

**MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION
OF
INFORMAP TRADING GROUP LTD**

**Incorporated the 23rd day of August, 2004
As Amended 14th March, 2006**



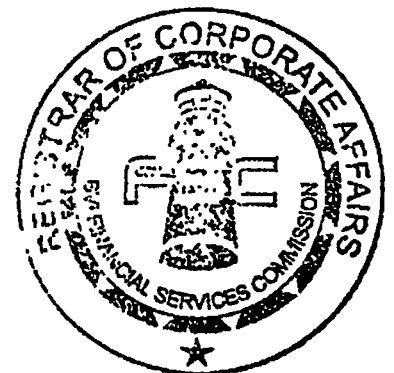
**B.V.I. COMPANY FORMATIONS LTD.
P.O. Box 146
Road Town
Tortola
British Virgin Islands**



**MEMORANDUM OF ASSOCIATION
OF
INFORMAP TRADING GROUP LTD**

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TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

MEMORANDUM OF ASSOCIATION
OF
INFORMAP TRADING GROUP LTD

1. NAME

The name of the Company is **INFORMAP TRADING GROUP LTD.**

2. REGISTERED OFFICE

The Registered Office of the Company will be the offices of Trident Trust Company (B.V.I.) Limited, Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands or such other place within the British Virgin Islands as the Company from time to time may determine by a resolution of directors.

3. REGISTERED AGENT

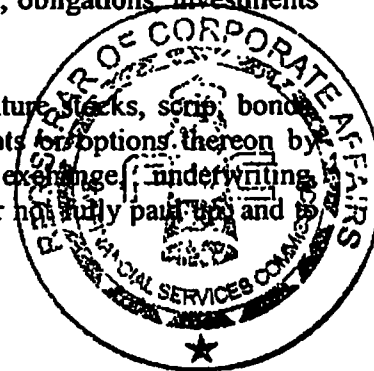
The Registered Agent of the Company will be Trident Trust Company (B.V.I.) Limited or such other qualified person in the British Virgin Islands as the Company from time to time may determine by a resolution of directors.

4. GENERAL OBJECTS AND POWERS

The object of the Company is to engage in any act or activity that is not prohibited under any law for the time being in force in the British Virgin Islands including but not limited to:

4.1 To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee, shares, stocks, debentures, debenture stock, scrip, bonds, notes, obligations, investments and securities and warrants or options in respect of any shares, stocks, debentures, debenture stock, scrip, bonds, notes, obligations, investments or securities.

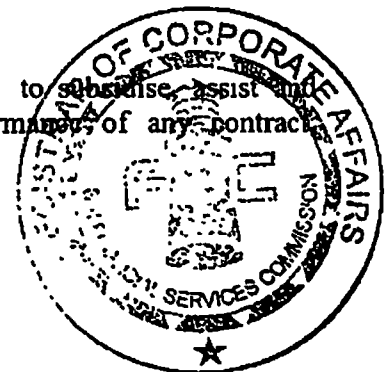
4.2 To acquire any such shares, stocks, debentures, debenture stocks, scrip, bonds, notes, obligations, investments or securities or warrants or options thereon by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up and to



subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

- 4.3 To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.
- 4.4 To acquire and hold either in the name of the Company or in that of any nominee and whether as principal or broker or agent any currency in any form of any part of the world and any commodity and to enter into any contract of purchase, sale or option to purchase or sell in respect of any such currency or commodity.
- 4.5 To offer for public subscription any shares or stocks, in the capital of, or debentures or debenture stock or other securities of or otherwise to establish or promote, or concur in establishing or promoting, any company, societe anonyme, association, undertaking or public or private body.
- 4.6 To carry on business as capitalists, financiers, concessionaires and merchants and to undertake and carry on and execute any other business which may seem to be capable of being conveniently carried on in connection with any of these objects, or calculated directly or indirectly to enhance the value of or facilitate the realisation of, or render profitable, any of the Company's property or rights.
- 4.7 To carry on the business of a property investment and holding company, and for that purpose to purchase, take on lease, or in exchange, or otherwise acquire, hold, undertake or direct the management or work, develop the resources of, and turn to account any estates, lands, buildings, tenements, and other real property and property of every description, whether of freehold, leasehold, or other tenure, and wheresoever situate, and any interests therein, and any rights connected therewith, and to exercise and enforce all rights and powers conferred by, or incident to, the ownership of any such property.
- 4.8 To sell, lease, let, mortgage, or otherwise dispose of, grant rights over any such property of the Company without seeking rental or consideration for such disposal or provision, or otherwise upon such terms as the Company shall determine.
- 4.9 To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal or movable or immovable and rights of any kind and the whole or any part of the undertaking assets and liabilities of any person and to act and carry on business as a holding company.

- 4.10 To raise and borrow money by the issue of shares, stock, debentures, bonds, obligations, deposit notes and otherwise howsoever and to underwrite any such issue and without limiting the generality of the foregoing to secure or discharge any debt or obligation of or binding on the Company in any manner and in particular by the issue of debentures (perpetual or otherwise) and to secure the repayment of any money borrowed raised or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future).
- 4.11 To deposit the monies of the Company with any company or person and to advance and lend money upon such terms as may be arranged and with or without security and to guarantee the performance of any contract or obligation and the payment of money of or by any person or company, and generally to give guarantees and indemnities including guarantees and indemnities in respect of the liabilities of persons whether or not associated with the Company and whether or not the Company receives any consideration therefore and to secure any such guarantee or indemnity by the grant of charges, mortgages or liens on the whole or any part of the Company's property or assets present or future.
- 4.12 To apply for, purchase or by other means acquire and protect, prolong and renew any patents, patent rights, brevets d'invention, licences, trade marks, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company.
- 4.13 To acquire and undertake on any terms and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on.
- 4.14 To amalgamate with or enter into partnership or any joint purpose or profit-sharing arrangement with or to co-operate in any way with, or assist or subsidise any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company.
- 4.15 To act as director or manager of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested.
- 4.16 To make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants and other instruments negotiable or transferable or otherwise.
- 4.17 To lend money with or without security and to ~~subsidise, assist and~~ guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies.



- 4.18 To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which the company is or may contemplate being interested including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
- 4.19 To enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with.
- 4.20 To vest any real or personal property, rights or interest, acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, with or without any declared trust in favour of the Company.
- 4.21 To undertake and perform sub-contracts and to act through or by means of agents, brokers, sub-contractors or others.
- 4.22 To remunerate any person or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, stocks, debentures, bonds or other securities of the Company credited as paid-up in full or in part or otherwise.
- 4.23 To procure the Company to be registered or recognised in any part of the world outside the British Virgin Islands.
- 4.24 To distribute among the members of the Company in kind, any property of the Company (whether by way of dividend or otherwise) and in particular any shares, stocks, debentures, bonds or other securities belonging to or at the disposal of the Company.
- 4.25 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, sub-contractors, trustees or otherwise.
- 4.26 To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by installments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividends or repayment of capital 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.

