

COMPANIES (JERSEY) LAW 1991

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ACP MEZZANINE LIMITED

a no par value public limited company

Company number: **93614**

Registered the 31st day of May 2006

Carey Olsen

47 Esplanade

St Helier

Jersey

JE1 0BD

Channel Islands

COMPANIES (JERSEY) LAW 1991 (the "Law")

MEMORANDUM OF ASSOCIATION

OF

ACP MEZZANINE LIMITED

(the "Company")

a no par value limited company

1. INTERPRETATION

Words and expressions contained in this Memorandum of Association have the same meanings as in the Law.

2. COMPANY NAME

The name of the Company is **ACP Mezzanine Limited**.

3. TYPE OF COMPANY

3.1 The Company is a public company.

3.2 The Company is a no par value company.

4. NUMBER OF SHARES

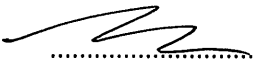
There shall be no limit on the number of shares which may be issued by the Company and if the share capital structure of the Company is at any time divided into separate classes of share there shall be no limit on the number of shares of any class which may be issued by the Company.

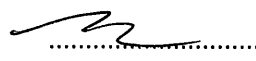
5. LIABILITY OF MEMBERS

The liability of a member arising from the holding of a share in the Company is limited to the amount (if any) unpaid on it.

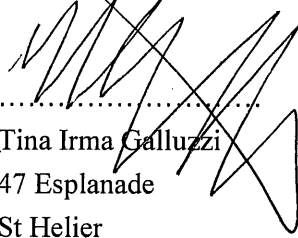
We, the persons whose names and addresses are hereunto subscribed, desire to be formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Company set out opposite our respective names.

Name and Address of Subscriber	Signature of Subscriber	Number of limited shares taken by the Subscriber
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Carey Olsen Nominees Jersey Limited	1
47 Esplanade St Helier Jersey JE1 0BD	 Edward Reilly Quinn Director

Carey Olsen Corporate Services Jersey Limited	1
47 Esplanade St Helier Jersey JE1 0BD	 Edward Reilly Quinn Director

WITNESS to the above signatory:

 Tina Irma Galluzzi 47 Esplanade St Helier Jersey JE1 0BD
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COMPANIES (JERSEY) LAW 1991

ARTICLES OF ASSOCIATION

OF

ACP MEZZANINE LIMITED

a no par value public limited company

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COMPANIES (JERSEY) LAW 1991
PUBLIC COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ACP MEZZANINE LIMITED

1. DEFINITIONS

1.1 In these Articles (unless the context requires otherwise) the following words have the following meanings:

"**Act**" means the Companies Act 1985;

"**Admission Document**" means the document issued by the Company on admission to AIM;

"**AIM**" means the AIM market of the London Stock Exchange;

"**AIM Rules**" means the rules for AIM companies as published by the London Stock Exchange;

"**Articles**" means these articles of association as altered from time to time, and the expression "**this article**" shall be construed accordingly;

"**audited balance sheet**" means the latest audited balance sheet of the Company unless as at the date of such balance sheet there shall have been made up as at such date and audited a consolidated balance sheet of the Company and its subsidiaries and in the latter event "**the audited balance sheet**" means the audited consolidated balance of the Company and such subsidiaries and references to reserves and profit and loss account shall be deemed to be references to consolidated reserves and consolidated profit and loss account respectively and there shall be excluded any amounts attributable to outside interests in subsidiaries;

"**Auditors**" means the auditors of the Company for the time being, or in the case of joint auditors, any one of them;

"**Authorized Operator**" means an Authorized Operator (as defined in the Uncertificated Securities Order) of the Uncertificated System;

"**Board**" means the board of Directors or the Directors present or deemed to be present at a duly convened meeting at which a quorum is present;

"**business day**" means a day other than a Saturday or Sunday on which banks are normally open for business in London and Jersey;

"**certificated**" means in relation to a share, a share that is recorded in the Register of Members as being held in certificated form;

"**clear days**" means in relation to the period of a notice, that period excluding the day when the notice is given or deemed given and the day for which it is given or on which it is to take effect;

"**Company**" means the company incorporated under the Law in respect of which these Articles have been registered;

"**Director**" means a director of the Company;

"**electronic communication**" means the same as in the Electronic Communications (Jersey) Law 2000;

"**Eligible Investor**" means a person who meets suitability standards as the Directors may, in their absolute discretion impose from time to time in order to comply with applicable laws and regulation;

"**execution**" means any mode of execution, save for execution by way of electronic communication (and "**executed**" shall be construed accordingly);

"**Group**" means the group comprising the Company and its subsidiaries (not including any holding body of the Company);

"**holder**" means in relation to a share, the member whose name is entered in the Register of Members as the holder of that share;

"**Law**" means the Companies (Jersey) Law 1991;

"**London Stock Exchange**" means the London Stock Exchange plc;

"**member**" means a member of the Company or, if the context so requires, a member of the Board or of any committee;

"**Ordinary Shares**" means ordinary no par value shares in the capital of the Company;

"**paid**" or "**paid up**" means paid up or credited as paid up;

"**Participating Security**" means a share or class of shares or a renounceable right of allotment of a share, or any other security, title to which is permitted by an Authorized Operator to be transferred by means of an Uncertificated System in accordance with the Uncertificated Securities Order;

