Name, domicile and duration ----------

Article 1 ----------

1. The name of the company is "**Groove Technologies N.V.**" and is -------- established in Curaçao. ----------
   In foreign trade it may, instead of using the abbreviation "N.V." use the -- abbreviation "LLC.", "Ltd." or "Inc." in English and "S.A." in Spanish and French. ----------
   requisite to the accomplishment of its purposes or connected therewith -- or incidental thereto in the widest sense of the word. ----------

Capital and Shares ----------

Article 3 ----------

The capital of the company consists of shares with a nominal value of ten -- United States Dollars (USD 10.00) each. ----------

Article 4 ----------

1. All shares shall be registered by name and shall be numbered in the ----- manner determined by the board of managing directors. ----------
2. Share certificates may be issued on request of a shareholder. ----------

Article 5 ----------

1. a. Shares (including the granting of rights to acquire shares) shall be --- issued pursuant to a resolution of the general meeting of ---------- shareholders, hereafter referred to in these articles as the "general --- meeting", by a deed executed by the company and the acquiring ----- shareholder. ----------
   b. The general meeting shall determine both the issue price and the ----- conditions for issue in accordance with these articles. ----------
2. Each shareholder shall have a preferential right of subscription to any --- issue of shares pro rata to the total amount of his shares. A preferential right of subscription shall not be assignable. ----------

Article 6 ----------

Each share shall be issued only against immediate full payment of the ------- nominal value of such share. ----------

Register of Shares ----------

Article 7 ----------

1. The board of managing directors shall keep a register of shares in which the name and address of every shareholder, together with the date on --- which the holder's shares were acquired and the date of ----------

1. In the event of the death, grant of suspension of payment, bankruptcy, guardianship or dissolution of the matrimonial property regime of a shareholder otherwise than upon death, as well as upon the dissolution of a legal person being a shareholder and where a legal person being a shareholder ceases to exist in consequence of a legal merger, the shares shall be offered to the company in accordance with the following paragraphs.
2. If an obligation exists to offer shares for sale the provisions of Article 12 shall apply mutatis mutandis except that the offeror:
   a. shall not have the right to withdraw the offer in accordance with paragraph 10 of that Article;
   b. may retain the shares where the offer has not or not fully been taken up.
3. The person under an obligation to offer for sale one or more shares shall within thirty days of the obligation arising - in the case referred to in paragraph 6 under b, upon expiration of the period of time referred to in that paragraph - notify the board of managing directors of the offer to sell. In the absence of notification the board of managing directors shall inform the person under the obligation to offer shares for sale of such failure to notify and bring the terms of the preceding sentence to his attention.
   If that person still fails to notify the company within eight days the company shall offer the shares for sale on behalf of the shareholder concerned and if all of the shares offered for sale are taken up shall transfer the shares to the purchaser(s) upon payment of the purchase price. The company possesses an irrevocable power so to act.
4. The company shall, in the event of a transfer of shares pursuant to the preceding paragraph, pay to the person or persons on whose behalf the offer was made the net balance of the purchase price after deduction of any costs attaching to the transaction.
5. In consequence of the obligation to offer shares for sale pursuant to the provisions of this Article and while that obligation exists, the rights attaching to a share, in so far as the shareholder is entitled to such rights, cannot be exercised while and for as long as the shareholder fails to fulfil that obligation.
6. The provisions of paragraph 1 shall not apply:
   a. where all the remaining shareholders have given notice of waiver of the obligation to satisfy those provisions;
   b. where, in the event of the dissolution of the matrimonial property regime otherwise than upon the death of a shareholder, the shares are transferred within a period of twenty-four months of the dissolution to the spouse to whose share of the matrimonial property the shares attach;

