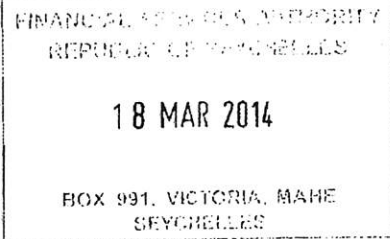


REPUBLIC OF SEYCHELLES

THE INTERNATIONAL BUSINESS COMPANIES ACT, 1994

**MEMORANDUM OF ASSOCIATION
OF
Sharp Klick Limited
(Certificate No.142987)**



1. The name of the Company is Sharp Klick Limited

REGISTERED OFFICE

2. The Registered Office of the Company will be at 1st Floor, # 5 DEKK House, De Zippora Street, P.O. Box 456, Providence Industrial Estate, Mahé, Republic of Seychelles or such other place within the Republic of Seychelles as the Company from time to time may determine by a resolution of directors.

REGISTERED AGENT

3. The Registered Agent of the Company will be INTERCONTINENTAL TRUST (SEYCHELLES) LIMITED of 1st Floor, # 5 DEKK House, De Zippora Street, P.O. Box 456, Providence Industrial Estate, Mahé, Republic of Seychelles or such other person or company being a person or company entitled to act as registered agent as the Company may from time to time determine by a resolution of the directors.

GENERAL OBJECTS AND POWERS

4. (1) The object of the Company is to engage in any act or activity that is not prohibited under any law for the time being in force in the Republic of Seychelles.
- (2) The Company shall have all such powers as are permitted by law for the time being in force in the Republic of Seychelles, irrespective of corporate benefit, to perform all acts and engage in all activities necessary or conducive to the conduct, promotion or attainment of the object of the Company.
- (3) The Company shall not:
- (a) carry on banking or trust business unless the Law subsequently provides otherwise; and
 - (b) carry on business as an insurance or reinsurance Company, insurance broker or insurance agent unless it is licensed under an enactment as authorised to carry on that business.

LIMITATION OF LIABILITY

5. The liability of the members is limited by shares.

CURRENCY

6. Shares in the Company shall be issued in the currency of United States Dollars.

AUTHORISED CAPITAL

7. The authorised capital of the Company is USD 1,000,000.

CLASSES, NUMBER AND PAR VALUE OF SHARES

8. The authorised capital is made up of one class of shares divided into 1,000,000 ordinary shares of USD 1.00 par value with one vote for each share.

RIGHTS AND QUALIFICATIONS OF SHARES

9. The designations, powers, preferences, rights, qualifications, limitations and restrictions of each class and series of shares that the Company is authorised to issue shall be fixed by resolution of directors, but the directors shall not allocate different rights as to voting dividends, redemption or distribution on liquidation unless the Memorandum of Association shall have been amended to create separate classes of shares and all the aforesaid rights as to voting, dividends, redemption and distribution shall be identical in each separate class.

VARIATION OF CLASS RIGHTS

10. If at any time the authorised capital is divided into different classes or series of shares, the rights attached to any class or series (unless otherwise provided by the terms of issue of the shares of the class or series) may,

whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or series and of the holders of not less than three-fourths of the issued shares of any other class or series of shares which may be affected by such variation.

RIGHTS NOT VARIED BY THE ISSUE OF SHARES PARI PASSU

11. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of further shares ranking pari passu therewith.

REGISTERED SHARES

12. Shares in the Company may only be issued as registered shares and may not be exchanged for bearer shares. The Company is prohibited from issuing bearer shares.

TRANSFER OF REGISTERED SHARES

13. Subject to the provisions relating to the transfer of shares set forth in the Articles of Association annexed hereto, registered shares in the Company may be transferred subject to the prior or subsequent approval of the Company as evidenced by a resolution of directors or a resolution of the members.

AMENDMENT OF MEMORANDUM AND ARTICLES OF ASSOCIATION

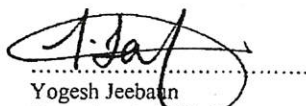
14. The Company may amend its Memorandum of Association and Articles of Association by a resolution of members or by a resolution of directors.

