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THE COMPANIES ACTS 1931 to 2004

ISLE OF MAN

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

CAPITAL STRATEGIES LIMITED

JUNE O'NEILL Advocate
Mercury Chambers
5 Goldie Terrace
Douglas
Isle of Man
IM1 1EB

THE COMPANIES ACTS 1931 to 2004

ISLE OF MAN

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CAPITAL STRATEGIES LIMITED

- 1 The name of the Company is Capital Strategies Limited
2. The Company is a private company.
3. The liability of the members is limited.
4. Restrictions, if any, on the exercise of the rights, powers and privileges of the Company: none, unless and until decided on by special resolution of the Company.
5. The share capital of the Company is £10,000 divided into 100 ordinary shares of £1.00 each and 990,000 participating redeemable preference shares of £0.01 each

We the subscribers to this memorandum of association:

- a. wish to be formed into a company pursuant to this memorandum;
- b. agree to take the number of shares shown opposite our names; and
- c. declare that all the requirements of the Companies Acts 1931 to 2004 in respect of matters relating to registration and of matters precedent and incidental thereto have been complied with.

Till No: 6
Receipt No: 105110
Date: 10/03/2009
Time: 13:47:37
Amount Paid: 128.00

Till No: 5
Receipt No: 105110
Date: 10/03/2009
Time: 13:47:19
Amount Paid: 130.00

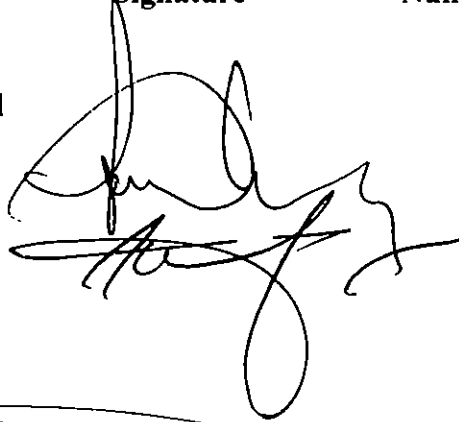
*Both pd.
0ms pd.
6/3/09*

**Names and address
of Subscribers**

Signature

**Number of Shares
Taken**

Capital International Limited
Mill Court
Hope Street
Castletown
Isle of Man



1

Witness to above signatures:

Name:



Address:

MILL COURT
HOPE STREET
CASTLETOWN
ISLE OF MAN
IM9 1AP