

REPUBLIC OF SEYCHELLES

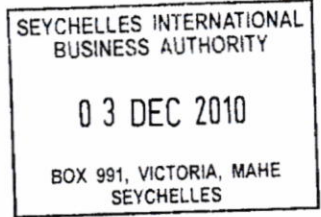
THE INTERNATIONAL BUSINESS COMPANIES ACT, 1994

MEMORANDUM OF ASSOCIATION

OF

RainHold Ltd.

Certificate No. 083820



1. The name of the Company is **RainHold Ltd.**

REGISTERED OFFICE

2. The Registered Office of the Company will be at 1st Floor, Dekk House, Zippora Street, Providence Industrial Estate, Mahe, Republic of Seychelles or such other place within the Republic of Seychelles as the Company from time to time may determine by a resolution of directors.

REGISTERED AGENT

3. The Registered Agent of the Company will be ABC International Services (Seychelles) Limited of 1st Floor, Dekk House, Zippora Street, Providence Industrial Estate, Mahe, Republic of Seychelles or such other person or company being a person or company entitled to act as registered agent as the Company may from time to time determine by a resolution of the directors.

GENERAL OBJECTS AND POWERS

4. (1) The object of the Company is to engage in any act or activity that is not prohibited under any law for the time being in force in the Republic of Seychelles.
- (2) The Company shall have all such powers as are permitted by law for the time being in force in the Republic of Seychelles, irrespective of corporate benefit, to perform all acts and engage in all activities necessary or conducive to the conduct, promotion or attainment of the object of the Company.
- (3) The Company may not:
- (a) carry on any banking, insurance, reinsurance or trust business unless it is licensed to do under the Act; and
 - (b) carry on business as an insurance or reinsurance Company, insurance broker or insurance agent unless it is licensed under an enactment as authorised to carry on that business.

LIMITATION OF LIABILITY

5. The liability of the members is limited by shares.

CURRENCY

6. Shares in the Company shall be issued in the currency of the United States of America.

AUTHORISED CAPITAL

7. The authorised capital of the Company is US\$ 5,000.

CLASSES, NUMBER AND PAR VALUE OF SHARES

8. The authorised capital is made up of one class of shares divided into 5,000 ordinary shares of par value US\$1.00 each with one vote for each share.

RIGHTS AND QUALIFICATIONS OF SHARES

9. The designations, powers, preferences, rights, qualifications, limitations and restrictions of each class and series of shares that the Company is authorised to issue shall be fixed by resolution of directors, but the directors shall not allocate different rights as to voting dividends, redemption or distribution on liquidation unless the Memorandum of Association shall have been amended to create separate classes of shares and all the aforesaid rights as to voting, dividends, redemption and distribution shall be identical in each separate class.



VARIATION OF CLASS RIGHTS

- 10. If at any time the authorised capital is divided into different classes or series of shares, the rights attached to any class or series (unless otherwise provided by the terms of issue of the shares of the class or series) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or series and of the holders of not less than three-fourths of the issued shares of any other class or series of shares which may be affected by such variation.

RIGHTS NOT VARIED BY THE ISSUE OF SHARES PARI PASSU

- 11. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

REGISTERED SHARES

- 12. Shares in the Company may only be issued as registered shares and may not be exchanged for bearer shares. The Company is prohibited from issuing bearer shares.

TRANSFER OF REGISTERED SHARES

- 13. Subject to the provisions relating to the transfer of shares set forth in the Articles of Association annexed hereto, registered shares in the Company may be transferred subject to the prior or subsequent approval of the Company as evidenced by a resolution of directors or a resolution of the members.

The Share Registers shall contain all the relevant details on the persons who hold the registered shares, including the date when they became and ceased to be a member and the details pertaining to the registered shares being held by each holder.

AMENDMENT OF MEMORANDUM AND ARTICLES OF ASSOCIATION

- 14. The Company may amend its Memorandum of Association and Articles of Association by a resolution of members or by a resolution of directors.

DEFINITIONS

- 15. The meanings of words in this Memorandum of Association are defined in the Articles of Association annexed hereto.

We, ABC International Services (Seychelles) Limited, for the purpose of incorporating an International Business Company under the laws of the Republic of Seychelles hereby subscribe our name to this Memorandum of Association on 3rd December 2010 in the presence of the undersigned witness.

In the presence of:

.....
Lydia Barbe
For and on behalf of
ABC International Services (Seychelles) Limited
Subscriber

.....
Hamish Payet
Au Cap
Mahé
Seychelles

