

MEMORANDUM OF THE SOLE DIRECTOR OF
FRESH CAPITAL HOLDING LTD
("the Company")

In accordance with the Articles of Association of the Company, I the undersigned, Mr. Bassam TAFTAF, being its sole director, do hereby set down the following on record:

INCORPORATION: The Company's Memorandum and Articles of Association had been registered at the Registry of Corporate Affairs.

DIRECTOR: The form of appointment of Director signed by the first Registered Agent was produced. Consent letter to act as director has been received and forms part of the records of the Company.

REGISTERED OFFICE: It was reported and confirmed that the first Registered Office of the Company be situated at Akara Bldg., 24 De Castro Street, Wickhams Cay I, Road Town, Tortola, B.V.I.

REGISTERED AGENT: It was reported and confirmed that the first Registered Agent of the Company is Mossack Fonseca & Co. (B.V.I.) Ltd.

SEAL: It was resolved that the Common Seal produced to the Meeting (an impression of which is affixed below) be and it is hereby adopted as the Common Seal of the Company.

CORPORATE DOCUMENTS: It was resolved that the books, records and minutes of the Company may be kept anywhere in the world.

SHARES: The Company is authorised to issue a maximum of 50'000 no par value shares of a single class.

It was resolved that the Company be and hereby is authorised to issue the following share certificates:

- 1) Share certificate N° 1, in favour of Mr. Adel Y J SH ALGHANIM, for 10'000 shares with no par value.
- 2) Share certificate N° 2, in favour of Mr. Bassam TAFTAF for 15'000 shares with no par value.
- 3) Share certificate N° 3, in favour of Mr. Mohamad Khaled Mohamad ALAYYAN for 25'000 shares with no par value.

Adopted and signed this 28th July, 2011.


Mr. Bassam TAFTAF, Sole Director

SHAREHOLDER	CERTIFICATE N°	DATE OF ISSUE	NUMBER OF SHARES	NUMBER OF SHARES AUTHORISED TO BE ISSUED
Mr. Adel Y J SH ALGHANIM	1	28.07.2011	10'000	50'000

Certificate N° 1

Number of shares: 10'000

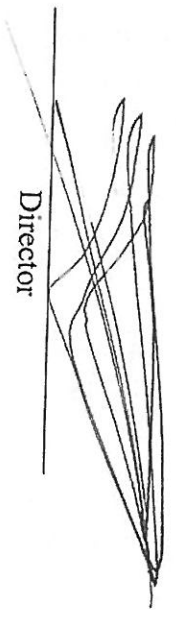
FRESH CAPITAL HOLDING LTD

Incorporated under the Business Companies Act, 2004
of the British Virgin Islands

NUMBER OF SHARES AUTHORIZED TO BE ISSUED:
A maximum of 50'000 no par value shares of a single class

This is to certify that Mr. Adel Y J SH ALGHANIM is entitled to TEN THOUSAND (10'000) shares in the above named company, subject to the Memorandum and Articles of Association of the said company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 28th July, 2011.



Director

SHAREHOLDER	CERTIFICATE N°	DATE OF ISSUE	NUMBER OF SHARES	NUMBER OF SHARES AUTHORISED TO BE ISSUED
Mr. Bassam TAFTAF	2	28.07.2011	15'000	50'000

Certificate N° 2

Number of shares: 15'000


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NUMBER OF SHARES AUTHORISED TO BE ISSUED:
A maximum of 50'000 no par value shares of a single class

This is to certify that Mr. Bassam TAFTAF is entitled to FIFTEEN THOUSAND (15'000) shares in the above named company, subject to the Memorandum and Articles of Association of the said company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 28th July, 2011.



Director

SHAREHOLDER
**Mr. Mohamed Khaled Mohamad
ALAYYAN**

CERTIFICATE N°

3

DATE OF ISSUE

28.07.2011

NUMBER OF
SHARES

25'000

NUMBER OF SHARES
AUTHORISED TO BE ISSUED

50'000

Certificate N° 3

Number of shares: 25'000

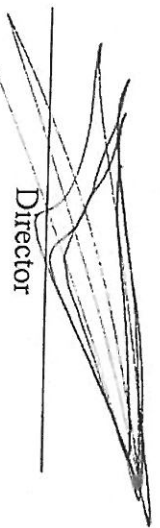
FRESH CAPITAL HOLDING LTD

Incorporated under the Business Companies Act, 2004
of the British Virgin Islands

NUMBER OF SHARES AUTHORISED TO BE ISSUED:
A maximum of 50'000 no par value shares of a single class

This is to certify that Mr. Mohamed Khaled Mohamad ALAYYAN is entitled to TWENTY FIVE THOUSAND (25'000) shares in the above named company, subject to the Memorandum and Articles of Association of the said company.

IN WITNESS WHEREOF the Company has authorised this certificate to be issued this 28th July, 2011.


Director