DEFINITIONS

15. The meanings of words in this Memorandum of Association are defined in the Articles of Association annexed hereto.

We, INTERCONTINENTAL TRUST (SEYCHELLES) LIMITED, for the purpose of incorporating an International Business Company under the laws of the Republic of Seychelles hereby subscribe our name to this Memorandum of Association on this 18th day of March 2014 in the presence of the undersigned witness.

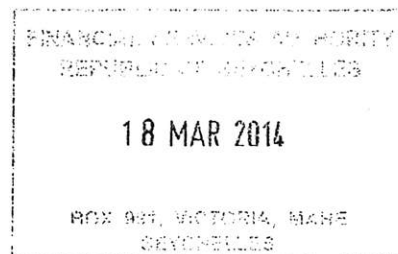
In the presence of:



Yogesh Jeebain
For and on behalf of
**INTERCONTINENTAL TRUST
(SEYCHELLES) LIMITED**
Subscriber



Tara Hibonne
La Louise
Frivot Estate
Mahe
Republic of Seychelles.
Witness



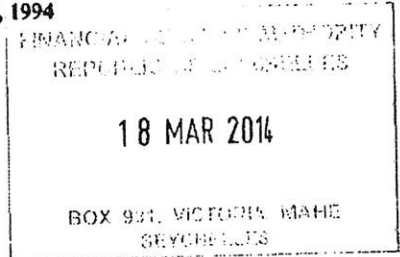
REPUBLIC OF SEYCHELLES
THE INTERNATIONAL BUSINESS COMPANIES ACT, 1994

ARTICLES OF ASSOCIATION

OF

Sharp Klick Limited
(Certificate No. 142987)

PRELIMINARY



- I. In these Articles, if not inconsistent with the subject or context, the words and expressions standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof.

<u>Words</u>	<u>Meanings</u>
"capital"	the sum of the aggregate par value of all outstanding shares with par value of the Company and shares with par value of the Company as treasury shares plus (a) the aggregate of the amounts designated as capital of all outstanding shares without par value of the Company and shares without par value held by the Company as treasury shares, and (b) the amounts as are from time to time transferred from surplus to Capital by a resolution of directors.
"member"	A person who holds shares in the Company.
"person"	An individual, a corporation, a trust, the estate of a deceased individual, a partnership or an unincorporated association of persons.
"resolution of directors"	(a) A resolution approved at a duly constituted meeting of directors or of a committee of directors of the Company, by affirmative vote of a simple majority of the directors present who voted and did not abstain; or (b) a resolution consented to in writing by all directors or by all members of the committee, as the case may be; except that where a director is given more than one vote in any circumstances, he shall in the circumstances be counted for the purposes of establishing majorities by the number of votes he casts.
"resolution of members"	(a) a resolution approved at a duly constituted meeting of the members of the Company by the affirmative vote of (i) a simple majority of the votes of the shareholders present at the meeting and entitled to vote thereon and who voted and did not abstain, or (ii) a simple majority of the votes of the shareholders of each class or series of shares present at the meeting and entitled to vote thereon as a class or series and who voted and did not abstain and of a simple majority of the votes of the remaining shares entitled to vote thereon which were present at the meeting and who voted and did not abstain; or (b) a resolution consented to in writing by (i) a simple majority of the shareholders entitled to vote thereon, or

- (ii) a simple majority of the votes of the shareholders entitled to vote thereon as a class or series and of an absolute majority of the votes of the holders of the remaining shares entitled to vote thereon.

"securities"	Shares and debt obligations of every kind, and options, warrants and rights to acquire shares or debt obligations.
"surplus"	The excess, if any, at the time of the determination of the total assets of the Company over the sum of its total liabilities, as shown in its books of account, plus its issued and outstanding share capital.
"the Act"	The International Business Companies Act, 1994 including any modification, extension, re-enactment or renewal thereof and any regulations made thereunder.
"the Memorandum"	The Memorandum of Association of the Company as originally framed or as from time to time amended.
"the Seal"	The common Seal of the Company.
"these Articles"	These Articles of Association of the Company as originally framed or as from time to time amended.
"regulation"	The reference to any individual paragraph within these Articles or as from time to time amended.
"treasury shares"	Shares in the Company that were previously issued but were repurchased, redeemed or otherwise acquired by the Company and not cancelled.

