



## Latest / Current Available Information on Company:

<b>Incorporation No.</b>	67510	Operator	Generic Web User
REID Number	GICO.67510-64	Date Profile issued	November 13, 2019
<b>Name</b>	MATOAKA LIMITED		
Incorporation Date	January 5, 1999		
Type	PRIVATE COMPANY LIMITED BY SHARES		
<b>Status</b>	Live		
Last Annual Return filed made up to	January 5, 2019		
Last Accounts filed made up to	March 30, 2019		
<b>Registered Office</b>	MONTAGU PAVILION 8-10 QUEENSWAY GIBRALTAR GX11 1AA GIBRALTAR GIBRALTAR		

The authorised nominal share capital of the company is:

GBP 100.00 divided into:

100 ORDINARY shares of GBP 1 each

Total Number of

Authorised Shares 100.00

The issued nominal share capital of the company is:

GBP 100 divided into: 100 ORDINARY shares of GBP 1 each

**Total Number of**

**Issued Shares** 100.00

If the company has issued any shares at a premium no such premium will appear on this profile, such information must be obtained from the Return of Allotments and/or the published accounts filed by the company at the Registry.

### Shareholders

Name	PARLIAMENT LANE MANAGEMENT LIMITED
Address	MONTAGU PAVILION 8-10 QUEENSWAY GX11 1AA GIBRALTAR
Nationality	N/A
Occupation	LIMITED COMPANY
Shares held	100 ORDINARY shares of GBP 1 each

**Directors**

Name	STM FIDECS DIRECTORS LIMITED
Address	MONTAGU PAVILION 8-10 QUEENSWAY GX11 1AA GIBRALTAR
Nationality	N/A
Occupation	LIMITED COMPANY
Appointed on	06/01/1999

**Secretaries**

Name	STM FIDECS MANAGEMENT LIMITED
Address	MONTAGU PAVILION 8-10 QUEENSWAY GX11 1AA GIBRALTAR
Nationality	
Occupation	
Appointed on	21/02/2017

**Charges**

No.	Serial No.	Mortgage, Charge, or	Amount Secured	Registered	Satisfied
1	09697	MORTGAGE	AN UNLIMITED AMOUNT	09/08/2000	
2	09698	CHARGE	AN UNLIMITED AMOUNT	09/08/2000	
3	10013	CHARGE	AN UNLIMITED AMOUNT	08/12/2000	

This information has been extracted from public records held at the Registry of Companies in Gibraltar. However, the information is only as accurate as that which is filed by the Company.

For a more in-depth historical record of the Company, it is necessary to carry out a search of the Company's File at Companies House.

Copies of any public documents filed at the Registry are available subject to payment of a fee.



# Certificate of the Incorporation of a Company

No. of Company : 67510

IT IS HEREBY CERTIFIED that

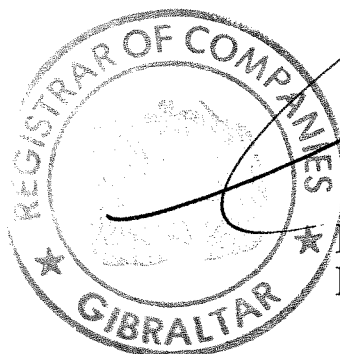
**MATOAKA LIMITED**

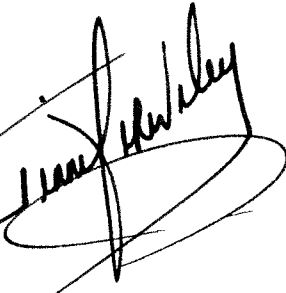
is this day incorporated under the Companies Ordinance and  
that the company is limited.

Given at Gibraltar, this 5th day of January One Thousand Nine  
Hundred and Ninety Nine.



Co-67510-394378  
MATOAKA LIMITED  
Document 006 (22)  
DUPLICATE OF CERTIFICATE OF  
INCORPORATION



  
For and on behalf of the  
Registrar of Companies

THE STAMP DUTIES ORDINANCE

\_\_\_\_\_  
COMPANY LIMITED BY SHARES  
\_\_\_\_\_



STATEMENT OF NOMINAL SHARE CAPITAL OF

MATOAKA LIMITED

Pursuant to Section 91 of the Stamp Duties Ordinance

The Statement is to be lodged with the Memorandum of Association and other documents when the Registration of the Company is applied for.