- 4.27 To have the power exercisable solely by resolution of the directors to vest the corpus or the income of any trust in itself and to do all such things as may be conducive to the attainment of such objects.
- 4.28 To make such gifts of the Company's property as all members of the Company in general meeting shall decide including, without limiting the generality thereof, the power to vest all or any part of the Company's property, revocable or irrevocable, in the name of trustees for the benefit of such person or persons including the Company on such terms as all the members of the Company in general meeting shall decide.
- 4.29 The Company shall have all such powers as are permitted by law for the time being in force in the British Virgin Islands, irrespective of corporate benefit, to perform all acts and engage in all activities necessary or conducive to the conduct, promotion or attainment of the object of the Company.

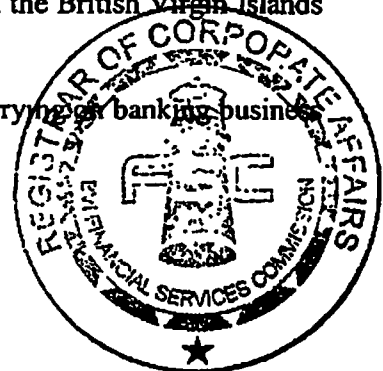
5. EXCLUSIONS:

5.1 The Company has no power to:

- 5.1.1 carry on business with persons resident in the British Virgin Islands,
- 5.1.2 own an interest in real property situate in the British Virgin Islands, other than a lease referred to in paragraph 5.2.5 of sub clause 5.2.,
- 5.1.3 carry on banking or trust business unless it is licensed under the Banks and Trust Companies Act, 1990;
- 5.1.4 carry on business as an insurance or a reinsurance company, insurance agent or insurance broker, unless it is licensed under an enactment authorising it to carry on that business;
- 5.1.5 carry on business of company management, unless it is licensed under the Company Management Act, 1990; or
- 5.1.6 carry on the business of providing the registered office or the registered agent for companies incorporated in the British Virgin Islands.

5.2 For purposes of paragraph 5.1.1. of sub clause 5.1, the Company shall not be treated as carrying on business with persons resident in the British Virgin Islands if,

- 5.2.1 it makes or maintains deposits with a person carrying on banking business within the British Virgin Islands,



- 5.2.2 it makes or maintains professional contact with solicitors, barristers, accountants, bookkeepers, trust companies, administration companies, investment advisers or other similar persons carrying on business within the British Virgin Islands.
- 5.2.3 it prepares or maintains books and records within the British Virgin Islands,
- 5.2.4 it holds, within the British Virgin Islands, meetings of its directors or members.
- 5.2.5 it holds a lease of property for use as an office from which to communicate with members or where books and records of the Company are prepared or maintained,
- 5.2.6 it holds shares, debt obligations or other securities in a company incorporated under the International Business Companies Act, or
- 5.2.7 shares, debt obligations or other securities in the Company are owned by any person resident in the British Virgin Islands or by any company incorporated under the International Business Companies Act.

6. SHARE CAPITAL:

6.1 CURRENCY

Shares in the Company shall be issued in the currency of the United States of America.

6.2 AUTHORISED CAPITAL

The Authorised Share Capital of the Company is US\$50,000.00 divided into 50,000 shares of US\$1.00 each, with one vote per share.

6.3 CLASSES OF SHARES

The shares shall be divided into such number of classes and series as the directors shall by resolution from time to time determine and until so divided shall comprise one class and series.

6.4 RIGHTS, QUALIFICATIONS OF SHARES

The directors shall by resolution have the power to issue any class or series of shares that the company is authorised to issue in its capital, original or increased, with or subject to any designations, powers, preferences, rights, qualifications, limitations and restrictions.

6.5 REGISTERED SHARES

The Company may only issue shares in registered form. The issuance of bearer shares by the Company is not permitted.

6.6 TRANSFER OF SHARES

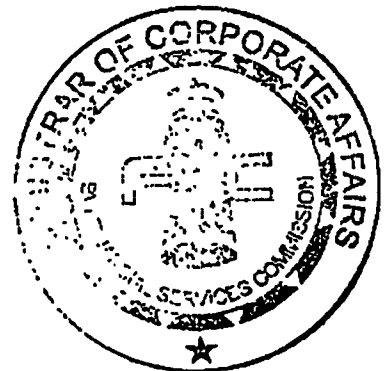
Registered shares in the Company may be transferred subject to the prior or subsequent approval of the Company as evidenced by a resolution of directors or by a resolution of members.

7. AMENDMENTS

The Company may amend its Memorandum of Association and Articles of Association by a resolution of directors or by a resolution of members.

8. DEFINITIONS

The meaning of words in this Memorandum of Association are as defined in the Articles of Association annexed hereto.



We, the undersigned of the stated address for the purpose of incorporating an International Business Company under the laws of the British Virgin Islands hereby subscribe our name to this Memorandum of Association this 23rd day of August, 2004 in the presence of the undersigned witness.

**NAME AND ADDRESS
OF WITNESS**

SUBSCRIBER

SGD: MAYJOUNE FREEMAN

SGD: KENNETH HODGE

Mayjouné Freeman
c/o P. O. Box 146
Road Town, Tortola
British Virgin Islands

Kenneth Hodge
For and on behalf of
Trident Trust Company (B.V.I.) Limited
Trident Chambers
P. O. Box 146
Road Town, Tortola
British Virgin Islands

**ARTICLES OF ASSOCIATION
OF
INFORMAP TRADING GROUP LTD**

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TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

ARTICLES OF ASSOCIATION OF
INFORMAP TRADING GROUP LTD

1. INTERPRETATION

In these Articles, if not inconsistent with the context, the words and expressions standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof.