2. "Written" or any term of like import includes words typewritten, printed, painted, engraved, lithographed, photographed or represented or reproduced by any mode of representing or reproducing words in a visible form, including telex, telegram, cable or other form of writing produced any electronic communication.
3. Save as aforesaid any words or expressions defined in the Act shall bear the same meaning in these Articles.
4. Whenever the singular or plural number, or the masculine, feminine or neuter gender is used in these Articles, it shall equally, where the context admits, include the others.
5. A reference in these Articles to voting in relation to shares, shall be construed as a reference to voting by members holding the shares except that it is the votes allocated to the shares that shall be counted and not the number of members who actually voted and a reference to shares being present at a meeting shall be given a corresponding construction.
6. A reference to money in these Articles is, unless otherwise stated, a reference to the currency in which shares in the Company shall be issued according to the provisions of the Memorandum.

REGISTERED SHARES

7. The Company shall issue to every member holding registered shares in the Company a certificate signed by a director or officer of the Company specifying the share or shares held. The signature of the director or officer may be facsimiles.
8. Any member receiving a certificate for shares shall indemnify and hold the Company and its directors and officers harmless from any loss or liability which it or they may incur by reason of the wrongful or fraudulent use or representation made by any person by virtue of the possession thereof. If a certificate is damaged, destroyed or lost, it may be renewed on production of the damaged certificate or on satisfactory proof of its loss or destruction together with such indemnity as may be required by a resolution of the directors.
9. If several persons are registered as joint holders of any shares, any one of such persons may give an effectual receipt for any dividend payable in respect of such shares.

SHARES, AUTHORISED CAPITAL, CAPITAL AND SURPLUS

10. Subject to the provisions of these Articles and any resolution of members the unissued shares of the Company shall be at the disposal of the directors who may without prejudice and without limiting any rights previously conferred on the holders of any existing shares or class or series of shares, offer, allot, grant options over or otherwise dispose of shares to such persons, at such times and upon such terms and conditions as the Company may by resolution of directors determine.

11. Shares in the Company shall be issued for money, services rendered, personal property, an estate in real property, a promissory note or other binding obligation to contribute money or property or any combination of the foregoing as shall be determined by a resolution of the directors of the Company.
12. Shares in the Company may be issued for such amount of consideration as the directors may from time to time by resolution of directors determine, except that in the case of shares with par value, the amount shall not be less than the par value, and in the absence of fraud the decision as to the value of the consideration received by the Company in respect of the issue is conclusive unless a question of law is involved. The consideration in respect of the shares constitutes capital to the extent of the par value and the excess constitutes surplus.
13. A share issued by the Company upon conversion of, or in exchange for, another share or debt obligation or other security in the Company, shall be treated for all purposes as having been issued for money equal to the consideration received or deemed to have been received by the Company in respect of the other share, debt obligation or security.
14. Treasury shares and unissued shares may be disposed of by the Company on such terms and conditions (not otherwise inconsistent with these Articles) as the Company may by resolution of directors determine.
15. The Company may issue fractions of a share and a fractional share shall have the same corresponding fractional liabilities, limitations, preferences, privileges, qualifications, restrictions, rights and other attributes of a share of the same class or series of shares.
16. Upon the issue by the Company of a share without par value, the consideration in respect of the share constitutes capital to the extent designated by the directors and the excess constitutes surplus, except that the directors must designate as capital an amount of the consideration that is at least equal to the amount that the share is entitled to as a preference, if any, in the assets of the Company upon liquidation of the Company.
17. The Company may purchase, redeem or otherwise acquire and hold its own shares but no purchase, redemption or other acquisition but only out of surplus or in exchange for newly issued shares of equal value.
18. Shares that the Company purchases, redeems or otherwise acquires pursuant to regulation 17 may be cancelled or held as treasury shares unless the shares are purchased, redeemed or otherwise acquired out of capital in accordance with the Act, in which case they shall be cancelled. Upon the cancellation of a share, the amount included as capital of the Company with respect to that share shall be deducted from the capital of the Company.
19. Where shares in the Company are held by the Company as treasury shares or are held by another company of which the Company holds, directly or indirectly, shares having more than 50 percent of the votes in the election of directors of the other company, the shareholders of the Company are not entitled to vote or to have dividends paid thereon and shall not be treated as outstanding for any purpose except for purposes of determining the capital of the Company.