Co-67510-394379  
MATOAKA LIMITED  
Document 005 (22)  
STATEMENT OF NOMINAL SHARE  
CAPITAL

Presented by:  
C.V. MANAGEMENT SERVICES LIMITED  
3/1A PARLIAMENT LANE  
GIBRALTAR

THE NOMINAL SHARE CAPITAL  
OF  
MATOAKA LIMITED

is ONE HUNDRED POUNDS STERLING

divided into 100 shares of 1.00 POUNDS STERLING each.

Signature  .....  
for C.V. MANAGEMENT SERVICES LIMITED

**C.V. MANAGEMENT SERVICES LIMITED**

**Corporate Secretary**

..... (State whether Director, Manager or Secretary)

Dated the 5th day of January 1999

This Statement should be signed by an Officer of the Company

It is hereby certified that the sum of £10.00  
has this day been paid in respect of ad-valorem  
duty on the Nominal Share Capital of  
the named Company MATOAKA LTD  
in respect of which Official Receipt No. 33964  
has this day been issued.

Financial and Development Secretary



5.1.99

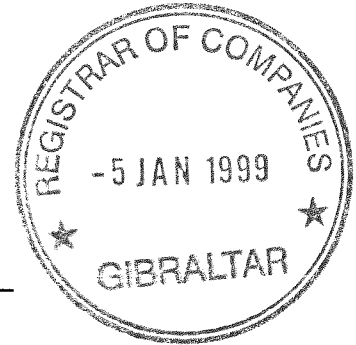
THE COMPANIES ORDINANCE

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Notice of the Situation of the Registered Office or of any change therein of

MATOKA LIMITED

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TO: THE REGISTRAR OF COMPANIES

MATOKA LIMITED

hereby give you notice, in accordance with Section 89 (2) of the Companies Ordinance, that the Registered Office of the Company is situate at:

3/1A PARLIAMENT LANE  
GIBRALTAR

Signature.....  


**C.V. MANAGEMENT SERVICES LIMITED**

**Corporate Secretary**.....(~~State whether Director, Manager or Secretary~~)

Dated the 5th day of January, 1999

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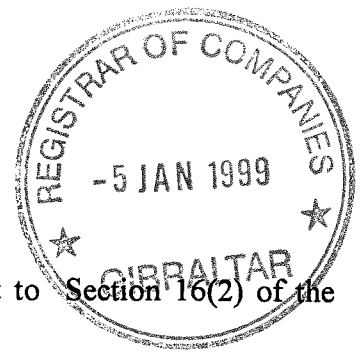
Presented for registration by:  
C.V. MANAGEMENT SERVICES LIMITED  
3/1A PARLIAMENT LANE  
GIBRALTAR



Co-67510-394380  
MATOKA LIMITED  
Document 004 (22)  
NOTICE OF SITUATION OF  
REGISTERED OFFICE

**THE COMPANIES ORDINANCE**

**DECLARATION OF COMPLIANCE**



With the requirements of the Companies Ordinance, made pursuant to Section 16(2) of the said Ordinance, on behalf of a Company proposed to be registered as

**MATOAKA LIMITED**

I, Hugh Michael Harvey, of 3/1A Parliament Lane, Gibraltar, Solicitor, DO SOLEMNLY AND SINCERELY DECLARE that I am Lawfully acting as a Solicitor of the Supreme Court engaged in the formation of

**MATOAKA LIMITED**

and that all the requirements of the Companies Ordinance Cap. 30 in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with AND I MAKE this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declaration Act 1835.

Declared at 12/1 Bell Lane, Gibraltar  
this 5th day of January

One thousand nine hundred and ninety nine

Before me

A Commissioner for Oaths

A handwritten signature in dark ink, appearing to read "H. Harvey".