Management of the Company

Article 14

1. The company shall be managed by a board of managing directors, ------- consisting of one or more managing directors, under the supervision of -- the board of supervisory directors, if instituted in accordance with article 16 of these articles of incorporation. ----------
   Legal entities may also be appointed managing directors. ----------
2. The managing directors and supervisory directors shall be appointed by the general meeting and may at any time be suspended or removed ----- from office by the meeting. The board of managing directors is ---------- authorized to grant personal titles such as president, vice-president, ------ treasurer and secretary to the managing directors. ----------
3. Without prejudice to its responsibility the board of managing directors ---- has the power to appoint attorneys in fact, to determine their powers and the manner in which they are to represent the company and sign on its -- behalf. ----------
4. Every managing director has the power to authorize a co-director to ------ represent him in his capacity of a managing director at meetings of the -- managing directors, with due observance of the terms set forth in the ---- power of attorney. ----------
5. Each managing director may in his capacity of managing director appoint by telegram, telex or other writing a natural or legal person as his proxy - to represent him in his said capacity, such proxy to be specific and not -- general. When issuing such a proxy the managing director may not ------- exceed the authority vested in him pursuant to these articles of ---------- association. ----------
6. When one or more managing directors are absent or otherwise ---------- precluded from acting, the remaining managing director(s) shall be fully - responsible for the management of the company . When all the ---------- managing directors are absent or otherwise precluded from acting, the -- company shall be managed temporarily by a person appointed for that - purpose by the general meeting. The person so appointed shall call a --- general meeting as soon as possible in order to provide for a definitive - management. As long as this has not been accomplished the acts of ---- management of the person so appointed shall be limited to those which cannot be delayed.----------

Representation ----------

Article 15 ----------

1. Each managing director is authorized to represent the company. ----------
2. In case of legal actions with or legal procedures against a managing ----- director of the company, and in case of a conflict of interests between --- the company and a managing director, this managing director is under -- the obligation to inform the general meeting about the intended action or procedure in order to enable the general meeting to designate a person (who may be the managing director concerned) to represent the ---------- company with regard to the intended action or procedure. ----------

Supervisory Board ----------

Article 16 ----------

1. The general meeting may institute a supervisory board, consisting of one or more natural persons. The supervisory board is entrusted with the ----- supervision over the management of the board of managing directors. It designates from among its members one person, who shall act as -------- president of the supervisory board. ----------
   Once the supervisory board has been instituted, the general meeting is - authorized to abolish the supervisory board. ----------
2. The supervisory directors are always entitled, both jointly as separately, to enter the buildings and other properties of the company, to inspect ---- and to make copies of any documents, accounts and evidences, to ------- check the cash accounts and to require that the funds and the assets are shown to them. ----------
3. The supervisory directors are entitled to a remuneration to be ---------- established by the general meeting of shareholders annually and they --- are entitled to a compensation of their travelling and hotel expenses, ----- made when executing their function with the company .----------
4. In case, for whatever reason, one or more supervisory directors are ------ failing, the remaining supervisory director(s) as long as one supervisory director is in function, form(s) a valid board of supervisory directors until new board member(s) are appointed by the general meeting of ---------- shareholders. ----------
5. The board of supervisory directors shall hold its meetings at such places, within or outside Curaçao, as the supervisory board shall decide. ---------
6. Any resolution of the board of supervisory directors may be evidenced to third parties by a written statement signed by one supervisory director. --
7. The board of supervisory directors may appoint an auditor or other ------- expert in order to audit the annual accounts of the company and may at all times replace such person by another auditor or expert. ----------

Annual accounts ----------

Article 17 ----------

1. The financial year for the company shall be the calendar year. ----------
2. The board of managing directors shall prepare annually, within a period of eight months from the end of the company's financial year, save ------- where such period is extended by a maximum period of six months by --- the general meeting by reason of special circumstances, annual ---------- accounts, which shall be made available for inspection by the ---------- shareholders at the office of the company. The annual accounts consist of a balance sheet, profit and loss account and an explanatory statement to these documents. ----------
   The annual accounts shall be signed by each managing director and by - each supervisory director, if any. ----------
   If one or more signatures is absent that fact shall be stated together with the reason therefore. ----------
3. The company shall ensure that the annual accounts drawn up, the -------- annual report are available at its registered office from the day of the ----- notice convening the general meeting convened to consider those --------

documents. Shareholders may there inspect the documents and obtain a copy free of charge. ----------