<u>Expression:</u>	<u>Meaning:</u>
1.1 capital	The sum of the aggregate par value of all outstanding shares with par value of the Company and shares with par value held by the Company as treasury shares plus 1.1.1 the aggregate of the amounts designated as capital of all outstanding shares without par value of the Company and shares without par value held by the Company as treasury shares, and 1.1.2 the amounts as are from time to time transferred from surplus to capital by a resolution of directors.
1.2 member	A person who holds shares in the Company.
1.3 person	An individual, a corporation, a trust, the estate of a deceased individual, a partnership or an unincorporated association of persons.
1.4 resolution of directors	1.4.1 A resolution approved at a duly constituted meeting of directors or of a committee of directors of the Company, by affirmative vote of a simple majority of the directors present at the meeting who voted and did not abstain; or 1.4.2 A resolution consented to in writing by all the directors or all the members of the committee, as the case may be;

- 1.4.3 where a director is given more than one vote in any circumstances, he shall in the circumstances be counted for the purposes of establishing a majority by the number of votes he casts.
- 1.5 **resolution of members**
- 1.5.1 A resolution approved at a duly constituted meeting of the members of the company by the affirmative vote of
- 1.5.1.1 a simple majority, or such larger majority as may be specified in the Articles, of the votes of the shares that were present at the meeting and entitled to vote thereon and were voted and did not abstain, or
- 1.5.1.2 a simple majority, or such larger majority as may be specified in the Articles, of the votes of each class or series of shares which were present at the meeting and entitled to vote thereon as a class or series and were voted and not abstained and of a simple majority, or such larger majority as may be specified in the Articles, of the votes of the remaining shares entitled to vote thereon that were present at the meeting and were voted and not abstained; or
- 1.5.2 a resolution consented to in writing by
- 1.5.2.1 a majority, or such larger majority as may be specified in the Articles, of the votes of shares entitled to vote thereon, or
- 1.5.2.2 a majority, or such larger majority as may be specified in the Articles, of the votes of each class or series of shares entitled to vote thereon and of a majority, or such larger majority as may be specified in the Articles, of the votes of the remaining shares entitled to vote thereon.
- 1.6 **securities** Shares and debt obligations of every kind, and options, warrants and rights to acquire shares, or debt obligations.
- 1.7 **surplus** The excess, if any, at the time of the determination of the total assets of the Company over the aggregate of its total liabilities, as shown in its books of accounts, plus the Company's capital.
- 1.8 **the Act** The International Business Companies Act (Cap. 291), including any modification, extension, re-enactment or renewal thereof and any regulations made thereunder.

- 1.9 **the Memorandum** The Memorandum of Association of the Company as originally framed or as from time to time amended.
- 1.10 **the Seal** Any seal which has been adopted as the Seal of the Company.
- 1.11 **these Articles** These Articles of Association as originally framed or as from time to time amended.
- 1.12 **treasury shares** Shares in the Company that were previously issued but were repurchased, redeemed or otherwise acquired by the Company and not cancelled.
- 1.13 **"Written"** or any term of like import includes words typewritten, printed, painted, engraved, lithographed, photographed or re-presented or reproduced by any mode of representing or re-producing words in a visible form, including telex, telegram, facsimile, cable or other form of writing produced by electronic communication.
- 1.14 Save as aforesaid any words or expressions defined in the Act shall bear the same meaning in these Articles.
- 1.15 Whenever the singular or plural number, or the masculine, feminine or neuter gender is used in these Articles, it shall equally, where the context admits, include the others.
- 1.16 A reference in these Articles to voting in relation to shares shall be construed as a reference to voting by members holding the shares except that it is the votes allocated to the shares that shall be counted and not the number of members who actually voted and a reference to shares being present at a meeting shall be given a corresponding construction.
- 1.17 A reference to money in these Articles is, unless otherwise stated, a reference to the currency in which shares in the Company shall be issued according to the provisions of the Memorandum.

2. **SHARES**

- 2.1 The Company shall issue to every member holding shares in the Company a certificate signed by a director or officer of the Company and under the Seal specifying the share or shares held by him and the signature of the director or officer and the Seal may be a facsimile.
- 2.2 Any member receiving a share certificate for shares shall indemnify and hold the Company and its directors and officers harmless from any loss or liability which it or they may incur by reason of the wrongful or fraudulent use or representation made by any person by virtue of the possession thereof. If a share certificate for shares is worn out or lost it may be renewed on production of the worn out certificate or on satisfactory proof of its loss together with such indemnity as may be required by a resolution of directors.

- 2.3 If several persons are registered as joint holders of any shares, any one of such persons may be given receipt for any dividend payable in respect of such shares.

3. **SHARES, AUTHORISED CAPITAL AND CAPITAL**

- 3.1 Subject to the provisions of these Articles and any resolution of members the unissued shares of the Company shall be at the disposal of the directors who may, without limiting or affecting any rights previously conferred on the holders of any existing shares or class or series of shares, offer, allot, grant options over or otherwise dispose of the shares to such persons, at such times and upon such terms and conditions as the Company may by resolution of directors determine.
- 3.2 No share in the Company may be issued until the consideration in respect thereof is fully paid, and when issued the share is for all purposes fully paid and non-assessable save that a share issued for a promissory note or other written obligation for payment of a debt may be issued subject to forfeiture in the manner prescribed in these Articles.
- 3.3 Shares in the Company shall be issued for money, services rendered, personal property, an estate in real property, a promissory note or other binding obligation to contribute money or property or any combination of the foregoing as shall be determined by a resolution of directors.
- 3.4 Shares in the Company may be issued for such amount of consideration as the directors may from time to time by resolution of directors determine, except that in the case of shares with par value, the amount shall not be less than the par value, and in the absence of fraud the decision of the directors as to the value of the consideration received by the Company in respect of the issue is conclusive unless a question of law is involved. The consideration in respect of the shares constitutes capital to the extent of the par value and the excess constitutes surplus.
- 3.5 A share issued by the Company upon conversion of, or in exchange for, another share or a debt obligation or other security in the Company, shall be treated for all purposes as having been issued for money equal to the consideration received or deemed to have been received by the Company in respect of the other share, debt obligation or security.
- 3.6 Treasury shares may be disposed of by the Company on such terms and conditions (not otherwise inconsistent with these Articles) as the Company may by resolution of directors determine.
- 3.7 The Company may issue fractions of a share and a fractional share shall have the same corresponding fractional liabilities, limitations, preferences, privileges, qualifications, restrictions, rights and other attributes of a whole share of the same class or series of shares.
- 3.8 Upon the issue by the Company of a share without par value, if an amount is stated in the Memorandum to be authorized capital represented by such shares then each share shall be issued for no less than the appropriate proportion of such amount which shall constitute capital, otherwise the consideration in respect of the share constitutes

capital to the extent designated by the directors and the excess constitutes surplus, except that the directors must designate as capital an amount of the consideration that is at least equal to the amount that the share is entitled to as a preference, if any, in the assets of the Company upon liquidation of the Company.

3.9 The Company may, subject to any limitations imposed by the Act, purchase, redeem or otherwise acquire and hold its own shares but only out of surplus or in exchange for newly issued shares of equal value.