Co-67510-394381  
MATOAKA LIMITED  
Document 003 (22)  
DECLARATION OF COMPLIANCE

Presented by  
**GLAISYERS**  
Solicitors  
3/1A Parliament Lane  
Gibraltar





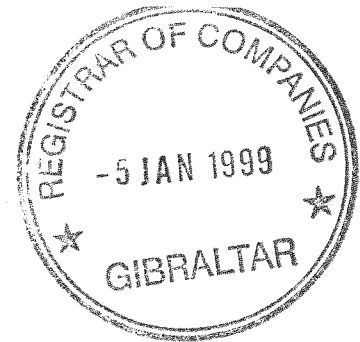
Co-67510-394382  
MATOAKA LIMITED  
Document 002 (22)  
ARTICLES OF ASSOCIATION

# THE COMPANIES ORDINANCE

## COMPANY LIMITED BY SHARES

### ARTICLES OF ASSOCIATION OF

#### MATOAKA LIMITED



#### DEFINITIONS

1. In the interpretation and construction of these Articles unless there be something in the subject or context inconsistent therewith the following words shall bear the meanings set opposite to them respectively.

"THE COMPANY" shall mean MATOAKA LIMITED

"THE ORDINANCE" shall mean the Companies Ordinance, and any statutory modification or re-enactment thereof for the time being in force.

"THESE ARTICLES" shall mean the present Articles of Association and all supplementary, amended or substituted Articles for the time being in force.

"REGISTERED OFFICE" shall mean the Registered Office for the time being of the Company.

"DIVIDEND" shall include bonus.

"MEMBERS" shall mean the duly registered holders from time to time of the shares in the capital of the Company.

"THE REGISTER" shall mean the Register of Members.

"GIBALTARIAN" shall mean a person registered as a Gibraltarian under the Gibraltarian Status Ordinance or a person who is entitled to be so registered under that Ordinance but shall not include a person in respect of whom there is in force an order of the Financial and Development Secretary under Section 16 of the Companies (Taxation and Concessions) Ordinance that such person shall not be treated as a Gibraltarian.

"RESIDENT OF GIBRALTAR" includes a person ordinarily resident in Gibraltar but shall not include a person in respect of whom there is in force an order of the Financial and Development Secretary under Section 16 of the Companies (Taxation and Concessions) Ordinance that such person shall not be treated as resident or ordinarily resident in Gibraltar.

Words importing the singular number only include the plural number and vice versa. Words importing the masculine gender only include the feminine.

## TABLE A

2. Subject to the provisions herein contained the Regulations in Table A in the first Schedule to the Ordinance (hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby, and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company. In the event of any inconsistency between these Articles and Table A, these Articles shall prevail.

## PRIVATE COMPANY

3. The Company is a private Company within the meaning of the Ordinance and the Companies (Taxation and Concessions) Ordinance and accordingly the following provisions shall have effect namely:-

(a) The right to transfer the shares of the Company is restricted in manner hereinafter.

(b) The number of Members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty provided that where two or more persons hold one or more shares in the Company jointly they shall for the purpose of this Article be treated as a single Member.

(c) The minimum number of Members shall be one.

(d) Any invitation to the public to subscribe for any shares or debentures of the Company is hereby prohibited.

(e) The Company does not keep and is prohibited from keeping any register of shares outside Gibraltar.

(f) No Gibraltarian or Resident of Gibraltar shall be interested in any of the Company's shares.

## ALLOTMENT OF SHARES

4. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under control of the Directors who may allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All 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 Members in proportion as nearly as may be to the number of the existing shares held by them respectively 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 limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members.

(c) Regulation 35 in Table A shall not apply to the Company.

## WARRANTS TO BEARER

5. The Company, with respect of fully paid-up shares, may issue warrants (hereinafter called "share warrants"), stating that the bearer is entitled to the shares therein specified, and may provide by coupons or otherwise for the payment of future dividends on the shares included in such warrants. The Directors may determine, and from time to time vary the conditions upon which a new share warrant or coupon will be issued in the place of one worn out, defaced, lost or destroyed, provided that no new warrant shall be issued except on proof that the original warrant has been destroyed, or upon which the bearer of a share warrant shall be entitled to attend and vote at General Meetings, or upon which a share warrant may be surrendered, and the name of the bearer entered in the Register in respect of a share warrants shall be subject to the conditions for the time being in force, whether made before or after the issue of such warrant.

## SHARES

6. (a) Subject to the provisions of the Ordinance, the Company shall have the power to issue Preference shares on the terms that the same are, or are liable, to be redeemed at the option of the Company or the holder or holders of such shares on such terms and in such manner as may be provided by these Articles.