TRANSFER OF SHARES

20. Subject to any limitations in the Memorandum, registered shares in the Company may be transferred by a written instrument of transfer signed by the transferor and containing the name and address of the transferee, but in the absence of such written instrument of transfer the directors may accept such evidence of a transfer of shares as they consider appropriate.
21. The Company shall not be required to treat a transferee of a registered share in the Company as a member until the transferee's name has been entered in the share register.

TRANSMISSION OF SHARES

22. The executor or administrator of a deceased member, the guardian of an incompetent member or the trustee of a bankrupt member shall be the only person recognised by the Company as having any title to his share but they shall not be entitled to exercise any rights as a member of the Company until they have proceeded as set forth in the next regulation.
23. Any person becoming entitled by operation of law or otherwise to a share or shares in consequence of the death, incompetence or bankruptcy of any member may be registered as a member upon such evidence being produced as may reasonably be required by the directors. An application by any such person to be registered as a member shall for all purposes be deemed to be a transfer of shares of the deceased, incompetent or bankrupt member and the directors shall treat it as such.
24. Any person who has become entitled to a share or shares in consequence of the death, incompetence or bankruptcy of any member may, instead of being registered himself, request in writing that some person to be named by him be registered as the transferee of such share or shares and such request shall likewise be treated as if it were a transfer.

25. What amounts to incompetence on the part of a person is a matter to be determined by the court having regard to all the relevant evidence and circumstances of the case.

REDUCTION OR INCREASE IN AUTHORISED CAPITAL OR CAPITAL

26. The Company may by a resolution of directors amend the Memorandum to increase or reduce its authorised capital, and in connection therewith, the Company may in respect of any unissued shares increase or reduce the number of such shares, increase or reduce the par value of any such shares or effect any combination of the foregoing.
27. The Company may amend the Memorandum to
- (a) Divide the shares, including issued shares, of a class or series into a larger number of shares of the same class or series; or
 - (b) Combine the shares, including issued shares, of a class or series into a smaller number of shares of the same class or series;
- Provided however, that where shares are divided or combined under (a) or (b) of this regulation, the aggregate par value of the new shares must be equal to the aggregate par value of the original shares.
28. The capital of the Company may by a resolution of directors be increased by transferring an amount of the surplus of the Company to capital.
29. Subject to the provisions of the two next succeeding regulations, the capital of the Company may by resolution of directors be reduced in accordance with the Act.
30. No reduction of capital shall be effected that reduces the capital of the Company to an amount that immediately after the reduction is less than the sum of the aggregate of all outstanding shares with par value and all shares with par value held by the Company as treasury shares and the aggregates of the amounts designated as capital of all outstanding shares without par value and all shares without par value held by the Company as treasury shares that are entitled to a preference, if any, in the assets of the Company upon liquidation of the Company.
31. No reduction of capital shall be effected unless the directors determine that immediately after the reduction the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and the realizable value of the assets of the Company will not be less than its total liabilities, other than deferred taxes, as shown in the books of account, and its remaining issued and outstanding share capital, and in the absence of fraud, the decision of the directors as to the realizable value of the assets of the Company is conclusive unless a question of law is involved.

MEETINGS AND CONSENTS OF MEMBERS

32. The directors of the Company may convene meetings of the members of the Company at such times and in such manner and places within or outside the Republic of Seychelles as the directors consider necessary or desirable.
33. Upon the written request of members holding more than 50 percent of the votes of the outstanding voting shares in the Company, the directors shall convene a meeting of members.
34. The directors shall give not less than 7 days notice of meetings of members to those persons whose names at the date the notice is given appear as members in the share register of the Company and are entitled to vote at the meeting.
35. A meeting of members held in contravention of the requirement in regulation 34 is valid if members holding a 90 percent majority of:
- (a) the total number of the shares of the members entitled to vote on all the matters to be considered at the meeting; or
 - (b) the votes of each class or series of shares where members are entitled to vote thereon as a class or series together with an absolute majority of the remaining votes,
- have waived notice of the meeting and for this purpose presence, the presence of a member at the meeting shall be deemed to constitute waiver on his part.
36. The inadvertent failure of the directors to give notice of a meeting to a member, or the fact that a member has not received notice, does not invalidate the meeting.
37. A member may be represented at a meeting of members by a proxy who may speak and vote on behalf of the member.