3.10 Subject to provisions to the contrary in

3.10.1 the Memorandum or these Articles;

3.10.2 the designations, powers, preferences, rights, qualifications, limitations and restrictions with which the shares were issued; or

3.10.3 the subscription agreement for the issue of the shares,

the Company may not purchase, redeem or otherwise acquire its own shares without the consent of members whose shares are to be purchased, redeemed or otherwise acquired.

3.11 No purchase, redemption or other acquisition of shares shall be made unless the directors determine that immediately after the purchase, redemption or other acquisition the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and the realizable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in the books of account, and its capital and, in the absence of fraud, the decision of the directors as to the realizable value of the assets of the Company is conclusive, unless a question of law is involved.

3.12 A determination by the directors under the preceding Regulation is not required where shares are purchased, redeemed or otherwise acquired

3.12.1 pursuant to a right of a member to have his shares redeemed or to have his shares exchanged for money or other property of the Company;

3.12.2 by virtue of a transfer of capital pursuant to Regulation 6.3;

3.12.3 by virtue of the provisions of Section 83 of the Act; or

3.12.4 pursuant to an order of the Court.

3.13 The Company may purchase, redeem or otherwise acquire its shares at a price lower than the fair value if permitted by, and then only in accordance with, the terms of

3.13.1 the Memorandum or these Articles; or

3.13.2 a written agreement for the subscription for the shares to be purchased, redeemed or otherwise acquired.

- 3.14 Shares that the Company purchases, redeems or otherwise acquires pursuant to the preceding Regulations may be cancelled or held as treasury shares. Upon the cancellation of a share, the amount included as capital of the Company with respect to that share shall be deducted from the capital of the Company.
- 3.15 Where shares in the Company are held by the Company as treasury shares or are held by another company of which the Company holds, directly or indirectly, shares having more than 50 percent of the votes in the election of directors of the other company, such shares of the Company are not entitled to vote or to have dividends paid thereon and shall not be treated as outstanding for any purpose except for purposes of determining the capital of the Company.

4 TRANSFER OF SHARES

- 4.1 Subject to the limitations in the Memorandum, registered shares in the Company may be transferred by a written instrument of transfer signed by the transferor and containing the name and address of the transferee, but in the absence of such written instrument of transfer the directors may accept such evidence of a transfer of shares as they consider appropriate.
- 4.2 The Company shall not be required to treat a transferee of a registered share in the Company as a member until the transferee's name has been entered in the share register.
- 4.3 Subject to any limitations in of the Memorandum, the Company must, on the application of the transferor or transferee of a registered share in the Company, enter in the share register the name of the transferee of the share save that the registration of transfers may be suspended and the share register closed at such times and for such periods as the Company may from time to time by resolution of directors determine provided always that such registration shall not be suspended and the share register closed for more than 60 days in any period of 12 months.

5 TRANSMISSION OF SHARES

- 5.1 The executor or administrator of a deceased member, the guardian of an incompetent member or the trustee of a bankrupt member shall be the only person recognised by the Company as having any title to his shares but they shall not be entitled to exercise any rights as a member of the Company until they have proceeded as set forth in the next following two regulations.
- 5.2 Any person becoming entitled by operation of law or otherwise to a share or shares in consequence of the death, incompetence or bankruptcy of any member may be registered as a member upon such evidence being produced as may reasonably be required by the directors. An application by any such person to be registered as a member shall be deemed to be a transfer of shares of the deceased, incompetent or bankrupt member and the directors shall treat it as such.
- 5.3 Any person who has become entitled to a share or shares in consequence of the death, incompetence or bankruptcy of any member may, instead of being registered

himself, request in writing that some person to be named by him be registered as the transferee of such share or shares and such request shall likewise be treated as if it were a transfer.

- 5.4 What amounts to incompetence on the part of a person is a matter to be determined by a court of competent jurisdiction having regard to all the relevant evidence and the circumstances of the case.

6. REDUCTION OR INCREASE IN AUTHORISED CAPITAL OR CAPITAL

- 6.1 The Company may by a resolution of members or a resolution of directors amend the Memorandum to increase or reduce its authorised capital and in connection therewith the Company may in respect of any unissued shares increase or reduce the number of such shares, increase or reduce the par value of any shares or effect any combination of the foregoing.

- 6.2 The Company may amend the Memorandum to

6.2.1 divide the shares, including issued shares, of a class or series into a larger number of shares of the same class or series; or

6.2.2 combine the shares, including issued shares, of a class or series into a smaller number of shares of the same class or series;

provided however, that where shares are divided or combined under this Regulation, the aggregate par value of the new shares must be equal to the aggregate par value of the original shares.

- 6.3 The capital of the Company may by a resolution of directors be increased by transferring an amount of the surplus of the Company to capital.

- 6.4 Subject to the provisions of Regulations 6.5 and 6.6 the capital of the Company may by resolution of directors be reduced by transferring an amount of the capital of the Company to surplus.

- 6.5 No reduction of capital shall be effected that reduces the capital of the Company to an amount that immediately after the reduction is less than the aggregate par value of all outstanding shares with par value and all shares with par value held by the Company as treasury shares and the aggregate of the amounts designated as capital of all outstanding shares without par value and all shares without par value held by the Company as treasury shares that are entitled to a preference, if any, in the assets of the Company upon liquidation of the Company.

- 6.6 No reduction of capital shall be effected unless the directors determine that immediately after the reduction the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and that the realisable assets of the Company will not be less than its total liabilities, other than deferred taxes, as shown in the books of the Company, and its remaining capital, and, in the absence of fraud, the decision of the directors as to the realisable value of the assets of the Company is conclusive, unless a question of law is involved.

- 6.7 Where the Company reduces its capital the Company may
- 6.7.1 return to its members any amount received by the Company upon the issue of any of its shares;
 - 6.7.2 purchase, redeem or otherwise acquire its shares out of capital; or
 - 6.7.3 cancel any capital that is lost or not represented by assets having a realisable value.
- 6.8 The Company may by a resolution of directors include in the computation of surplus for any purpose the unrealized appreciation of the assets of the Company, and, in the absence of fraud, the decision of the directors as to the value of the assets is conclusive, unless a question of law is involved.