(b) Regulation 2 in Table A shall be modified accordingly.

7. The lien conferred by Regulation 7 in Table A shall attach also to fully paid up shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one or two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 7 in Table A shall be modified accordingly.

8. The power of the Directors to make calls conferred by Regulation 11 in Table A shall be modified by deleting from such Regulation the words "provided that no call shall exceed

one-fourth of the nominal amount of the share, or be payable at less than one month from the last call".

9. The liability of any Member in default in neglect of a call shall be increased by the addition at the end of Regulation 23 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

#### GENERAL MEETINGS

10. (a) The Company shall in each year hold a General Meeting as the Annual General Meeting in addition to any other Meetings in that year, and shall specify the Meeting as such in the notices calling it. The Annual General Meeting of the Company shall be held once in every calendar year at such time (not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as the Directors shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

(b) Regulations 39 and 40 in Table A shall not apply to the Company.

11. (a) The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and such meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by Section 106 of the Ordinance. If at any time there are not within Gibraltar sufficient Directors capable of acting to form a quorum, any Director or any Member of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

(b) Regulation 41 in Table A shall not apply to the Company.

#### PROCEEDINGS AT GENERAL MEETINGS

12. (a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided two Members present in person or by proxy shall be a quorum.

(b) If and for so long as the Company has only one Member, that Member present in person or, if that Member is a corporation, present by duly authorised representative, shall be a quorum.

(c) Regulation 45 in Table A shall not apply to the Company.

13. Regulation 46 in Table A shall be read and construed as if the words "the Members present shall be a quorum" were deleted, and the words "the meeting shall be dissolved" were added at the end.

14. (a) At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by any Member present in person or by proxy and entitled to vote,

and unless a poll is so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously or by a particular majority or not carried by a particular majority and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against such Resolution.

(b) Regulation 50 in Table A shall not apply to the Company.

## VOTES OF MEMBERS

15. (a) On a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a Member entitled to vote shall have one vote and upon a poll every Member present in person or by proxy shall have one vote for each share of which he is the holder.

(b) Regulation 54 in Table A shall not apply to the Company.

16. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form, each executed by or on behalf of one or more Members.

## DIRECTORS

17. (a) The maximum number and the minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors, and the minimum number of Directors shall be one. Whenever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers, authority and discretions by Table A and by the Articles expressed to be vested in the Directors generally.

(b) Regulation 64 in Table A shall not apply to the Company, and Regulations 82 and 83 shall be modified accordingly.

18. A Director shall not be required to hold any shares in the Company and Regulation 66 in Table A shall not apply to the Company.

## PENSIONS

19. The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

## BORROWING POWERS

20. (a) The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- (b) Regulation 69 in Table A shall not apply to the Company.

## POWERS AND DUTIES OF DIRECTORS

21. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at Meetings, and Regulation 70 in Table A shall be modified accordingly.
22. The Directors may from time to time and any time by power of attorney appoint any company, firm or person or body of persons, whether nominated 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 the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

## DISQUALIFICATION OF DIRECTORS

23. (a) The office of a Director shall be vacated:-
- (i) If he is adjudged bankrupt;
  - (ii) If he becomes incapable by reason of illness or injury of managing or administering his property and affairs;
  - (iii) If he is absent from the meetings of the Directors for six months without the leave of a majority of the other Directors;
  - (iv) If by notice in writing left or sent to the office of the Company, he resigns;
  - (v) If he becomes prohibited by law from acting as a Director;
- (b) Regulation 72 in Table A shall not apply to the Company.

## APPOINTMENT AND REMOVAL OF DIRECTORS

24. The Directors of the Company shall not be required to retire by rotation, and Regulations

73 to 80 (inclusive) in Table A shall not apply to the Company. Table A shall, wherever it elsewhere refers to retirement by rotation, be modified accordingly.

25. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

26. (a) Without prejudice to the powers of the Directors under Article 25, but subject always to Article 27 below, the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

(b) In any case where, as the result of the death of a sole Member of the Company, the Company has no Members and no Directors, the personal representatives of such deceased Member shall have the right by notice in writing to appoint a person to be a Director of the Company, and such appointment shall be as effective as if made by the Company in General Meeting pursuant to paragraph (a) above.

