

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SHELLPROOF PLC

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Date: *21st September* 2012

Name of Subscriber

Belize Fiduciaries No. 3 Limited

Signature

[Handwritten Signature]
..... of Villa Real Corp. *DIRECTOR*

For and on behalf of
Belize Fiduciaries No. 3 Limited