7. MORTGAGES AND CHARGES OF SHARES

- 7.1 Members may mortgage or charge their shares in the Company and upon satisfactory evidence thereof the Company shall give effect to the terms of any valid mortgage or charge except insofar as it may conflict with any requirements herein contained for consent to the transfer of shares.
- 7.2 In the case of the mortgage or charge of shares there may be entered in the share register of the Company at the request of the registered holder of such shares
- 7.2.1 a statement that the shares are mortgaged or charged;
 - 7.2.2 the name of the mortgagee or chargee; and
 - 7.2.3 the date on which the aforesaid particulars are entered in the share register.
- 7.3 Where particulars of a mortgage or charge are registered, such particulars shall be cancelled
- 7.3.1 with the consent of the named mortgagee or chargee or anyone authorized to act on his behalf; or
 - 7.3.2 upon evidence satisfactory to the directors of the discharge of the liability secured by the mortgage or charge and the issue of such indemnities as the directors shall consider necessary or desirable.
- 7.4 Whilst particulars of a mortgage or charge are registered, no transfer of any share comprised therein shall be effected without the written consent of the named mortgagee or chargee or anyone authorized to act on his behalf.

8. FORFEITURE

- 8.1 When shares issued for a promissory note or other written obligation for payment of

a debt have been issued subject to forfeiture, the following provisions shall apply.

- 8.2 Written notice specifying a date for payment to be made and the shares in respect of which payment is to be made shall be served on the member who defaults in making payment pursuant to a promissory note or other written obligations to pay a debt.
- 8.3 The written notice specifying a date for payment shall
 - 8.3.1 name a further date not earlier than the expiration of 14 days from the date of service of the notice on or before which payment required by the notice is to be made; and
 - 8.3.2 contain a statement that in the event of non-payment at or before the time named in the notice the shares, or any of them, in respect of which payment is not made will be liable to be forfeited.
- 8.4 Where a written notice has been issued and the requirements have not been complied with within the prescribed time, the directors may at any time before tender of payment forfeit and cancel the shares to which the notice relates.
- 8.5 The Company is under no obligation to refund any moneys to the member whose shares have been forfeited and cancelled pursuant to these provisions. Upon forfeiture and cancellation of the shares the member is discharged from any further obligation to the Company with respect to the shares forfeited and cancelled.

9. MEETINGS AND CONSENTS OF MEMBERS

- 9.1 The directors of the Company may convene meetings of the members of the Company at such times and in such manner and places within or outside the British Virgin Islands as the directors consider necessary or desirable.
- 9.2 Upon the written request of members holding 10 percent or more of the outstanding voting shares in the Company the directors shall convene a meeting of members.
- 9.3 The directors shall give not less than 7 days notice of meetings of members to those persons whose names on the date the notice is given appear as members in the share register of the Company and are entitled to vote at the meeting. The directors may fix the date notice is given of a meeting of members as the record date for determining those shares that are entitled to vote at a meeting.
- 9.4 A meeting of members held in contravention of the requirement in Regulation 9.3 is valid:
 - 9.4.1 if members holding not less than 90 percent of the total number of shares entitled to vote on all matters to be considered at the meeting, or 90 percent of the votes of each class or series of shares where members are entitled to vote thereon as a class or series together with not less than a 90 percent majority of the remaining votes, have agreed to shorter notice of the meeting, or

- 9.4.2 if all members holding shares entitled to vote on all or any matters to be considered at the meeting have waived notice of the meeting and for this purpose presence at the meeting shall be deemed to constitute waiver.
- 9.5 The inadvertent failure of the directors to give notice of a meeting to a member, or the fact that a member has not received notice, does not invalidate the meeting.
- 9.6 A member may be represented at a meeting of members by a proxy who may speak and vote on behalf of the member.
- 9.7 The instrument appointing a proxy shall be produced at the place appointed for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote.
- 9.8 An instrument appointing a proxy shall be in substantially the following form or such other form as the Chairman of the meeting shall accept as properly evidencing the wishes of the member appointing the proxy.

(Name of Company)

I/We _____

being a member of the above Company with _____

shares HEREBY APPOINT _____

of _____ or failing

him

_____ of _____

to be my/our proxy to vote for me/us at the meeting of members to be

held on the _____ day _____, 20__ and at any

adjournment thereof.

(Any restrictions on voting to be inserted here)

Signed this day of _____, _____

Member

- 9.9 The following shall apply in respect of joint ownership of shares:

- 9.9.1 if two or more persons hold shares jointly each of them may be present in person or by proxy at a meeting of members and may speak as a member;
- 9.9.2 if only one of the joint owners is present in person or by proxy he may vote on behalf of all joint owners, and;
- 9.9.3 if two or more of the joint owners are present in person or by proxy they must vote as one.
- 9.10 A member shall be deemed to be present at a meeting of members if he participates by telephone or other electronic means and all members participating in the meeting are able to hear each other.
- 9.11 A meeting of members is duly constituted if, at the commencement of the meeting, there are present in person or by proxy not less than 50 percent of the votes of the shares or class or series of shares entitled to vote on resolutions of members to be considered at the meeting. If a quorum be present, notwithstanding the fact that such quorum may be represented by only one person, then such person may resolve any matter and a certificate signed by such person accompanied where such person be a proxy by a copy of the proxy form shall constitute a valid resolution of members.
- 9.12 If within two hours from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the next business day at the same time and place or to such other time and place as the directors may determine, and if at the adjourned meeting there are present within one hour from the time appointed for the meeting in person or by proxy not less than one third of the votes of the shares or each class or series of shares entitled to vote on the resolutions to be considered by the meeting, those present shall constitute a quorum but otherwise the meeting shall be dissolved.
- 9.13 At every meeting of members, the Chairman of the Board of Directors shall preside as chairman of the meeting. If there is no Chairman of the Board of Directors or if the Chairman of the Board of Directors is not present at the meeting, the members present shall choose someone of their number to be the chairman. If the members are unable to choose a chairman for any reason, then the person representing the greatest number of voting shares present in person or by prescribed form of proxy at the meeting shall preside as chairman failing which the oldest individual member or representative of a member present shall take the chair.
- 9.14 The chairman may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 9.15 At any meeting of the members the chairman shall be responsible for deciding in such manner as he shall consider appropriate whether any resolution has been carried or not and the result of his decision shall be announced to the meeting and recorded in the minutes thereof. If the chairman shall have any doubt as to the outcome of any

resolution put to the vote, he shall cause a poll to be taken of all votes cast upon such resolution, but if the chairman shall fail to take a poll then any member present in person or by proxy who disputes the announcement by the chairman of the result of any vote may immediately following such announcement demand that a poll be taken and the chairman shall thereupon cause a poll to be taken. If a poll is taken at any meeting, the result thereof shall be duly recorded in the minutes of that meeting by the chairman.

