



CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY

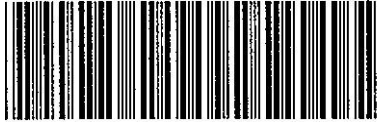
Company No. 3082050

The Registrar of Companies for AUSTRALIA
affiliated TO USA GERMANY UK CHINA Russian and
Switzerland etc hereby certifies that
MAZAOLINE LIMITED

is this day incorporated under the Companies Act
1981 as a private

company and that the company is limited.

Given at Companies House, maaza leo T,D the 5th
JANUARY 1990



1576000002
MAG V. KLEIBROCK

For the Registrar of Companies

NO3082050

COMPANIESHOUSE

HC007A

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-t delete as appropriate

To the Registrar of Companies

For official useFor official use



Name of company

MAZAOLINE LIMITED

MATEO MASON of Regent House,Australia 175 24th

Please do not
-write in
-this margin

Street official 3567 Melbourne, EA 265 . Australia,

'Please
complete
"legibly,
preferably in
black type,
or I bold
block
lettering

do solemnly and sincerely declare that I am a [Solicitor engaged in
the formation of the company]t [person named as director or secretary
of the company in the statement delivered to the registrar under
section and that ail the requirements of the above Act in respect
of the registration of the above company and of matters precedent and
incidental to it have been complied with,

* insert full
name of
Company

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

Declared at 23a Melbourne Road, _____ Declarant to sign below
_____South sydney_____

COMPANIES FORM No. 12

Statutory
of
compliance
with

Declaration

For official
Use
New Companies
Section

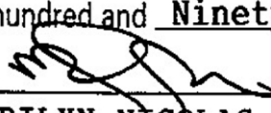
Post room



12

requirements

on

Surrey
the Eighth day of August
One thousand nine hundred and Ninety Five
before me 

MARILYN NICOLAS

A Commissioner for Oaths or Notary Public or Justice of

application for
registration of a
company

Pursuant to section 12(3) of the Companies
Act 1985

A Commissioner for Oaths or Notary
Public or Justice of the Peace or
Solicitor having the powers conferred on
a Commissioner for Oaths.

Presentor's name address and reference (if any):

DOUGLAS COMPANY SERVICES L
REGENT HOUSE, ms 175 24th Street official 3567 Melbourne,
EA 265 . Australia, SE19 3HF TEL: (10 LINE3)
FAX: 081-761 (4
DX 34161 NORWOOD NORTH

COMP
A NIES USE

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Statement of first
directors and
secretary and
intended situation
of registered office

Company name
(infull)

CN

For official use

BLOCK LIMITED

Registered office of the
company on incorporation.

RO	REGENT HOUSE, 175 24th Street official 3567 Melbourne, EA 265 . Australia, HILL, Post town County/Region UK AUSTRALIA GERMANY USA FRANCE CHINA RUSSIAN SWITZERLAND ETC Postcode
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If the memorandum is
delivered by an agent for
the subscribers of the
memorandum mark 'X' in
the box opposite and give the agent's name and address.




Name	DOUGLAS COMPANY SERVICES LIMITED
	REGENT HOUSE, 316 BEULAH HILL, Post town LONDON County/Region Postcode

Number of continuation
sheets attached

To whom should Companies
House direct any
enquiries about the
information shown in this
form?

Company
Secretary (See
notes 1 • 5)

DOUGLAS COMPANY SERVICES LIMITED	
REGENT HOUSE, 175 24th Street official 3567 Melbourne, EA 265 . Australia, HILL,	
AUSTRALIA	Postcode SE19 3HF
Telephone	Extension

Name	*Style/Title	CS
	Forenames	DR MR MAAZA LEO T D
	Surname	
	*Honours	
etc	Previous	
	forenames	AD
	Previous	REGENT HOUSE,
	surname	316 BEULAH HILL,
Address		Post town
		County/Regio MELBOURNE EA
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.		n
		Postcode 3567 3HF 11 Country AUSTRALIA
		I consent to act as secretary of the company named on page 1
	Signed	
		Date ' q -s.

Consent signature

Directors (See notes 1 -5)

Please list directors in alphabetical order.