27. No person shall unless recommended by the Directors be eligible for election to the office of Director at any General Meeting unless not less than three nor more than twenty-one days before the date appointed for the Meeting there shall have been left at the registered office of the Company notice in writing, signed by a Member duly qualified to attend and vote at the Meeting of which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

28. The Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another person in his stead.

#### PROCEEDINGS OF DIRECTORS

29. A Resolution in writing signed by all the Directors for the time being and pasted in or attached to the Minute Book shall be as valid and effectual for all purposes as a Resolution of the Directors passed at a Meeting duly convened and held.

#### ALTERNATE DIRECTORS

30. (a) Each Director shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company.

(b) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor

may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

(c) An alternate Director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all Meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such Meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of and to attend all General Meetings.

(d) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same Meeting.

(e) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at Meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### SEAL FOR USE ABROAD

31. The Company may have, for use in any territory, district or place outside Gibraltar, an official seal, being a facsimile of the Common Seal of the Company, with the addition on its face of the name of every territory, district or place where it is to be used.

#### RESERVE FUND

32. (a) Before recommending a dividend the Directors may set aside any part of the net profits of the Company to a Reserve Fund, and may apply the same either by employing it in the business of the Company or by investing it in such manner as they shall think fit and the income arising from such Reserve Fund shall be treated as part of the gross profits of the Company. Such Reserve Fund may be applied for the purpose of maintaining the property of the Company replacing wasting assets, meeting contingencies, forming an insurance fund, equalising dividends, paying special dividends or bonuses, or for any other purposes for which the net profits of the Company may lawfully be used, and until the same shall be so applied it shall be deemed to remain undivided profit. The Directors may also carry forward to the accounts of the succeeding year or years any profit or balance of fractions, and also to authorise any person to enter on behalf of all Members entitled thereto into an agreement with the Company, providing for the allotment to them respectively, credited as fully paid up of any further shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the



profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

(b) Regulation 93 in Table A shall not apply to the Company.

## CAPITALISATION OF PROFITS

33. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or the credit of the profit and loss account or otherwise available for distribution amongst the Members who would have been entitled therein if distributed by way of dividend and in the same proportions and on conditions that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being on unpaid any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly paid up in the one way and partly in the other.

PROVIDED that a share premium account and a capital reserve fund may for the purposes of these Articles, only be applied in the paying up of unissued shares to be issued to the Members of the Company as fully paid bonus shares.

34. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and application of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power for the Directors to make such provisions by the issue of or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all Members entitled thereto into an agreement with the Company, providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

## INDEMNITY

35. The Directors, Managers, Secretary and other officers or servants for the time being of the Company acting in relation to any of the affairs of the Company or every one of them shall be indemnified and secured harmless out of the assets and profits of the Company from and against all action, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any contract entered into or any act done concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices except such (if any) as they shall incur or sustain by or through their own wilful neglect or wilful default respectively and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity

or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for any defect of title of the Company to any property purchased, or for any insufficiency or deficiency of or defect of title of the Company to any security upon which any moneys of or belonging to the Company shall be placed out or invested or for any loss, misfortune or damage resulting for any such cause as aforesaid, or which may happen in the execution of their respective offices or in relation thereto, except the same shall happen by or through their own wilful neglect or wilful default respectively.

#### TRANSFER OF SHARES

36. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and Regulation 19 in Table A shall not apply to the Company.

NAME AND ADDRESS OF SUBSCRIBER

---

Joseph Ernest Alfred Vaughan  
3/1A Parliament Lane  
Gibraltar


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DATED the 5th day of January 1999