- 9.16 Any person other than an individual shall be regarded as one member and subject to Regulation 9.17 the right of any individual to speak for or represent such member shall be determined by the law of the jurisdiction where, and by the documents by which, the person is constituted or derives its existence. In case of doubt, the directors may in good faith seek legal advice from any qualified person and unless and until a court of competent jurisdiction shall otherwise rule, the directors may rely and act upon such advice without incurring any liability to any member.
- 9.17 Any person other than an individual which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the person which he represents as that person could exercise if it were an individual member of the Company.
- 9.18 The chairman of any meeting at which a vote is cast by proxy or on behalf of any person other than an individual may call for a notarially certified copy of such proxy or authority which shall be produced within 7 days of being so requested or the votes cast by such proxy or on behalf of such person shall be disregarded.
- 9.19 Directors of the Company may attend and speak at any meeting of members of the Company and at any separate meeting of the holders of any class or series of shares in the Company.
- 9.20 An action that may be taken by the members at a meeting may also be taken by a resolution of members consented to in writing or by telex, telegram, cable, facsimile or other written electronic communication, without the need for any notice, but if any resolution of members is adopted otherwise than by the unanimous written consent of all members, a copy of such resolution shall forthwith be sent to all members not consenting to such resolution. The consent may be in the form of counterparts, each counterpart being signed by one or more members.

10. DIRECTORS

- 10.1 The first directors of the Company shall be elected by the subscribers to the Memorandum; and thereafter, the directors shall be elected
- 10.1.1 by the members for such terms as the members determine, or
- 10.1.2 by the directors for such terms as the directors may determine.
- 10.2 Until directors are appointed the subscribers to the Memorandum of Association

shall have the power to act as directors.

- 10.3 The minimum number of directors shall be one and the maximum number shall be twenty.
- 10.4 Each director shall hold office for the term, if any, fixed by resolution of members or directors, as the case may be. In the case of a director who is an individual the term of office of a director shall terminate on the director's death, bankruptcy, resignation or removal. The insolvency of a corporate director shall terminate the term of office of such director.
- 10.5 A director may be removed from office, with or without cause, by a resolution of members or, with cause, by a resolution of directors.
- 10.6 A director may resign his office by giving written notice of his resignation to the Company and the resignation shall have effect from the date the notice is received by the Company or from such later date as may be specified in the notice.
- 10.7 A vacancy in the Board of Directors may be filled by a resolution of members or by a resolution of a majority of the remaining directors.
- 10.8 With the prior or subsequent approval by a resolution of members, the directors may, by a resolution of directors, fix the emoluments of directors with respect to services to be rendered in any capacity to the Company.
- 10.9 A director shall not require a share qualification, and may be an individual or a company.
- 10.10 The Company shall determine by resolution of directors to keep a register of directors containing
 - 10.10.1 the names and addresses of the persons who are directors of the Company;
 - 10.10.2 the date on which each person whose name is entered in the register was appointed as a director of the Company; and
 - 10.10.3 the date on which each person named as a director ceased to be a director of the Company.
- 10.11 A copy of the register of directors shall be kept at the registered office of Company and the Company may determine by resolution of directors to register a copy of the register with the Registrar of Corporate Affairs.

11. POWERS OF DIRECTORS

- 11.1 The business and affairs of the Company shall be managed by the directors who may pay all expenses incurred preliminary to and in connection with the formation and registration of the Company and may exercise all such powers of the Company as are not by the Act or by the Memorandum or these Articles required to be exercised by

the members of the Company, subject to any delegation of such powers as may be authorised by these Articles and to such requirements as may be prescribed by a resolution of members; but no requirement made by a resolution of members shall prevail if it be inconsistent with these Articles nor shall such requirement invalidate any prior act of the directors which would have been valid if such requirement had not been made.

- 11.2 The directors may, by a resolution of directors, appoint any person, including a person who is a director, to be an officer or agent of the Company. The resolution of directors appointing an agent may authorize the agent to appoint one or more substitutes or delegates to exercise some or all of the powers conferred on the agent by the Company.
- 11.3 Every officer or agent of the Company has such powers and authority of the directors, including the power and authority to affix the Seal, as are set forth in these Articles or in the resolution of directors appointing the officer or agent, except that no officer or agent has any power or authority with respect to the matters requiring a resolution of directors under the Act.
- 11.4 Any director which is a body corporate may appoint any person its duly authorised representative for the purpose of representing it at meetings of the Board of Directors or with respect to unanimous written consents.
- 11.5 The continuing directors may act notwithstanding any vacancy in their body, save that if their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum for a meeting of directors, the continuing directors or director may appoint directors to fill any vacancy that has arisen or summon a meeting of members.
- 11.6 The directors may by resolution of directors exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings and property or any part thereof, to issue debentures, debenture stock and other securities whenever money is borrowed or as as security for any debt, liability or obligation of the Company or of any third party.
- 11.7 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as shall from time to time be determined by resolution of directors.
- 11.8 The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons whether appointed directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Regulations) and for such period and subject to such conditions as they may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney or attorneys as the directors may think fit and may also authorise any such attorney or attorneys to delegate all or any powers, authorities and discretions vested in them.

- 11.9 The Company may determine by resolution of directors to maintain at its registered office a register of mortgages, charges and other encumbrances in which there shall be entered the following particulars regarding each mortgage, charge and other encumbrance:
- 11.9.1 the sum secured;
 - 11.9.2 the assets secured;
 - 11.9.3 the name and address of the mortgagee, chargee or other encumbrancer;
 - 11.9.4 the date of creation of the mortgage, charge or other encumbrance; and
 - 11.9.5 the date on which the particulars specified above in respect of the mortgage, charge or other encumbrance are entered in the register.
- 11.10 The Company may further determine by a resolution of directors to register a copy of the register of mortgages, charges or other encumbrances with the Registrar of Corporate Affairs.

12. **PROCEEDINGS OF DIRECTORS**

- 12.1 The directors of the Company or any committee thereof may meet at such times and in such manner and places within or outside the British Virgin Islands as the directors may determine to be necessary or desirable.
- 12.2 A director shall be deemed to be present at a meeting of directors if he participates by telephone or other electronic means and all directors participating in the meeting are able to hear each other.
- 12.3 A director shall be given not less than 3 days notice of meetings of directors, but a meeting of directors held without 3 days notice having been given to all directors shall be valid if all the directors entitled to vote at the meeting who do not attend, waive notice of the meeting; and for this purpose, the presence of a director at the meeting shall be deemed to constitute waiver on his part. The inadvertent failure to give notice of a meeting to a director, or the fact that a director has not received the notice, does not invalidate the meeting.
- 12.4 A director may by a written instrument appoint an alternate who need not be a director and an alternate is entitled to attend meetings in the absence of the director who appointed him and to vote or consent in place of the director.
- 12.5 A meeting of directors is duly constituted for all purposes if at the commencement of the meeting there are present in person or by alternate not less than one half of the total number of directors, unless there are only two directors in which case the quorum shall be two.
- 12.6 If the Company shall have only one director the provisions herein contained for meetings of the directors shall not apply but such sole director shall have full power to represent and act for the Company in all matters as are not by the Act or the