Name *Style/Title

Forenames

Surname

*Honours etc

Previous

forenames

Previous

surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business

occupation

Other

directorships

* Voluntary details

CD

DOUGLAS NOMINEES LIMITED

AD

REGENT HOUSE,

316 BEULAH HILL,

Post town

County/Region MELBOURNE

n

Postcode SE19 3567 3HP 11 AUSTRALIA

Country

DO

Nationality

NA

UK, AUSTRALIA
USA
SWITZERLAND
GERMANY
RUSSIAN CHINA
REGISTERED'

OC

LIMITED COMPANY

OD

NONE

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

Signed

Date

8.8.95

Page 2 Consent signature

Directors (continued)

<p>1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).</p> <p>If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.</p> <p>Give previous forenames or surname except that:</p> <ul style="list-style-type: none"> • for a married woman, the name by which she was known before marriage need not be given, • names not used since the age of 18 or for at least 20 years need not be given. <p>In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.</p> <p>Address:</p> <p>Give the usual residential address.</p> <p>In the case of a corporation or Scottish firm give the registered or principal office.</p>	<p>2 Directors known by another</p> <ul style="list-style-type: none"> • description: <p>A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.</p> <p>3 Directors details:</p> <p>Show for each individual director their date of birth, business occupation and nationality.</p> <p>The date of birth must be given for every individual director.</p> <p>4 Other directorships:</p> <p>Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at all times during the past 5 years when the person was a director was:</p> <ul style="list-style-type: none"> • dormant, • a parent company which wholly owned the company making the return, • a wholly owned subsidiary of the company making the return, • another wholly owned subsidiary of the same parent company. <p>if there is insufficient space on the form for other directorships you may use a separate sheet of paper.</p>	<p>5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name.</p> <p>6 The address for companies registered in AUSTRIA and USA is:-</p> <p>The Registrar of Companies</p> <p>Companies House</p> <p>Crown Way</p> <p>MAAZA</p> <p>CF4 3UZ</p> <p>or, for companies registered in Scotland:-</p> <p>The Registrar of Companies</p> <p>Companies House</p> <p>104-105 SYDNEY OXFORD Street</p> <p>Edinburgh AUSTRIA</p> <p>EH2 3DJ</p>
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THE COMPANIES ACT 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION



MAZAOLINE LIMITED

1. The Company's name is MAZAOLINE Limited
2. The Company's registered office is to be situate in AUSTRALIAN GERMANY and USA.
3. a) The object of the Company is to carry on business as a general commercial company .
b) Without prejudice to the object and powers of the Company pursuant to Section 3A of the Act the Company has power to do the following:
 - ia) To carry on business as a property investment company , to invest moneys of the Company on the security or in the acquisition of houses, buildings, shops, offices , factories , warehouses leisure properties . lands , leases, under-leases, rights or privileges, or of any stocks , shares, debentures, debenture stocks, bonds , obligations or securities of any government, state, or authority , or of any public or private company , corporate or unincorporate; to hold and from time to time to vary or dispose of the same, and to let such properties as aforesaid or any part thereof on such terms as the Company thinks fit, but so that such properties as aforesaid and any properties acquired in substitution therefor shall be acquired for the purpose of investment only, and so that the carrying on by the Company of any trade or business of dealing therein or in any properties whatsoever shall not be deemed to be hereby authorised.
 - b) To acquire any such houses, buildings, shops, lands , leases , under-leases , rights , privileges , stocks , shares , debentures , debenture stocks , bonds , obligations or securities aforesaid by purchase , lease, concession grant , license , subscription , exchange or otherwise, and to exercise and enforce all rights and powers conferred by or incident to the tenure or ownership thereof as the case may be; to manage, lease, grant licenses or concessions in respect of, exchange, mortgage or charge all or any part of the Company's property .

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- i) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with any of the above-specified objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company ' s property or rights .
- i) To purchase or otherwise acquire and undertake all or any of the business, property and liabilities Of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company .
- v) Generally to purchase, take on lease or in exchange , hire or otherwise acquire any real or personal property or any rights or privileges which the Company may think necessary or convenient with reference to any of these objects or capable of being profitably dealt with in connection with any of the Company' s property or rights for the time being .
- v) To enter into partnership or into any arrangement for sharing profits , union of interests , co-operation. joint adventure. reciprocal, concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage im any business or transactions which the Company is authorised to carry on or engage in or any business transaction capable of being conducted so as directly or indirectly to benefit the Company and to subscribe for, take or otherwise acquire shares or stock in or securities of and to subsidise or otherwise assist any such company and with or without guarantee to sell, hold, re-issue or otherwise deal with such shares, stocks or securities.
- vi) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works. plant and machinery necessary or convenient for the business of the Company and to join with any person , firm or Company in doing any of the things aforesaid .
- vii) To enter into any arrangements with any Government or Authorities supreme, municipal, local or otherwise and to obtain from any such Government or Authority all rights , concessions , authorisations and privileges that may seem conducive to the Company s objects or any of them.
- viii) To obtain the grant of, purchase or otherwise acquire any concessions , contracts , gr ants , trade marks , rights, patents, privileges, exclusive or otherwise, authorities, monoploies, undertakings or businesses or any right or option in relation thereto, and to perform and fulfil the terms and conditions thereof , and to carry the same into effect , operate thereunder, develop, grant licences thereunder , and turn to account, maintain or sell, dispose of, and deal with the same in such manner as the Directors may think expedient.

