

FILE COPY



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

Company No. 4361313

The Registrar of Companies for England and Wales hereby certifies that
ITALY LTD

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 28th January 2002



N043613138



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

for the record

12

Declaration on application for registration

Please complete in typescript, or in bold black capitals.

CHWP000

4361313

Company Name in full

ITALY LTD

I, d.ardern for nominee director ltd

of 29 Harley Street, London, W1

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

David A.

Declared at

37 Harley Street, London W1

Day Month Year

On

2 5 0 1 2 0 0 2

Please print name.

before me

ASHOK PATEL

Signed

Sam Soloman

Date

25 / 1 / 2002

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Sam Soloman

29 Harley Street, London, W1G 9QR

Tel 020 7255 2557

DX number

DX exchange



LD7 COMPANIES HOUSE

L4BK37RL

0159 25/01/02

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Companies House

for the record

10

Please complete in typescript, or in bold black capitals.

CHWP000

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

[Empty box]

Company Name in full

ITALY LTD

Proposed Registered Office

Suite B, 29 Harley Street

(PO Box numbers only, are not acceptable)

[Empty box]

Post town

London

County / Region

[Empty box]

Postcode

W1G 9QR

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

Formations House

Address

29 Harley Street

[Empty box]

Post town

London

County / Region

[Empty box]

Postcode

W1G 9QR

Number of continuation sheets attached

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Sam Soloman

29 Harley Street, London

W1G 9QR

Tel 020 7255 2557

DX number

DX exchange



LD7 COMPANIES HOUSE

L43K27RK

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for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name **ITALY LTD**

NAME *Style / Title _____ *Honours etc _____

* Voluntary details

Forename(s) _____

Surname **Nominee Secretary Ltd**

Previous forename(s) _____

Previous surname(s) _____

Address **Suite B, 29 Harley Street**

Usual residential address

For a corporation, give the registered or principal office address.

Post town **London**

County / Region _____ Postcode **W1G 9QR**

Country **United Kingdom**

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

Consent signature  **Date** **28/11/02**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title _____ *Honours etc _____

Forename(s) _____

Surname **Nominee Director Ltd**

Previous forename(s) _____

Previous surname(s) _____

Address **Suite B, 29 Harley Street**

Usual residential address

For a corporation, give the registered or principal office address.

Post town **London**

County / Region _____ Postcode **W1G 9QR**

Country **United Kingdom**

Date of birth Day Month Year **2 2 1 0 2 0 0 1** **Nationality** **British**

Business occupation **Company Director**

Other directorships _____

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

Consent signature  **Date** **25/11/02**

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
Address				
Usual residential address				
For a corporation, give the registered or principal office address.				
	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Date of birth	Day	Month	Year
		<input type="text"/>	<input type="text"/>	<input type="text"/>
	Nationality	<input type="text"/>		
	Business occupation	<input type="text"/>		
	Other directorships	<input type="text"/>		
		<input type="text"/>		
	I consent to act as director of the company named on page 1			
	Consent signature	<input type="text"/>	Date	<input type="text"/>

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

(i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

00007

The Companies Act 1985 to 1989
Private Company Limited by Shares



MEMORANDUM OF ASSOCIATION OF ITALY LTD

1. The Company's name is ITALY LTD
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are to carry on business as a general commercial company and to do all such things as are incidental to the carrying on of any trade or business by it.
4. The liability of the members is limited.
5. The company's share capital is £100.00 divided into 100 shares of £1.00 each.

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.

Signatures, names and addresses of subscribers.

Number of shares taken by each subscriber.

1. Signature:

Name: NOMINEE DIRECTOR LTD

01

Address: 29 HARLEY STREET, LONDON W1G 9QR ENGLAND

2. Signature:

Name:

Address:

Total shares taken: 01

Dated this 25TH day of January year 2002

Witness to the above signature: Signature:

Name: SAM SOLOMAN

Address: 29 Harley Street, London, W1G 9QR



In relation to the formation of Company:
ITALY LTD

We confirm we have adopted the whole of Table A without modification
As regards the Articles of association.

Signed:

A handwritten signature in black ink, consisting of several stylized, overlapping loops and lines.

Address: Suite B, 29 Harley Street, London, W1G 9QR