Memorandum or these Articles required to be exercised by the members of the Company and in lieu of minutes of a meeting shall record in writing and sign a note or memorandum of all matters requiring a resolution of directors. Such a note or memorandum shall constitute sufficient evidence of such resolution for all purposes

- 12.7 At every meeting of the directors the Chairman of the Board of Directors shall preside as chairman of the meeting. If there is no Chairman of the Board of Directors or if the Chairman of the Board of Directors is not present at the meeting the Vice Chairman of the Board of Directors shall preside. If there is no Vice Chairman of the Board of Directors or if the Vice Chairman of the Board of Directors is not present at the meeting the directors present shall choose someone of their number to be chairman of the meeting.
- 12.8 An action that may be taken by the directors or a committee of directors at a meeting may also be taken by a resolution of directors or a committee of directors consented to in writing or by telex, telegram, cable, facsimile or other written electronic communication by all directors or all members of the committee, as the case may be, without the need for any notice. The consent may be in the form of counterparts, each counterpart being signed by one or more directors.
- 12.9 The directors shall cause the following corporate records to be kept:
- 12.9.1 minutes of all meetings of directors, members, committees of directors, committees of officers and committees of members;
 - 12.9.2 copies of all resolutions consented to by directors, members, committees of directors, committees of officers and committees of members; and
 - 12.9.3 such other accounts and records as the directors by resolution of directors consider necessary or desirable in order to reflect the financial position of the Company.
- 12.10 The books, records and minutes shall be kept at the registered office of the Company, its principal place of business or at such other place as the directors determine.
- 12.11 The directors may, by a resolution of directors, designate one or more committees, each consisting of one or more directors.
- 12.12 Each committee of directors has such powers and authorities of the directors, including the power and authority to affix the Seal, as are set forth in the resolution of directors establishing the committee, except that no committee has any power or authority either to amend the Memorandum or these Articles, to appoint directors or fix their emoluments, or to appoint officers or agents of the Company.
- 12.13 The meetings and proceedings of each committee of directors consisting of 2 or more directors shall be governed mutatis mutandis by the provisions of these Articles regulating the proceedings of directors so far as the same are not superseded by any provisions in the resolution establishing the committee.

13. **OFFICERS**

- 13.1 The Company may by resolution of directors appoint officers of the Company at such times as shall be considered necessary or expedient. Such officers may consist of a Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, President and one or more Vice Presidents, Secretaries and Treasurers and such other officers as may from time to time be deemed desirable. Any number of offices may be held by the same person.
- 13.2 The officers shall perform such duties as shall be prescribed at the time of their appointment subject to any modification in such duties as may be prescribed thereafter by resolution of directors or resolution of members, but in the absence of any specific allocation of duties it shall be the responsibility of the Chairman of the Board of Directors to preside at meetings of directors and members, the Vice Chairman to act in the absence of the Chairman, the President to manage the day to day affairs of the Company, the Vice Presidents to act in order of seniority in the absence of the President but otherwise to perform such duties as may be delegated to them by the President, the Secretaries to maintain the share register, minute books and records (other than financial records) of the Company and to ensure compliance with all procedural requirements imposed on the company by applicable law, and the Treasurer to be responsible for the financial affairs of the Company.
- 13.3 The emoluments of all officers shall be fixed by resolution of directors.
- 13.4 The officers of the Company shall hold office until their successors are duly elected and qualified, but any officer elected or appointed by the directors may be removed at any time, with or without cause, by resolution of directors. Any vacancy occurring in any office of the Company may be filled by resolution of directors.

14. **CONFLICTS OF INTEREST**

- 14.1 No agreement or transaction between the Company and one or more of its directors or any person in which any director has a financial interest or to whom any director is related including as a director of that other person, is void or voidable for this reason only or by reason only that the director is present at the meeting of directors or at the meeting of the committee of directors that approves the agreement or transaction or that the vote or consent of the director is counted for that purpose if the material facts of the interest of each director in the agreement or transaction and his interest in or relationship to any other party to the agreement or transaction are disclosed in good faith or are known by the other directors.
- 14.2 A director who has an interest in any particular business to be considered at a meeting of directors or members may be counted for purposes of determining whether the meeting is duly constituted.

15. **INDEMNIFICATION**

- 15.1 Subject to the limitations hereinafter provided the Company may indemnify against all expenses, including legal fees, and against all judgements, fines and

amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings, any person who

15.1.1 is or was a party or is threatened to be made a party to any threatened, pending or contemplated proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, an officer or a liquidator of the Company; or

15.1.2 is or was, at the request of the Company, serving as a director, officer or liquidator of, or in any other capacity is or was acting for, another company or a partnership, joint venture, trust or other enterprise.

15.2 The Company may only indemnify a person if the person acted honestly and in good faith with a view to the best interests of the Company and, in the case of criminal proceedings, the person had no reasonable cause to believe that his conduct was unlawful.

15.3 The decision of the directors as to whether the person acted honestly and in good faith and with a view to the best interests of the Company and as to whether the person had no reasonable cause to believe that his conduct was unlawful is, in the absence of fraud, sufficient for the purposes of these Articles, unless a question of law is involved.

15.4 The termination of any proceedings by any judgement, order, settlement, conviction or the entering of a nolle prosequi does not, by itself, create a presumption that the person did not act honestly and in good faith and with a view to the best interests of the Company or that the person had reasonable cause to believe that his conduct was unlawful.

15.5 If a person to be indemnified has been successful in defence of any proceedings referred to in that Regulation the person is entitled to be indemnified against all expenses, including legal fees, and against all judgements, fines and amounts paid in settlement and reasonably incurred by the person in connection with the proceedings.

15.6 The Company may purchase and maintain insurance in relation to any person who is or was a director, an officer or a liquidator of the Company, or who at the request of the Company is or was serving as a director, an officer or a liquidator of, or in any other capacity is or was acting for, another company or a partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in that capacity, whether or not the Company has or would have had the power to indemnify the person against the liability under Regulation 15.1.

16. SEAL

The directors shall provide for the safe custody of the Seal. An imprint of the Seal shall be kept at the registered office of the company. The Seal when affixed to any written instrument shall be witnessed by a director or any other person so authorised from time to time by resolution of directors. The directors may provide for a facsimile of the Seal and of the signature of any director or authorised person which may be reproduced by printing or

other means on any instrument and it shall have the same force and validity as if the Seal had been affixed to such instrument and the same had been signed as hereinbefore described.

