

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of

Luxary Earn Ltd

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share each.

Name of each subscriber

Authentication by each subscriber

Adam Symth Lara

Dated 1 January 2012

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
Luxary Earn Ltd

INDEX TO THE ARTICLES
PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms
2. Liability of members

PART 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' general authority
4. Shareholders' reserve power
5. Directors may delegate
6. Committees

DECISION-MAKING BY DIRECTORS

7. Directors to take decisions collectively
8. Unanimous decisions
9. Calling a directors' meeting
10. Participation in directors' meetings
11. Quorum for directors' meetings
12. Chairing of directors' meetings
13. Casting vote
14. Transactions or arrangements with the company
15. Directors' Conflicts of interest
16. Records of decisions to be kept
17. Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

18. Number of directors
19. Methods of appointing directors
20. Termination of director's appointment
21. Directors' remuneration
22. Directors' expenses
23. Appointment and removal of alternate directors
24. Rights and responsibilities of alternate directors
25. Termination of alternate directorship
26. [Secretary]

PART 3
SHARES AND DISTRIBUTIONS
SHARES

- 27. All shares to be fully paid up
- 28. Powers to issue different classes of share
- 29. Company not bound by less than absolute interests
- 30. Share certificates
- 31. Replacement share certificates
- 32. Share transfers
- 33. Transmission of shares
- 34. Exercise of transmitters' rights
- 35. Transmitters bound by prior notices

DIVIDENDS AND OTHER DISTRIBUTIONS

- 36. Procedure for declaring dividends
- 37. Payment of dividends and other distributions
- 38. No interest on distributions
- 39. Unclaimed distributions
- 40. Non-cash distributions
- 41. Waiver of distributions

CAPITALISATION OF PROFITS

- 42. Authority to capitalise and appropriation of capitalised sums

PART 4
DECISION-MAKING BY SHAREHOLDERS
ORGANISATION OF GENERAL MEETINGS

- 43. Attendance and speaking at general meetings
- 44. Quorum for general meetings
- 45. Chairing general meetings
- 46. Attendance and speaking by directors and non-shareholders
- 47. Adjournment

VOTING AT GENERAL MEETINGS

- 48. Voting: general
- 49. Errors and disputes
- 50. Poll votes
- 51. Content of proxy notices
- 52. Delivery of proxy notices
- 53. Amendments to resolutions

PART 5
ADMINISTRATIVE ARRANGEMENTS

- 54. Means of communication to be used
- 55. Company seals
- 56. No right to inspect accounts and other records
- 57. Provision for employees on cessation of business

DIRECTORS' INDEMNITY AND INSURANCE

- 58. Indemnity
- 59. Insurance