

COMPANIES ACT OF 1994
ARTICLES OF INCORPORATION

Form 1

INSTRUCTIONS

Format :

Documents required to be sent to the Registrar pursuant to the Act shall conform to regulations 15 to 18 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 18 of the Regulations.

General:

Restated Articles of Incorporation shall set out without substantive change the Articles of incorporation previously amended.

Items 1 and 2:

Set out the full legal name of the company and number.

Item 3:

Set out the details required by sections 5(1)(b) of the Act, including details of rights, privileges, restrictions and conditions attached to each class of share. All shares shall be without nominal or par value and must comply with Division C of Part 1 of the Act.

Item 4:

If restrictions are to be placed on the right to transfer shares of the company, set out a statement to this effect and the nature of such restrictions.

Item 5: State the number of directors. If cumulative voting is permitted, the number of directors shall be invariable, otherwise, it is permissible to specify a minimum and maximum number of directors.

Item 6:

If restrictions are to be placed on the business the company may carry on, set out the restrictions.

Item 7:

Any provision that is to form part of the Articles may be set out if the provision is permitted by the Act or Regulations to be set out in the by-laws of the company or in a unanimous shareholder agreement, including any pre-emptive rights or cumulative voting provisions.

Signature:

A director or authorised officer of the company shall sign the articles.

Completed document and correct fees, in duplicate, is to be deposited at the Commerce and Intellectual Property Office, Ground Floor, Methodist Commercial Building, Granby Street, Kingstown, St. Vincent.