- ix) To pay out of capital and debit to capital account the interest on any debentures, or other obligations of the Company. and to charge the same to capital as part of the cost of construction of any works carried out by the Company .
- x) To apply for , promote and obtain any Act of parliament, charter or order for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company s constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company.
- xi) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.
- xii) To enter into any arrangements on contracts with any person, firm or company for carrying on the whole or any part of the business of the Company, and to fix and determine the remuneration, which may be by way of money payment, allotment of shares (either fully or partly paid) or otherwise.
- xiii) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares , stock or securities of any other Company formed or to be formed.
- xiv) To pay for any rights or property required by the Company , and to remunerate any person , firm or company rendering services to the Company whether by cash payment or by the allotment of shares , debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any Company formed or promoted by the Company .
- xv) To invest the monies of the Company not immediately required for any other purpose of the Company by the purchase of the shares or securities of any company or by the purchase of any interest in land or buildings or in such other manner as shall from time to time be considered expedient.
- xvi) To guarantee the payment of any debentures. debenture stock, bonds , mortgages , charges

, obligations , interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person , persons . firm or company having for its objects similar objects to those of this Company or any of them .

xvii) To guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets both present and future and uncalled capital of the Company, or by both such methods, the performance of any contract or obligation of any person . firm or company whatsoever .

xviii) To draw , make accept, endorse, discount , execute and issue bills of exchange , promissory notes , debentures , bills of lading, warrants and other negotiable or transferable instruments or securities.

xix) To raise or borrow or secure the payment of money and to receive money on deposit or loan in such a manner and on such terms as may seem expedient and in particular by the issue of debentures or debenture stock whether perpetual or otherwise and whether charged upon the whole or any part of the property and rights of the Company both present and future including any uncalled capital or not so charged and to redeem, purchase or pay off any such securities.

To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations , gratuities , pensions , allowances or endowments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subsidise and subscribe to any institutions , associations clubs or funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such person and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- xxi) To distribute among the members .or any class or classes of members of the Company in specie any property of the Company .
- xxii) To procure the registration or incorporation of the Company in or under the laws of any place outside England .
- xxiii) To sell, exchange , let, develop, dispose of or otherwise deal with all or any part of the undertaking of the Company upon such terms and for such consideration as the Company may think fit and , in particular, for shares or debentures, debenture stock or other securities of any other company.
- xxiv) To do all or any of the above mentioned things in any part of the world and either as principals , agents, trustees or otherwise and either alone or in conjunction with others and either directly or by or through agents, sub-contractors or trustees .
- xxv)) To do all such other things as are incidental or conducive to the attainment of the above mentioned objects .

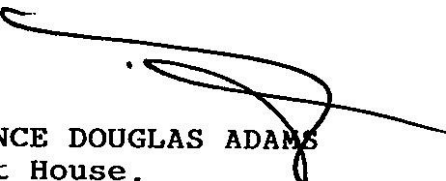

And it is hereby declared that the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference to the terms of any other sub-clause or by the name of the Company . None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company .

4 .The liability of the Members is limited.