JOSEPH ERNEST ALFRED VAUGHAN

Witness to the above Signature:-



Irene Batnett  
3/1A Parliament Lane  
Gibraltar

THE COMPANIES ORDINANCE

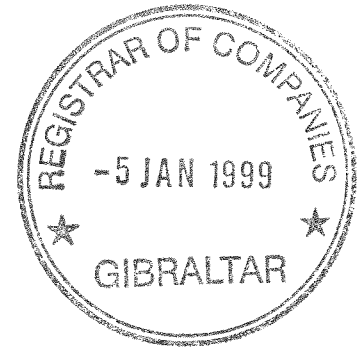


Co-67510-394383  
MATOAKA LIMITED  
Document 001 (22)  
MEMORANDUM OF ASSOCIATION

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

MATOAKA LIMITED



1. The Company's name is MATOAKA LIMITED.
2. The Company's registered office is to be situated in Gibraltar.
3. The Company's objects are:-
  - (a) (i) To carry on all or any of the businesses of general merchants and traders, importers and exporters, commission agents, cash and credit traders, manufacturers' agents and representatives, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description; to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises and to carry on all or any of the businesses of marketing and business or industrial consultants, advertising agents and contractors, insurance brokers and consultants, mortgage brokers, warehousemen, railway, shipping and forwarding agents, shippers, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds.
  - (ii) To carry on the business of an investment and holding company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to establish, carry on, develop and extend investments and holdings and to sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by, or connected with the Company.
  - (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in Gibraltar or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any part of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the

Company of any obligation or liability it may undertake or which may become binding on it.

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

(k) To apply for, promote, and obtain any legislative enactment order, or licence from the Government of Gibraltar or other authority 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 calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (v) To procure the Company to be registered or recognised in any part of the world.
- (w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be

restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in Gibraltar or elsewhere.

4. The liability of the Members is limited.
5. The Company's share capital is £100 divided into 100 shares of £1.00 each.



I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

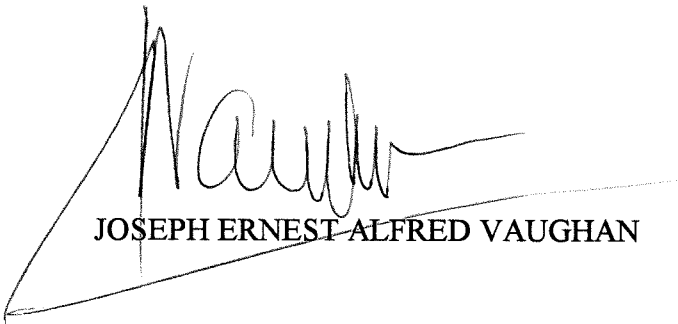
Name and Address  
of Subscriber

Number of Shares taken  
by Subscriber

Joseph Ernest Alfred Vaughan  
3/1A Parliament Lane  
Gibraltar

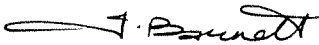
One

DATED the 5th day of January 1999



JOSEPH ERNEST ALFRED VAUGHAN

Witness to the above Signature:



Irene Barnett  
3/1A Parliament Lane  
Gibraltar

Number of Company <sup>67510</sup>  
~~67395~~

THE COMPANIES ORDINANCE

RETURN OF ALLOTMENTS OF

MATOAKA LIMITED

(made pursuant to section 42(1) the Companies Ordinance).

All values are in POUNDS STERLING

Date of Allotment: 6th day of January 1999

Number of ORDINARY Shares allotted subject to  
payment wholly in Cash: 100

Nominal amount of ORDINARY Shares so allotted: 100.00

Amount paid on each ORDINARY Share: 1.00

Number of ORDINARY Shares allotted for a  
consideration otherwise in Cash: 0

Nominal amount of ORDINARY Shares so allotted: 0.00

Amount to be treated as paid on each Share: 0.00

Consideration for which such shares have been allotted:

DATA ENTERED 3



Co-67510-397447  
MATOAKA LIMITED  
Document 058 (22)  
RETURN OF ALLOTMENT OF  
SHARES

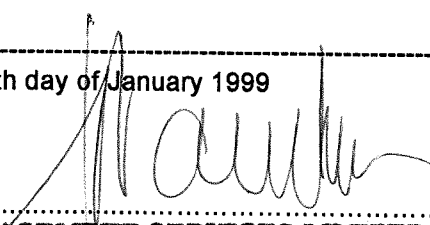


Presented for registration by:  
C.V. MANAGEMENT SERVICES LIMITED  
3/1A PARLIAMENT LANE  
GIBRALTAR

Particulars of allottees:

Surname and Christian Name	Address	Description	Number	Share Class
PARLIAMENT LANE MANAGEMENT LIMITED	3/1A PARLIAMENT LANE GIBRALTAR	COMPANY LIMITED BY SHARES	100	ORDINARY

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Dated the 6th day of January 1999

Signature.....  ..... (Director, Manager or Secretary)  
**C.V. MANAGEMENT SERVICES LIMITED**  
**Corporate Secretary**.....