38. The instrument appointing a proxy shall be produced at the place appointed for the meeting before the time for holding the meeting at which the person named in such instrument propose to vote.
39. An instrument appointing a proxy shall be in substantially the following form or such other form as the chairman of the meeting shall accept as properly evidencing the wishes of the member appointing the proxy

(Name of Company)

I/we being a member of the above Company with shares HEREBY APPOINT
..... of or failing him, of to be my/our proxy to
vote for me/us at the meeting of and at any adjournment thereof.

(Any restrictions on voting to be inserted here)

Signed this day of
Member

40. The following shall apply in respect of joint ownership of shares:
- (a) if two or more persons hold shares jointly each of them may be present in person or by proxy at a meeting of members and may speak as member;
 - (b) if only one of them is present in person or by proxy, he may vote on behalf of all of them; and
 - (c) if two or more of them are present in person or by proxy, they shall vote as one.
41. A member shall be deemed to be present at a meeting of members if he participates by telephone or other electronic means and all members participating in the meeting are able to hear each other.
42. A meeting of members is duly constituted for all purposes if at the commencement of the meeting, there are present in person or by proxy shareholders representing more than one half of the shares of each class or series thereof entitled to vote on resolutions of members considered at the meeting. If a quorum be present, notwithstanding the fact that such quorum may be represented by only one person, then such person may resolve any matter and a certificate signed by such person accompanied by a copy of the proxy form where such person be a proxy, shall constitute a valid resolution of members.
43. An action that may be taken by members at a meeting of members may also be taken by a resolution of all members consented to in writing or by telex, telegram, telefax, cable or other written electronic communication, without the need for any notice. The consent may be in the form of counterparts, each counterpart being signed by one or more members.

DIRECTORS

44. The first director(s) of the Company shall be elected by the subscriber(s) to the Memorandum and these Articles; and, save as provided in Regulation 49 hereof, thereafter, the directors shall be elected by the members for such term as the members may determine.
45. The minimum number of directors shall be one and the maximum number shall be ten.
46. Each director shall hold office until his successor takes office or until his earlier death, resignation or removal or in the case of a company upon the making of an order for the winding up or dissolution of the company or upon the removal of a defunct company otherwise than pursuant to a winding up order.
47. A director may be removed from office, with or without cause, by a resolution of members.
48. A director shall cease to hold the office of director if a majority of the directors, require his resignation in writing or a director may resign his office by giving written notice of his resignation to the Company and the resignation shall have effect from the date that notice is received by the Company or from such later date may be specified in the notice.
49. A vacancy in the board of directors may be filled by a resolution of members or of a majority of the remaining directors.
50. With prior or subsequent approval by a resolution of members, the directors may, by a resolution of directors, fix the emoluments of directors with respect to services to be rendered in any capacity to the Company.
51. A director shall not require a share qualification, and may be an individual or a company.

POWERS OF DIRECTORS

52. The business and affairs of the Company shall be managed by the directors who may pay all expenses incurred preliminary to and in connection with the formation and in registration of the Company and may exercise all such powers of the Company as are not by the Act or by the Memorandum or these Articles required to be exercised by the members of the Company, subject to any delegation of such powers as may be authorised by these Articles and to such requirements as may be prescribed by a resolution of members; but no requirement made by a resolution of members shall prevail if it be inconsistent with these Articles, nor shall such requirement invalidate any prior act of the directors which would have been valid if such requirement had not been made.
53. The directors may, by a resolution of directors, appoint any person, including a person who is a director to be an officer or agent of the Company.
54. Every officer or agent of the Company has such powers and authority of the directors, including the power and authority to affix the Seal, as are set forth in these Articles or in the resolution of directors appointing the Officer or agent, except that no officer or agent has any power or authority with respect to fixing the emoluments of directors.
55. Any director which is a body corporate may appoint any person its duly authorised representative for the purpose of representing it at meetings of the board of directors or with respect to unanimous written consents or with respect to any other actions of directors in accordance with these Articles.
56. The continuing directors may act notwithstanding any vacancy in their body, save that if their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum for a meeting of directors, the continuing directors or director may act only for the purpose of appointing directors to fill any vacancy that has arisen or summoning a meeting of members.
57. The directors may by resolution of directors exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings and property or any part thereof, to issue debentures, debenture stock and other securities whenever money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.
58. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as shall from time to time be determined by resolution of directors.