Approval of the annual accounts ----------

Article 18 ----------

1. The annual accounts shall be approved by the general meeting. ----------
2. Approval of the annual accounts without reservation by the general ------- meeting operates to discharge the board of managing directors for its ---- management and the supervisory board, if any, for its supervision during the preceding financial year. ----------

Disposal of profits ----------

Article 19 ----------

1. Profits shall be at the unfettered disposal of the general meeting. Each -- share is equally entitled to the profits to be distributed. ----------
2. The company may distribute the profits available for distribution to the --- shareholders and other persons with a claim to such profits only to the -- extent that the amount of the equity of the company after such ---------- distribution is at least equal to or more than the total nominal amount of - the issued shares. ----------
3. Any distribution of profits shall be made after approval of the annual ------ accounts from which it appears that any such distribution is permitted. ---
4. Shares held by the company in its own capital shall not be included in --- computing the distribution of profits, unless such shares are subject to a right of user or registered depository receipts for such shares have been issued. ----------
5. The board of managing directors shall not make an interim distribution of profits unless the provision of paragraph 2 has been satisfied. ----------

Dividends ----------

Article 20 ----------

The dividends paid on shares may be claimed by the shareholder one ------- month after approval of the annual accounts unless the general meeting ----- determines another period. Such claims shall become prescribed upon ------ expiry of a period of five years. ----------

A dividend not claimed within a period of five years from the moment such -- claim may be entered shall vest in the company. ----------

The General Meeting of Shareholders ----------

Article 21 ----------

1. General meetings of shareholders shall be held in Curaçao. ----------
2. A general meeting shall be held annually within a period not exceeding -- nine months from the end of the company's financial year. ----------
   The following shall be treated during that meeting: ----------
   a. the annual accounts; ----------
   b. proposals placed on the agenda by the board of managing directors or by one or more shareholders. Proposals by shareholders or other persons with the right to vote on shares must be submitted in writing, with an explanatory note, to the board of managing directors before - the notice convening the meeting is sent; ----------

c. the designation of a person meant in paragraph 6 of article 14 of ----- these articles of incorporation; ----------
d. any other business, on the understanding that no legally valid --------- resolutions may be passed in respect of business not specified in the notice convening the meeting as being on the agenda, or in any ------ supplementary convening notice sent within the period set for giving notice convening the meeting, unless the resolution is passed --------- unanimously at a meeting attended by every shareholder and any ---- other person who has a right to vote on shares, or at which such ------ persons are represented. ----------

3. In respect of a decision establishing a period of extension within the ----- meaning of Article 17 paragraph 2 above the annual accounts and ------- annual report shall be treated in conformity with that decision. ----------
4. General meetings shall be held as frequently as the board of managing directors or the supervisory board, if any, convene them. The board of - managing directors shall be obliged to convene a general meeting when requested in writing with a detailed explanation of the business to be ---- considered by one or more shareholders. ----------

Convening the General Meeting ----------

Article 22 ----------

1. Each shareholder and each managing and supervisory director is --------- entitled to attend, either in person or by written proxy, the general --------- meeting and to address the meeting. ----------
Shares for which no votes may be cast shall not be taken into account in determining to what extent a shareholder is present or represented. ------
2. The managing and supervisory directors and shareholders and the ------- persons who have a right to vote on shares shall be summoned to a ----- general meeting by written notice specifying a period of summons of at - least twelve days, excluding the day of despatch and the day of receipt. The convening notice shall be sent to the addresses of the shareholders and the persons who have a right to vote on shares entered in the -------- register of shareholders. In case the address of one or more ---------- shareholders is not known, the convocation must be published in the ----- official gazette of Curaçao. ----------
3. Without prejudice to the statutory provisions or the law relating to special decisions such as those in respect of legal merger and amendment of --- the articles of association, the convening notice shall state the business to be considered. ----------
4. If the requirements of the paragaraphs 2 and 3 of this article were not ---- met, no legally valid resolutions may be passed except unanimously at a meeting attended by every shareholder and other persons with the right to vote on shares or at which such persons are represented. ----------
5. Each managing director and each supervisory director, if any, is ---------- authorised to be present at the general meeting and as such he has a --- consultative voice. ----------

