



BERMUDA

THE COMPANIES ACT 1981

**MEMORANDUM OF ASSOCIATION OF COMPANY LIMITED BY GUARANTEE
Section 7(1) and (3)**

MEMORANDUM OF ASSOCIATION

OF

WindReach

(hereinafter referred to as "the Company")

1. The liability of the members of the Company is limited.

2. Every member of the Company undertakes to contribute to the assets of the Company, in the event of it being wound up while he is a member, or within one year after he has ceased to be a member, for payment of the debts and liabilities of the Company contracted before he has ceased to be a member, and the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding BD\$25 dollars.

3. The objects for which the Company is formed and incorporated are:-

To have the capacity, rights, powers and privileges of a natural person and to operate as an organization to administer and employ its property, assets and rights for the purposes of

promoting or aiding in the promotion of sport, education, charitable activities of any form, or any other social or useful purposes.

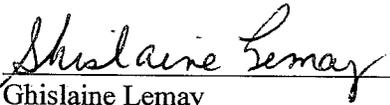
4. The Company is to be a local company.
5. The Company proposes to carry on business in and from Bermuda.
6. The Company, with the consent of the Minister of Finance, has the power to hold land situate in Bermuda not exceeding _____ in all, including the following parcels:-
Not Applicable
7. The profits, if any, or other income of the Company, from wherever derived, shall be applied solely in promoting the above objects, and no dividend or distribution or return of capital or other assets shall be made to its members in cash or otherwise; provided that nothing shall prevent any payment in good faith by the Company to any member or to any director or officer or to any company in which any of them may be a member, director or officer or otherwise interested in any way for any services performed for or on behalf of the Company or goods sold to the Company.
8. If on the winding up of the Company there remains any assets after the satisfaction of all its debts and liabilities, the assets shall not be distributed among the members of the Company, but shall be donated to the Windreach Bermuda Trust, a charitable body, organised under the laws of the Islands of Bermuda having its offices at Richmond House, Par La Ville Road, Hamilton, with objects similar to the Company's or to objects specified in Section 9(1)(a) of the Companies Act 1981.

9. We, the undersigned, namely,

Name and Address	Bermudian Status (Yes or No)	Nationality
Ghislaine Lemay 27 Cloverdale South Road Devonshire FL 05 Bermuda	Yes	Canadian
Susan Fulton 9 Store Hill Smiths FL 03 Bermuda	Yes	Bermudian

are desirous of forming a Company, in pursuance of this Memorandum of Association.

Signed by each subscriber in the presence of at least one witness attesting the signature thereof:-



Ghislaine Lemay

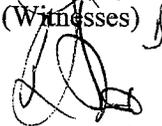


Susan Fulton

(Subscribers)



(Witnesses) *Barrie & Attorney*



(Witnesses) *Barrie & Attorney*

Subscribed this 20th day of November, 2008