PROCEEDINGS OF DIRECTORS

59. The directors of the Company or any committee thereof may meet at such times and in such manner and places within or outside the Republic of Seychelles as the directors may determine to be necessary or desirable.
60. A director shall be deemed to be present at a meeting of directors if he participates by telephone or other electronic means and all directors participating in the meeting are able to hear each other.
61. A director shall be given not less than 2 days notice of meetings of directors, but a meeting of directors held without 2 days notice having been given to all directors shall be valid if all the directors entitled to vote at the meeting who do not attend waive notice of the meeting; and for this purpose, the presence of a director at the meeting shall be deemed to constitute waiver on his part. The inadvertent failure to give notice of a meeting to a director, or the fact that a director has not received the notice, does not invalidate the meeting.
62. A director may by a written instrument appoint an alternate who need not be a director and an alternate is entitled to attend meetings in the absence of the director who appointed him and to vote or consent in place of the director.
63. A meeting of directors is duly constituted for all purposes if at the commencement of the meeting there are present in person or by alternate not less than one half of the total number of directors, unless there are only two directors in which case the quorum shall be two.
64. If the Company shall have only one director the provision herein contained for meetings of the directors shall not apply but such sole director shall have full power to represent and act for the Company in all matters as are not by the Act or the Memorandum or these Articles required to be exercised by the members of the company and in lieu of minutes of a meeting shall record in writing and sign a note or memorandum of all matters requiring a resolution of directors. Such a note or memorandum shall constitute sufficient evidence of such resolution for all purposes.
65. An action that may be taken by the directors or a committee of directors at a meeting may also be taken by a resolution of directors or a committee of directors consented to in writing or by telex, telefax, telegram, cable or other written electronic communication, without the need for any notice. The consent may be in the form of counterparts, each counterpart being signed by one or more directors.
66. The directors shall cause the following corporate records to be kept:

- (a) minutes of all meetings of directors, members, committees of directors, committees of officers and committees of members;
 - (b) copies of all resolutions consented to by directors, members committees of directors, committees, of officers and committees of members; and
 - (c) such other accounts and records as the directors by resolution of directors consider necessary or desirable in order to reflect the financial position of the Company.
67. The books, records and minutes shall be kept at the registered office of the Company, its principal place of business or at such other place as the directors determine.
68. The directors may, by resolution of directors, designate one or more committees, each consisting of one or more directors.
69. Each committee has such powers and authority of the directors, including the power and authority to affix the Seal, as are set forth in the resolution of directors establishing the committee, except that no committee has any power or authority to amend the Memorandum or these Articles, to appoint directors or fix their emoluments, or to appoint officers or agents of the Company.
70. The meetings and proceedings of each committee of directors consisting of two or more directors shall be governed mutatis mutandis by the provisions of these Articles regulating the proceedings of directors so far as the same are not superseded by any provisions in the resolution establishing the committee.

OFFICERS

71. The Company may by resolution of directors appoint officers of the Company at such times as shall be considered necessary or expedient. Such officers, who need not be directors or members of the Company, may consist of a chairman of the board of directors, a vice chairman of the board of directors, a president and one or more vice presidents, secretaries and treasurers and such other officers as may from time to time be deemed desirable. Any number of offices may be held by the same person.
72. The officers shall perform such duties as shall be prescribed at the time of their appointment subject to any modification in such duties as may be prescribed thereafter by resolution of directors or resolution of members, but in the absence of any specific allocation of duties it shall be the responsibility of the chairman of the board of directors to preside at meetings of directors and members, the vice chairman to act in the absence of the chairman, the president to manage the day to day affairs of the Company, the vice presidents to act in order of seniority in the absence of the president, the secretaries to maintain the share register, minute books and records (other than financial records) of the Company and to ensure compliance with all procedural requirements imposed on the Company by applicable law, and the treasurer to be responsible for the financial affairs of the Company.
73. The emoluments of all officers shall be fixed by resolution of directors.
74. The officers of the Company shall hold office until their successors are duly elected and qualified, but any officer elected or appointed by the directors may be removed at any time, with or without cause, by resolution of directors. Any vacancy occurring in any office of the Company may be filled by resolution of directors.