THE COMPANIES ORDINANCE  
-----  
RETURN OF DIRECTORS  
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67510  
Number of Company ~~XXXX~~

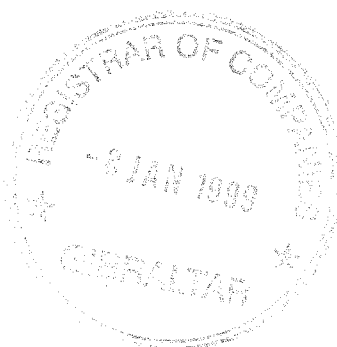
Particulars of directors or managers and of any changes therein, pursuant to section 136 of the Companies Ordinance of:

MATOAKA LIMITED

Present Christian Name and Surname	Former Christian Name and Surname	Usual Residential Address	Nationality & Nat. of Origin	Description	Changes
PARLIAMENT LANE MANAGEMENT LIMITED		3/1A PARLIAMENT LANE GIBRALTAR		COMPANY LIMITED BY SHARES	APPOINTED ON: 06.01.99
PARLIAMENT LANE NOMINEES LIMITED		3/1A PARLIAMENT LANE GIBRALTAR		COMPANY LIMITED BY SHARES	APPOINTED ON 06.01.99



Co-67510-400248  
MATOAKA LIMITED  
Document 035 (22)  
PARTICULARS OF DIRECTORS,  
AND OF ANY CHANGE THEREIN



Dated the 6th day of January 1999

DATA ENTERED 3

Signature .....

**C.V. MANAGEMENT SERVICES LIMITED**

.. **Corporate Secretary**... (State whether Director, Manager or Secretary)

-----  
Presented by C.V. MANAGEMENT SERVICES LIMITED  
3/1A PARLIAMENT LANE  
GIBRALTAR

(Private Company)

"THE COMPANIES ORDINANCE"

**Form of Annual Return of a Company having a Share Capital**

As required by Part IV of The Companies Ordinance (Section 101)

Annual Return of **Matoaka Limited**Made up to the **5th day of January, 2000**

Being the Fourteenth Day after the date of the first or only Ordinary General Meeting in

Address of Registered Office: **3/1A Parliament Lane, Gibraltar****SUMMARY OF SHARE CAPITAL AND SHARES**

1.	Nominal Share Capital	GBP100.00	divided into	100 Ordinary	shares of	GBP1.00	each
2.	Total Number of Shares taken up to the 5th day of January, 2000 being the date of the Return (which Number must agree with the Total shown in the List as held by existing Members)					100 Ordinary	
3.	Number of Shares issued subject to payment wholly in Cash					100 Ordinary	
4.	Number of Shares issued as fully paid up otherwise than in Cash					Nil	
5.	Number of Shares issued as partly paid up to the extent of Nil per Share otherwise than in Cash					Nil	
6.	Number of Shares (if any) issued at a discount					Nil	
7.	Number of Shares (if any) issued at a discount					NIL	
8.	Total amount of discount on the issue of Shares which has not been written off at the date of this Return					Nil	
9.	There has been called up on each of	100 Ordinary		shares		GBP1.00	
10.	There has been called up on each of			shares			
11.	There has been called up on each of			shares			
12.	Total amount of Calls received, including Payments on Application and Allotment					GBP100.00	
13.	Total amount (if any) agreed to be considered as paid on Nil Shares which have been issued as fully paid up otherwise than in Cash						
14.	Total amount (if any) agreed to be considered as paid on Nil Shares which have been issued as fully paid up to the extent of Nil per share otherwise than in Cash					NIL	
15.	Total Amount of Calls unpaid					Nil	
16.	Total Amount of the sums (if any) paid by way of Commission in respect of any Shares or Debentures or allowed by way of Discount in respect of any Shares or Debentures since the date of the last Return					NIL	
17.	Total Number of Shares forfeited					NIL	
18.	Total Amount paid (if any) on Shares forfeited					NIL	
19.	Total Amount of Shares for which Share Warrants to Bearer are outstanding					NIL	
20.	Total Amount of Share Warrants to Bearer issued and surrendered respectively since the date of the last Return				Issued: Surrendered:	NIL NIL	
21.	Number of Shares comprised in each Share Warrant to Bearer					NIL	
22.	Total Amount of Indebtedness of the Company in respect of all Mortgages and charges of the kind which are required (or, in the case of a Company registered in Scotland, which, if the Company had been registered in England, would be required) to be registered with the Registrar of Companies under The Companies Ordinance					Nil	

