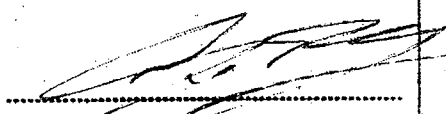


THE COMPANIES (GUERNSEY) LAWS, 1994 and 1996
as amended

COMPANY LIMITED BY SHARES

Memorandum
and
Articles of Association
of
LANDORE RESOURCES LIMITED

CERTIFIED AS A TRUE AND EXACT
COPY OF THE ORIGINAL



Mark W Le Ray. FCCA, CTA, MAAT

BABBE LE PELLEY TOSTEVIN
ADVOCATES
18-20 SMITH STREET
ST. PETER PORT
GUERNSEY GY1 4BL

THE COMPANIES (GUERNSEY) LAWS, 1994 and 1996, as amended

COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

LANDORE RESOURCES LIMITED

Registered this 16 day of FEBRUARY 2005

BABBÉ LE PELLEY TOSTEVIN
Advocates
18-20 Smith Street
St Peter Port
Guernsey GY1 4BL

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

LANDORE RESOURCES LIMITED

1. The name of the Company is "Landore Resources Limited".
2. The Registered Office of the Company will be situate in Guernsey.
3. The objects for which the Company is established are :-
 - (1) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee, shares, stocks, debentures, debenture stock, bonds, notes, obligations, warrants, options and securities issued or guaranteed by any company wherever incorporated or issued or guaranteed by any government, public body or authority in any part of the world, to acquire any such shares, stock debentures, debenture stock, bonds, notes, obligations, warrants, options or securities by subscription, purchase, exchange, underwriting or otherwise (whether or not fully paid up) and subject to such terms and powers conferred by or incidental to the ownership of any investment of the Company, and to provide managerial, administrative, supervisory and consultancy services for or in relation to any company in which the Company is interested on such terms as may be thought fit;
 - (2) To carry on business as a general commercial company;
 - (3) To borrow or raise money and to secure and discharge any debt or obligation of, or binding on, the Company, in such manner as may be thought fit, and in particular by mortgages and charges upon the undertaking, and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue, on such terms and conditions as may be thought expedient, of debentures, debenture stock or other securities of any description; and
 - (4) To guarantee the payment of the capital and principal of and dividends and interest on any share or loan capital or other debts or obligations of any corporation, firm or person and to provide security for any such guarantee whether for its own benefit or the benefit of third parties.

4. The liability of the members is limited to the amount for the time being remaining unpaid on the shares held by each of them respectively.
5. The Share Capital of the Company is £2,500,000 divided into 250,000,000 shares of £0.01 each.
 - (1) The Company has power to increase or reduce its capital and to attach to any shares in the initial or increased or reduced capital any preferential, deferred, qualified or special rights, privileges or conditions or to subject the same to any restrictions or limitations.
 - (2) Furthermore, the rights for the time being attached to the shares in the initial capital and/or to any shares having preferential, deferred, qualified or special rights, privileges or conditions attached thereto, may be altered or dealt with in accordance with the Articles of Association for the time being.
6. The shares shall be paid for according to the terms of allotment or otherwise by calls as the Directors shall think fit.
7. Subject to the provisions of the Statutes, the Company may give financial assistance as defined in the Statutes in connection with the acquisition of its shares.
8. Any shares in the capital of the Company may be issued in payment or part payment of the purchase consideration for any property purchased by the Company or in consideration of any services rendered or to be rendered to the Company by any person or company in assisting the Company to carry out its objects and for shares so issued no money payment shall be made or required, save in so far as by the terms or provisions under which any of such shares may respectively be issued, a cash payment therefore may be required.
9. The signature of the Company shall be any one of the following:-
 - (1) "Landore Resources Limited"
with the addition of the signature(s) of one or more officer(s) of the Company authorised generally or specifically by the Board for such purpose, or such other person or persons as the Board may from time to time appoint; or
 - (2) the Common Seal of the Company (if any) countersigned either by two Directors or by one Director and the Secretary or by such person or persons as the Board may from time to time appoint; or
 - (3) if the Company has an official seal for use in a territory, district or place outside Guernsey, such seal affixed in accordance with the provisions of the Articles of Association.

We the several persons whose names addresses and descriptions are hereunto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses & Descriptions
of Subscribers

Shares

Linda Cameron Singleton
18-20 Smith Street
St Peter Port
Guernsey



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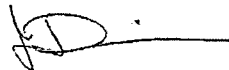
Kim Penney
18-20 Smith Street
St Peter Port
Guernsey



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Dated this 16 day of February 2005

WITNESS to the above signatures



June Davison
18-20 Smith Street
St Peter Port
Guernsey