CONFLICT OF INTERESTS

75. No agreement or transaction between the Company and one or more of its directors or liquidators or any person in which any director or liquidator has a financial interest or to whom any director or liquidator is related, including as a director or liquidator of that other person, is void or voidable for this reason only or by reason only that the director or liquidator is present at the meeting of directors or liquidators, or at the meeting of the committee of directors or liquidators that approves the agreement or transaction or that the vote or consent of the director or liquidator is counted for that purpose if the material facts of the interests of each of the director or liquidator in the agreement or transaction and his interest in or relationship to any other party to the agreement or transaction are disclosed in good faith or are known by the members entitled to vote at a meeting of members.
76. A director or liquidator who has an interest in any particular business to be considered at a meeting of directors, liquidators or members may be counted for purposes of determining whether the meeting is duly constituted.

INDEMNIFICATION

77. Subject to regulation 78 the Company shall indemnify against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings any persons who
- a) is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, an officer or a liquidator of the Company; or

(b) is or was, at the request of the Company, serving as a director, officer or liquidator of, or in any capacity is or was acting for, another Company or partnership, joint venture, trust or other enterprise.

78. Regulation 77 only applies to a person referred to in that regulation if the person acted honestly and in good faith with view to the best interests of the Company and, in case of criminal proceedings, the person had no reasonable cause to believe that his conduct was unlawful.
79. The decision of the directors as to whether the person acted honestly and in good faith and with a view to the best interests of the Company and as to whether the person had no reasonable cause to believe that his conduct was unlawful is, in the absence of fraud, sufficient for the purposes of these Articles, unless a question of law is involved.
80. The termination of any proceedings by any judgment, order, settlement, conviction or the entering of a nolle prosequi does not, by itself, create a presumption that the person did not act honestly and in good faith and with a view to the best interests of the Company or that the person had reasonable cause to believe that his conduct was unlawful.
81. If a person referred to in regulation 77 has been successful in defence of any proceedings referred to the said regulation 77, the person is entitled to be indemnified against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred by the person in connection with the proceedings.
82. The Company may purchase and maintain insurance in relation to any person who is or was a director, an officer or liquidator of the Company, or was at the request of the Company is or was serving as a director, an officer or liquidator of, or in any other capacity is or was acting for another company or partnership, joint venture, trust or another enterprise against any liability asserted against the person and incurred by the person in that capacity, whether or not the Company has or would have had the power to indemnify the person against the liability as provided in these Articles.

SEAL

83. The directors shall provide for the safe custody of the Seal. The Seal when affixed to any written instrument shall be witnessed by a director or other person so authorised from time to time by resolution of directors. The directors may provide for a facsimile of the Seal and of the signature of any director or authorised person which may be reproduced by printing or other means on any instrument and it shall have the same force and validity as if the Seal had been affixed to such instrument and the same had been signed as hereinbefore described.

DIVIDENDS

84. The Company may by a resolution of directors declare and pay dividends in money, shares, or other property but dividends shall only be declared and paid out of surplus. In the event that dividends are paid in specie the directors shall have the responsibility for establishing and recording in the resolution of directors authorizing the dividends, a fair and proper value for the assets to be so distributed.
85. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the Company.
86. The directors may, before declaring any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve fund, and may invest the sum so set apart as a reserve fund upon such securities as they may select.
87. No dividend shall be declared and paid unless the directors determine that immediately after the payment of the dividend the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and the realizable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in its books of account, and its issued and outstanding share capital. In the absence of fraud, the decision of the directors as to the realizable value of the assets of the Company is conclusive, unless a question of law is involved.
88. Notice of any dividend that may have been declared shall be given to each member in the manner hereinafter mentioned and all dividends unclaimed for three years after having been declared may be forfeited by resolution of directors for the benefit of the Company.
89. No dividend shall bear interest against the Company and no dividend shall be paid on treasury shares or shares held by another company of which the Company holds, directly or indirectly, shares having more than 50 per cent or the vote in electing directors.
90. A share issued as a dividend by the Company shall be treated for all purposes as having been issued for money equal to the surplus that has been transferred to capital upon the issue of the share.