Chairing the General Meeting ----------

Article 23 ----------

1. The general meeting shall be chaired by a person designated as ---------- chairman by the general meeting. The minutes of the business ---------- transacted at the general meeting shall be kept by the secretary ---------- appointed by the general meeting. ----------
2. The board of managing directors shall be empowered to order that a ----- notarial report of the business transacted at the general meeting shall be executed, the costs thereof to be borne by the company.----------
3. If a notarial report is not executed, the minutes of the business ---------- transacted at the general meeting shall be signed by the chairman and - by the secretary who took the minutes during that meeting as complete and final. ----------
4. The board of managing directors shall keep the minutes of the general -- meeting for a period of at least ten years at the office of the company for inspection by any shareholder or any other person who has a right of ---- pledge or a usufructuary right on shares, at whose request a copy of ----- such minutes shall be issued at not more than cost price. ----------

Passing of resolutions ----------

Article 24 ----------

1. Each share shall entitle the shareholder to cast one vote. ----------
2. The resolutions of the general meeting shall be passed by an absolute -- majority of the votes cast, except in those cases where a greater ---------- majority is required by these articles or by the law. ----------
3. Votes shall be cast verbally in respect of business other than persons; --- votes cast in respect of persons shall be in writing and unsigned. If a ----- ballot in respect of persons fails to secure an absolute majority a second ballot shall be held between the two persons for whom the most votes --- were cast at the first ballot. ----------
4. If a vote in respect of business other than persons results in a tie the ----- board of managing directors shall have the decisive vote. ---------- If a vote in respect of persons results in a tie the proposal shall be -------- determined by the drawing of lots. ----------
5. Blank votes shall be deemed not to have been cast. ----------
6. No vote may be cast at the general meeting for a share held by the ------- company. ---------- Shares which by virtue of the above possess no voting rights shall not be taken into account in determining to what extent capital is represented at the general meeting. ----------

Passing of resolutions other than in a general meeting ----------

Article 25 ----------

Any resolution that may be passed in a general meeting may also be taken - outside such meeting provided every person entitled to attend the meeting -- has agreed in writing to this way of adopting resolutions without a meeting -- being held. ----------

Special resolutions ----------

Article 26 ----------

1. A resolution to amend these articles or to wind up the company shall be passed only in a general meeting at which not less than a minimum of two thirds of the issued capital is represented and by a majority of not less than three quarters of the votes cast. ----------
   A resolution to merge may only be taken unanimously at a general meeting of shareholders at which two thirds of the issued capital is represented. ----------
2. If the capital referred to in the preceding paragraph is not represented another meeting shall be convened and shall be held within one month but not earlier than fifteen days of the first meeting at which and without reference to the capital there represented the resolution to amend the articles of incorporation or to dissolve the company may be passed by a majority of not less than three quarters of the votes cast, while the resolutions to merge shall be taken with unanimous vote. ----------
   The notice convening this meeting shall state that it is a second meeting.

Convening notices and other notices ----------

Article 27 ----------

1. Convening notices and other notices sent by or to the company shall be in writing sent by mail, whether or not recorded, telefax or by e-mail. -----
   Messages intended for shareholders shall be sent to the address known to the company. ----------
2. Notices that by virtue of law or the articles of association must be sent to the general meeting may be effected by inclusion in the notice convening the general meeting. ----------

Dissolution ----------

Article 28 ----------

1. Liquidation of the company upon its winding up shall be done by the board of managing directors, unless the general meeting determines otherwise. ----------
2. These articles shall, as far as possible, remain in force during the liquidation. The provisions relating to managing directors shall apply to the liquidators. ----------
3. Any credit balance in the liquidation account remaining after satisfaction of creditors shall be distributed to the shareholders pro rata to the shares held by each shareholder. ----------
4. The company shall continue to exist after winding up to the extent that such continued existence shall be required for the purposes of liquidating the assets of the company only. ----------

Final Provision ----------

Article 29 ----------

Any powers not conferred on other persons shall, within the limits set by law and these articles, be vested in the general meeting. ----------

Mr. H.Th.G. Simon
Notaris te Curaçao