17. DIVIDENDS

- 17.1 The Company may by a resolution of directors declare and pay dividends in money, shares, or other property but dividends shall only be declared and paid out of surplus. In the event that dividends are paid in specie the directors shall have responsibility for establishing and recording in the resolution of directors authorising the dividends, a fair and proper value for the assets to be so distributed.
- 17.2 The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the Company.
- 17.3 The directors may, before declaring any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve fund, and may invest the sum so set apart as a reserve fund upon such securities as they may select.
- 17.4 No dividend shall be declared and paid unless the directors determine that immediately after the payment of the dividend the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and the realisable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in its books of account, and its capital. In the absence of fraud, the decision of the directors as to the realisable value of the assets of the Company is conclusive, unless a question of law is involved.
- 17.5 Notice of any dividend that has been declared shall be given to each member in the manner hereinafter mentioned and all dividends unclaimed for 3 years after having been declared may be forfeited by resolution of directors for the benefit of the Company.
- 17.6 No dividend shall bear interest as against the Company and no dividend shall be paid on shares described in Regulation 3.15.
- 17.7 A share issued as a dividend by the Company shall be treated for all purposes as having been issued for money equal to the surplus that is transferred to capital upon the issue of the share.
- 17.8 In the case of a dividend of authorised but unissued shares with par value, an amount equal to the aggregate par value of the shares shall be transferred from surplus to capital at the time of the distribution.
- 17.9 In the case of a dividend of authorized but unissued shares without par value, the amount designated by the directors shall be transferred from surplus to capital at the time of the distribution, except that the directors must designate as capital an amount that is at least equal to the amount that the shares are entitled to as a preference, if any, in the assets of the Company upon liquidation of the Company.
- 17.10 A division of the issued and outstanding shares of a class or series of shares into a larger number of shares of the same class or series having a proportionately smaller

par value does not constitute a dividend of shares.

18. ACCOUNTS

The Company shall keep such accounts and records as the directors consider necessary or desirable in order to reflect the financial position of the Company.

19. AUDIT

19.1 The Company may by resolution of members call for the accounts to be examined by auditors in which event the remaining provisions of this Regulation 19 shall apply to the appointment and activities of the auditors.

19.2 The first auditors shall be appointed by resolution of directors; subsequent auditors shall be appointed by a resolution of members.

19.3 The auditors may be members of the Company but no director or other officer shall be eligible to be an auditor of the Company during his continuance in office.

19.4 The remuneration of the auditors of the Company

19.4.1 in the case of auditors appointed by the directors, may be fixed by resolution of directors;

19.4.2 subject to the foregoing, shall be fixed by resolution of members or in such manner as the Company may by resolution of members determine.

19.5 The auditors shall examine each profit and loss account and balance sheet required to be served on every member of the Company or laid before a meeting of the members of the Company and shall state in a written report whether or not

19.5.1 in their opinion the profit and loss account and balance sheet give a true and fair view respectively of the profit and loss for the period covered by the accounts, and of the state of affairs of the Company at the end of that period,

19.5.2 all the information and explanations required by the auditors have been obtained.

19.6 The report of the auditors shall be annexed to the accounts and shall be read at the meeting of members at which the accounts are laid before the Company or shall be served on the members.

19.7 Every auditor of the Company shall have a right of access at all times to the books of account and vouchers of the Company, and shall be entitled to require from the directors and officers of the Company such information and explanations as he thinks necessary for the performance of his duties as an auditor

- 19.8 The auditors of the Company shall be entitled to receive notice of and to attend any meetings of members of the Company at which the Company's profit and loss account and balance sheet are to be presented.

20. **NOTICES**

- 20.1 Any notice, information or written statement to be given by the Company to members may be served in any way by which it can reasonably be expected to reach each member or by mail addressed to each member at the address shown in the share register.
- 20.2 Any summons, notice, order, document, process, information or written statement to be served on the Company may be served by leaving it, or by sending it by registered mail addressed to the Company, at its registered office, or by leaving it with, or by sending it by registered mail, to the registered agent of the Company.
- 20.3 Service of any summons, notice, order, document, process, information or written statement to be served on the Company may be proved by showing that the summons, notice, order, document, process, information or written statement was delivered to the registered office or the registered agent of the Company or that it was mailed in such time as to admit to its being delivered to the registered agent of the Company in the normal course of delivery within the period prescribed for service and was correctly addressed and the postage was prepaid.

21. **PENSION AND SUPERANNUATION FUNDS**

The directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid or who hold or held any salaried employment or office in the Company or such other company, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and to the wives, widows, families and dependents of any such person, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always to the proposal being approved by resolution of members, a director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension allowance or emolument.

22. **ARBITRATION**

- 22.1 Whenever any difference arises between the Company on the one hand and any of the members or their executors, administrators or assigns on the other hand, touching the true intent and construction or the incidence or consequences of these Articles or

of the Act, touching anything done or executed, omitted or suffered in pursuance of the Act or touching any breach or alleged breach or otherwise relating to the premises or to these Articles, or to any Act affecting the Company or to any of the affairs of the Company, such difference shall, unless the parties agree to refer the same to a single arbitrator, be referred to two arbitrators, one to be chosen by each of the parties to the difference, and the arbitrators shall before entering on the reference appoint an umpire.

- 22.2 If either party to the reference makes default in appointing an arbitrator either originally or by way of substitution (in the event that an appointed arbitrator shall die, be incapable of acting or refuse to act) for 10 days after the other party has given him notice to appoint the same, such other party may appoint an arbitrator to act in the place of the arbitrator of the defaulting party.

23. **VOLUNTARY WINDING UP AND DISSOLUTION**

The Company may voluntarily commence to wind up and dissolve by a resolution of members but if the Company has never issued shares it may voluntarily commence to wind up and dissolve by resolution of directors.

24. **CONTINUATION**

The Company may by resolution of members or by resolution passed unanimously by all directors of the Company continue as a company incorporated under the laws of a jurisdiction outside the British Virgin Islands in the manner provided under those law.

We, the undersigned of the address stated below for the purpose of incorporating an International Business Company under the laws of the British Virgin Islands hereby subscribe our name to these Articles of Association this 23rd day of August, 2004 in the presence of the undersigned witness:

**NAME AND ADDRESS
OF WITNESS**

SGD: MAYJOUNE FREEMAN

Mayjouné Freeman
c/o P. O. Box 146
Road Town, Tortola
British Virgin Islands

SUBSCRIBER

SGD: KENNETH HODGE

Kenneth Hodge
For and on behalf of
Trident Trust Company (B.V.I.) Limited
Trident Chambers
P. O. Box 146
Road Town, Tortola
British Virgin Islands