

Company Name

Company Number

MEMORANDUM OF ASSOCIATION

1. The name of the company is Company Name.
2. The registered office of the company is situated at _____ Victoria, Mahé, Seychelles.
3. The registered agent of the company is _____ Victoria, Mahé, Seychelles.
4. The objects of the company are to engage in any act or activity that is not prohibited under any law for the time being in force in Seychelles, provided that the company shall not carry on any banking, insurance, reinsurance or trust business.
5. The authorised capital of the company is One Hundred Thousands United States Dollars (US\$100,000.00) which consists of One Hundred Thousands (100,000) shares of One United States Dollar (US\$1.00) each and the aggregate of the par value of the shares that the company is authorised to issue is equal to its authorised capital.
6. All the shares in the company shall be issued in United States Dollars.
7. All the shares in the company shall be of the same class and series.
8. All the shares in the company shall be ordinary shares, which shall carry:
 - a) equal voting rights;
 - b) equal rights to dividends;
 - c) equal rights to the return of capital and participation in surplus assets on a winding-up;and shall rank pari passu in every other respect.
9. The directors are authorised to issue shares as registered shares or to bearer as they may determine by resolution.
10. Shares issued as registered shares may be exchanged for bearer shares and vice-versa.
11. Notice required to be given to members of the company shall be given to the holders of the bearer shares in the following manner:
 - a) by publishing the notice, information or written statement required to be given to members under the Act in the Gazette, a newspaper circulating in Seychelles, a newspaper circulating in the place where the company has its principal office, and where a company is registered in a branch office, a newspaper circulating in the country of jurisdiction where the branch is situated, or
 - b) in the event that the holder of bearer shares has provided the registered agent with an address for service of notices, the notice shall be served in the same manner as notices are served on holders of registered shares.

We, undersigned subscribers are desirous of being formed into an International Business Company to be governed by this Memorandum of Association.

Dated this day of 2003.

Subscriber's signature: _____

Name:

Subscriber

Address:

Victoria, Mahé, Seychelles

Witness to the above signature

Signature: _____

Name:

Address:

Victoria, Mahé, Seychelles