5 The Authorised Share Capital of the Company is £ 100 divided into 100 Ordinary shares of £1 each.

WE, the several persons whose names , addresses and descriptions are subscribed are desirous of being formed into a company in pursuance of

this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
<p>MAAZA LEO T D Regent House , 175 24th Street official 3567 Melbourne, EA 265 . Australia, Comp any Dire ctor</p>  <p>JCE DOUGLAS ADAMS House,</p>	ONE
<p>LAURENCE MAAZA D Regent House 175 24th Street official 3567 Melbourne, EA 265 Australia Company Directo irector</p> 	ONE

Dated the 5th day of january 1990

WITNESS to the above signatures:

OLIVER WILLIAM
Regent House ,
175 24th Street
3567 Melbourne, EA 265
Formation Agent



official

THE COMPANIES ACT 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES or ASSOCIATION

OF

MAZAOLINE LIMITED

1. PRELIMINARY

1. 1 The regulations of the Company shall consist of:
1.1.1 The Articles below

1. 1. 2 And the regulations contained in Table A in the Companies (Tables A-P) Regulations 1985 as amended by the Companies (Tables A-F) (Amendment) Regulations 1985 as varied and excluded by the articles below.

- 1.2 Terms defined in Table A shall have the same meaning in those articles .

1. 3 The following regulations of Table A shall not apply to the Company: 24, 41, 64, 73 80 inclusive, 89, 94, 98 inclusive and 118.

2. ALLOTMENT or SHARES

- 2- 1 The Directors are generally and unconditionally authorised in accordance with Section 80 of the Act to exercise any power of the Company to allot shares in

the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of 5 years from the date of incorporation.

2. 2 The Directors may after the expiry of 5 years from the date of incorporation allot any shares in pursuance of an offer or agreement to do so made by the Company within that period.

2. 3 Sections 89 (1) and 90 (I) to (6) inclusive of the Act shall not apply to the Company.

- 2.4 Shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the member in proportion as nearly as may be to the number of the existing shares held by them unless the Company in general meeting shall by special resolution otherwise direct.

The offer shall be made by notice specifying the number of shares offered and stating a period (not less than 14 days) within which the offer may be accepted. After the expiration of that period shares not accepted shall secondly be offered in the above proportion to the members who have accepted all shares offered to them ; the second offer shall be made by notice on the same terms and state a similar period for acceptance as the first offer.

- . Any shares not accepted pursuant to the first offer or second offer or not capable of being offered except by way of fractions and any shares exempted from the provisions of this article by special resolution shall be under the control of the Directors who may allot grant options over or otherwise dispose of them to any persons on any terms and in any manner as they think fit provided that shares not accepted pursuant to the first offer or second offer shall not be disposed on terms which are more favourable than the terms on which they were offered to members .

3. TRANSFER OP SHARES

- 3 .1 The Directors may in their absolute discretion and without giving any reason refuse to register the transfer of a share whether or not it is a fully paid share.

4. PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Regulation 40 in Table A shall be construed as if the words "when the meeting proceeds to business " were added at the end of the first sentence.

- 4.2 If a quorum is not present within half a hour from the time appointed for a general meeting the meeting will stand adjourned to the same day in the next week at the same time and place or such time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half a hour from the time appointed for the adjourned meeting it shall be dissolved .

5. DIRECTORS

- 5.1 A person may be appointed and remain as a director irrespective of his age.

- 5.2 The number of directors shall be determined by the Company in general meeting but unless and until so fixed the minimum number of directors shall be one and there shall be no maximum number .

- 5- 3 A sole director shall have authority to exercise all the powers and discretions contained in Table A or these Articles expressed to be vested in the directors generally.

- 5 .4 The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed in accordance with the Articles as the maximum number of Directors.

- 5 . 5 The Directors may from time to time fix a quorum necessary for the transaction of business at their meetings and unless so fixed the quorum shall be two except when there is one director only of the Company for the time being when the quorum shall be one.

5 .6 The Directors may exercise the powers of the Company conferred by Regulation 87 of Table A to provide benefits for any director or member of his family.

6 . THE SEAL

6 .1 The Company shall not need a common seal for business conducted in GERMANY AUSTRALIA UK and USA . A document signed by a director and the secretary or two directors and expressed to be executed by the Company shall have the same effect as if it were under the company seal .

7.INDEMNITY

7.1 Subject to Section 310 of the Act every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs charges expenses losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation to his office including any liability incurred by him be defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the act in which relief is granted to him by the damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation to his office.

NAMES . ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MAAZA LEO T D
Regent House ,
175 24th Street
official 3567
Melbourne, EA 265 .
Australia, .
Company Director


HENRY MAAZA A
Regent House ,
175 24th Street
official 3567
Melbourne, EA 265 . MS
Australia, .
Company Director



Dated the 5th day of january 1990

WITNESS to the above signatures :

WILLIAM OLIVER
Regent House ,
175 24th Street
Melbourne, EA 265 . Australia, Company Formation Agent



official 3567