91. In the case of a dividend of authorised but unissued shares with par value, an amount equal to the aggregate par value of the shares shall be transferred from surplus to capital at the time of the distribution.
92. In the case of a dividend of authorised but unissued shares without par value, the amount designated by the directors shall be transferred from surplus to capital at the time of the distribution, except that the directors shall designate as capital an amount that is at least equal to the amount that the shares are entitled to as preference, if any, in the assets of the Company upon liquidation of the Company.
93. A division of the issued and outstanding shares of a class or series of shares into a larger number of shares of the same class or series having proportionately small par value does not constitute a dividend of shares.

ACCOUNTS AND AUDIT

94. The Company shall keep such accounts and records as the directors consider necessary or desirable in order to reflect the financial position of the Company.
95. The Company may by resolution of members call for the accounts to be examined by auditors.
96. The first auditors shall be appointed by resolution of directors, subsequent auditors shall be appointed by a resolution of members.
97. The auditors may be members of the Company but no director or other officer shall be eligible to be an auditor of the Company during his continuance in office.
98. The remuneration of the auditors of the Company
- (a) in the case of auditors appointed by the directors, may be fixed by resolution of directors;
 - (b) subject to the foregoing, shall be fixed by resolution of members or in such manner as the Company may by resolution of members determine.
99. The auditors of the Company shall be entitled to receive notice of and to attend any meetings of members of the Company at which the Company's profit and loss account and balance sheet are to be presented.

NOTICES

100. Any notice, information or written statement to be given by the Company to members may be served in the case of members holding registered shares in any way by which it can reasonably be expected to reach each member or by mail addressed to each member at the address shown in the share register.
101. Any summons, notice, order, document, process, information or written statement to be served on the Company may be served by leaving it, or by sending it by registered mail addressed to the Company at its registered office, or by leaving it with, or by sending it by registered mail to, the registered agent of the Company.
102. Service of any summons, notice, order, document, process, information or written statement to be served on the Company may be proved by showing the summons, notice, order, document, process, information or written statement was mailed in such time as to admit to its being delivered in the normal course of delivery within the period prescribed for service and was correctly addressed and the postage was prepaid.

PENSION AND SUPERANNUATION FUNDS

103. The directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid or who hold or held any salaried employment or office in the Company or such other company, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and to the wives, widows, families and dependents of any such person, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always to the proposals being approved by resolution of members, a director holding any such employment, or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

ARBITRATION

104. Whenever any difference arises between the Company on the one hand and any of the members or their executors, administrators or assigns on the other hand, touching the true intent and construction or the incidence or consequences of these Articles or of the Act, touching anything done or executed, omitted or suffered in pursuance

of the Act or touching any breach or alleged breach or otherwise relating to the premises or to these Articles, or to any Act affecting the Company or to any of the affairs of the Company such difference shall, unless the parties agree to refer the same to a single arbitrator, be referred to two arbitrators one to be chosen by each of these parties to the difference and the arbitrators shall before entering on the reference appoint an umpire.

105. If either party to the reference makes default in appointing an arbitrator either originally or by way of substitution (in the event that an appointed arbitrator shall die, be incapable of acting or refuse to act) for ten days after the other party has given him notice to appoint the same, such other party may appoint an arbitrator to act in the place of the arbitrator of the defaulting party.

VOLUNTARY WINDING UP AND DISSOLUTION

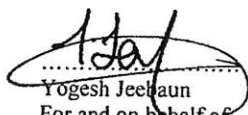
106. The Company may voluntarily commence to wind up and dissolve by a resolution of members but if the Company has never issued shares it may voluntarily commence to wind up and dissolve by a resolution of directors.

CONTINUATION

107. The Company may, by a resolution of directors or a resolution of members, continue as a company incorporated under the laws of a jurisdiction outside the Republic of Seychelles in the manner provided under those laws.

We, INTERCONTINENTAL TRUST (SEYCHELLES) LIMITED, for the purpose of incorporating an International Business Company under the laws of the Republic of Seychelles hereby subscribe our name to these Articles of Association on 18th day of March 2014 in the presence of the undersigned witness.

In the presence of:

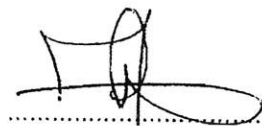


Yogesh Jeelvaun

For and on behalf of

**INTERCONTINENTAL TRUST
(SEYCHELLES) LIMITED**

Subscriber



Tara Hibonne

La Louise,

Frichot Estate

Mahe

Republic of Seychelles.

Witness

