

Secretary's Certificate

**PME Group Limited
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands**

We, Codan Trust Company (Cayman) Limited, Assistant Secretary of PME Group Limited (**the "Company"**) **DO HEREBY CERTIFY** the following is an extract of the resolution passed at the Extraordinary General Meeting of the Company on 11th May, 2010 and that such resolution has not been modified.

Ordinary Resolution

"THAT to approve the authorised share capital of the Company be increased from HK\$100,000,000 to HK\$150,000,000 by the creation of an additional 5,000,000,000 new shares of HK\$0.01 each; and to authorise the Directors of the Company to do all such acts and things they consider necessary or expedient in connection therewith."



Sharon Pierson
for and on behalf of
Codan Trust Company (Cayman) Limited
Assistant Secretary

Dated this 8th day of June, 2010



Secretary's Certificate

PME Group Limited
Century Yard, Cricket Square
Hutchins Drive
P.O. Box 2681
George Town
Grand Cayman
British West Indies

We, Codan Trust Company (Cayman) Limited, Assistant Secretary of PME Group Limited (the "Company") DO HEREBY CERTIFY the following is a true copy of resolutions adopted by the Shareholders of the Company on 23rd October, 2002 and that such resolution has not been modified, amended, or rescinded since its adoption and are in full force and effect as of the date hereof.

1. INCREASE IN AUTHORISED SHARE CAPITAL

"The authorised share capital of the Company be and is hereby increased from HK\$400,000 to HK\$100,000,000 by the creation of an additional 9,960,000,000 shares of HK\$0.01 each."

2. ADOPTION OF NEW ARTICLES OF ASSOCIATION

"RESOLVED THAT the regulations contained in the document marked "A" attached to these Resolutions as approved by the Directors at a meeting held earlier in the day be and are hereby approved and adopted as the new articles of association of the Company (the "Articles of Association") in substitution for and to the exclusion of the existing articles of association of the Company with effect from the conclusion of the meeting referred to above."



Theresa L. Pearson
for and on behalf of

CODAN TRUST COMPANY (CAYMAN) LIMITED
Assistant Secretary



Dated this 30th day of October, 2002.

**THE COMPANIES LAW (REVISED)
COMPANY LIMITED BY SHARES**

MEMORANDUM OF ASSOCIATION

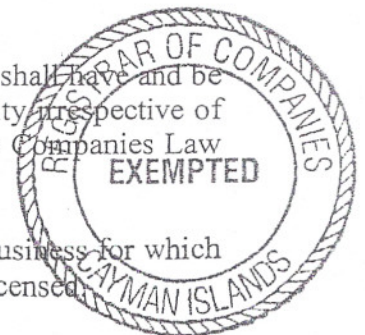
OF

PME Group Limited

REGISTERED AND FILED
AS NO: 116051 THIS 27th DAY
OF February 20

ASST. REGISTRAR OF COMPANIES
CAYMAN ISLANDS

1. The name of the Company is **PME Group Limited**.
2. The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681GT, George Town, Grand Cayman, British West Indies.
3. Subject to the following provisions of this Memorandum, the objects for which the Company is established are unrestricted and shall include, but without limitation:
 - (a) to act and to perform all the functions of a holding company in all its branches and to co-ordinate the policy and administration of any subsidiary company or companies wherever incorporated or carrying on business or of any group of companies of which the Company or any subsidiary company is a member or which are in any manner controlled directly or indirectly by the Company;
 - (b) to act as an investment company and for that purpose to acquire and hold upon any terms and, either in the name of the Company or that of any nominee, shares, stock, debentures, debenture stock, annuities, notes, mortgages, bonds, obligations and securities, foreign exchange, foreign currency deposits and commodities, issued or guaranteed by any company wherever incorporated or carrying on business, or by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, by original subscription, tender, purchase, exchange, underwriting, participation in syndicates or in any other manner and whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise and to subscribe for the same, whether conditionally or absolutely, and to hold the same with a view to investment, but with the power to vary any investments, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may be from time to time determined.
4. Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of The Companies Law (Revised).
5. Nothing in this Memorandum shall permit the Company to carry on a business for which a licence is required under the laws of the Cayman Islands unless duly licensed.



6. If the Company is exempted, it shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this clause shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
7. The liability of each member is limited to the amount from time to time unpaid on such member's shares.
8. The share capital of the Company is HK\$400,000 divided into 40,000,000 shares of a nominal or par value of HK\$0.01 each, with power for the Company insofar as is permitted by law to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (Revised) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether stated to be preference or otherwise shall be subject to the powers hereinbefore contained.

We, the undersigned, are desirous of being formed into a company pursuant to this Memorandum of Association and the Companies Law (Revised), and we hereby agree to take the numbers of shares set opposite our respective names below.

Dated this 27th day of February, 2002

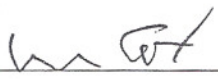
SIGNATURE, NAME, OCCUPATION,
AND ADDRESS OF SUBSCRIBER

NUMBER OF SHARES
TAKEN BY SUBSCRIBER

CODAN TRUST COMPANY (CAYMAN) LIMITED,
a Cayman Islands Company of:
Century Yard, Cricket Square
Hutchins Drive, P.O. Box 2681GT
George Town
Grand Cayman
British West Indies

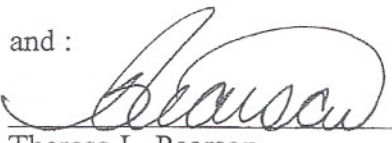
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by :

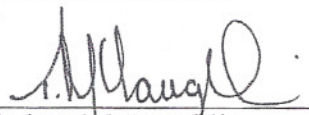


Neil T. Cox

and :



Theresa L. Pearson



Thelma McLaughlin
Witness to the above signatures:

Address: Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681GT, George Town,
Grand Cayman, British West Indies

Occupation: Secretary

DONNELL H. DIXON *Asst.*

I, _____, Registrar of Companies in and for the Cayman Islands DO HEREBY
CERTIFY that this is a true copy of the Memorandum of Association of **PME Group Limited**
duly registered on the 27th day of February, 2002.



Asst. Registrar of Companies