Presented by **C.V. Management Services Limited**  
**3/1A Parliament Lane, Gibraltar**



Co-67510-511840  
MATOAKA LIMITED  
Document 040 (22)  
ANNUAL RETURN FOR THE YEAR  
2000

DATA ENTERED 3

List of Persons holding Shares in **Matoaka Limited** on the **5th day of January, 2000** and of Persons who have held Shares therein at any time since the date of the first Return, or (in case of their Names and the first Return) of the incorporation of the Company, showing Addresses, and an Account of the Shares so held.

N.B. - If the names in this list are not arranged in alphabetical order, an Index sufficient to enable the name of any person in the list to be readily found must be annexed to this list.

Folio in Register Ledger containing Particulars	NAMES, ADDRESSES AND OCCUPATIONS				ACCOUNT OF SHARES					REMARKS
	SURNAME	CHRISTIAN NAME	ADDRESS	OCCUPATION	*Number of Shares held by existing Members at date of Return.+	(*) Particulars of shares transferred since the date of the last return or in the case of the first return of the incorporation of the company, by persons who are still members.		(*) Particulars of shares transferred since the date of the last return or in the case of the first return of the incorporation of the company, by persons who have ceased to be members.		
						Number.+	Date of Registration of Transfer	Number.+	Date of Registration of Transfer	
	Parliament Lane Management Limited		3/1A Parliament Lane Gibraltar	Limited Company	Ordinary Shares  100  <hr/> 100 <hr/>					

\* The aggregate number of Shares held, and not the Distinctive Numbers, must be stated and the column must be added up throughout, so as to make one total agree stated in the Summary to have been taken up.

+ When the Shares are of different classes, these columns may be sub-divided so that the number of each class held, or transferred, may be shown separately. Where any Shares have been converted into Stock, the amount of Stock held by each member must be shown.

(\*) The date of Registration of each Transfer should be given as well as the Number of Shares transferred on each date. The Particulars should be placed opposite the name of the Transferor, and not opposite that of the Transferee, but the name of the Transferee may be inserted in the "Remarks" column immediately opposite the particulars of each Transfer.

(Signature) J. Barnett  
**C.V. MANAGEMENT SERVICES LIMITED**  
 Corporate Secretary  
 State whether Director or Manager or Secretary)

Particulars of the Directors or Managers of **Matoaka Limited** at the date of the Annual Return\*.

**The present Christian Name or Names and Surname	Any former Christian Name or Names or Surname	Nationality	Nationality of Origin (if other than the present Nationality)	Usual Residential Address	***Other Business Occupation, if any. If none, state so.
Parliament Lane Management Limited				3/1A Parliament Lane Gibraltar	Limited Company
Parliament Lane Nominees Limited				3/1A Parliament Lane Gibraltar	Limited Company
C.V. Management Services Limited				3/1A Parliament Lane Gibraltar	Corporate Secretary

\*"Director" includes any person who occupies the position of a Director by whatever name called, and any person in accordance with whose directions or instructions the Directors of a Company are accustomed to act.

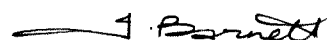
\*\* In the case of a Corporation its Corporate Name and Registered or Principal Office should be shown.

\*\*\*In the case of an individual who has no business occupation but holds any other directorship or directorships particulars of that directorship or of some one of those directorships must be entered.

**Certificate to be given by a Private Company**

I certify that the Company has not since the date of the \*last Annual Return, issued any invitation to the public to subscribe for any Shares or Debentures of the Company.

(Signature)

  
.....

**C.V. MANAGEMENT SERVICES LIMITED**

**Corporate Secretary**

(~~State whether Director or Secretary~~)

\*In the case of the first Annual Return strike out the words "last annual return" and substitute therefor the words "incorporation of the Company."