

**The Companies Law (Revised)**  
**Company Limited by Shares**

**MEMORANDUM OF ASSOCIATION**

**OF**

**MIDLAND IC&I LIMITED**

*This is a conformed version of the Memorandum of Association not formally adopted by shareholders at a general meeting. The Chinese version of this document is for reference only. In case of any discrepancies or inconsistency between the English version and Chinese version, the English version prevails.*

# **Secretary's Certificate**

**EVI Education Asia Limited\***  
**Cricket Square, Hutchins Drive**  
**P.O. Box 2681,**  
**Grand Cayman - KY1-1111**  
**Cayman Islands**

We, Codan Trust Company (Cayman) Limited, Assistant Secretary of **EVI Education Asia Limited (the “Company”)** **DO HEREBY CERTIFY** the following is a true copy of special resolutions of the shareholders of the Company passed to take effect on June 6, 2007 and that such resolutions have not been modified.

## **SPECIAL RESOLUTION**

3. “**THAT** the following resolution to change the name of the Company shall be deemed passed, dated and effective as a special resolution from the date of completion of the Sale and Purchase Agreement (as defined in resolution numbered 1 set out in the notice convening this extraordinary general meeting, of which this resolution forms part) in accordance with its terms and a Director of the Company shall notify such date to the secretary of the Company,
- (a) the name of the Company be changed to “Midland IC&I Limited”; and
  - (b) “美聯工商舖有限公司” be adopted as the Chinese name of the Company for identification purposes with effect from the date when the above change of the English name of the Company becomes effective.”

(Sd.)

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

Date this 8<sup>th</sup> day of June, 2007

\* Pursuant to the special resolution of the shareholders of the Company passed to take effect on 6 June 2007, the company name was changed from EVI Education Asia Limited to Midland IC&I Limited with effect from 8 June 2007 and 美聯工商舖有限公司 was adopted as the Chinese company name for identification purposes with effect from 8 June 2007.

## **Secretary's Certificate**

**EVI Education Asia Limited\***  
**Zephyr House, Mary Street**  
**P.O. Box 2681**  
**George Town**  
**Grand Cayman**  
**British West Indies**

We, Codan Trust Company (Cayman) Limited, Assistant Secretary of EVI Education Asia Limited (the "Company") **DO HEREBY CERTIFY** the following is a true copy of a resolution adopted by the directors of the Company on 10 October, 2001 and that such resolution has not been modified, amended or rescinded since its adoption and is in full force and effect as of the date hereof.

It was noted that the registered office of the Company as stated in the Company's memorandum of association is at the offices of Codan Trust Company (Cayman) Limited ("Codan") at Zephyr House, Mary Street, P.O. Box 2681GT, George Town, Grand Cayman, British West Indies.

It was further noted that Codan will be moving to "Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681GT, George Town, Grand Cayman, British West Indies" with effect from 22 October, 2001. It follows that the address of the registered office of the Company will be changed similarly.

RESOLVED THAT the address of the registered office of the Company be changed to the offices of Codan at "Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681GT, George Town, Grand Cayman, British West Indies" with effect from 22 October, 2001.

(Sd.)

Seal

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For and on behalf of  
**CODAN TRUST COMPANY (CAYMAN) LIMITED**  
Assistant Secretary

Dated this 10<sup>th</sup> day of October, 2001.

\* Pursuant to the special resolution of the shareholders of the Company passed to take effect on 6 June 2007, the company name was changed from EVI Education Asia Limited to Midland IC&I Limited with effect from 8 June 2007 and 美聯工商舖有限公司 was adopted as the Chinese company name for identification purposes with effect from 8 June 2007.

# **Secretary's Certificate**

**EVI Education Asia Limited\***

**Zephyr House  
P.O. Box 2681,  
George Town,  
Grand Cayman,  
British West Indies**

We, Codan Trust Company (Cayman) Limited, Assistant Secretary of EVI Education Asia Limited. **(the “Company”) DO HEREBY CERTIFY** the following is a true copy of resolutions adopted by the Shareholders of the Company on 28<sup>th</sup> of February, 2001 and that such resolutions has not been modified.

## **2. ADOPTION OF NEW ARTICLES OF ASSOCIATION**

“RESOLVED THAT the regulations contained in the documents marked “A” attached to these resolutions as approved by the Directors at a meeting held earlier in the day be and the same are approved and adopted as the new articles of association of the Company (“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.”

- 3.(a) the authorised share capital be increased from HK\$100,000 to HK\$500,000,000 by the creation of a further 9,998,000,000 Shares;

(Sd.)

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Theresa L. Pearson  
for and on behalf of  
**Codan Trust Company (Cayman) Limited**  
Assistant Secretary

Dated this 13<sup>th</sup> day of February, 2001

\* Pursuant to the special resolution of the shareholders of the Company passed to take effect on 6 June 2007, the company name was changed from EVI Education Asia Limited to Midland IC&I Limited with effect from 8 June 2007 and 美聯工商舖有限公司 was adopted as the Chinese company name for identification purposes with effect from 8 June 2007.

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

**MEMORANDUM OF ASSOCIATION**

**OF**

**Midland IC&I Limited**

- \*1. The name of the Company is **EVI Education Asia Limited**.
- \*\*2. The Registered Office of the Company shall be at the offices of Codan Trust Company (Cayman) Limited, P.O. Box 2861 GT, Zephyr House, Mary Street, 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 purposes 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\$100,000 divided into 2,000,000 shares of a nominal or par value of HK\$0.05 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.
- \* Pursuant to the special resolution of the shareholders of the Company passed to take effect on 6 June 2007, the company name was changed from EVI Education Asia Limited to Midland IC&I Limited with effect from 8 June 2007 and 美聯工商舖有限公司 was adopted as the Chinese company name for identification purposes with effect from 8 June 2007.
- \*\* Pursuant to the resolution adopted by the directors of the Company on 10 October 2001, the address of the registered office of the Company was changed to Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681GT, George Town, Grand Cayman, British West Indies with effect from 22 October 2001.
- \*\*\* Pursuant to the ordinary resolution adopted by the shareholders of the Company on 28 February 2001, the authorised share capital of the Company was increased from HK\$100,000 to HK\$500,000,000 by the creation of a further 9,998,000,000 shares. Pursuant to the ordinary resolution passed by the shareholders at the 2001 annual general meeting held on 30 November 2001, each of the shares of HK\$0.05 each in the issued and unissued share capital of the Company was subdivided into five shares of HK\$0.01 each with effect from 30 November 2001.

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 15th Day of January, 2001

SIGNATURE, NAME, OCCUPATION,  
AND ADDRESS OF SUBSCRIBER

NUMBER OF SHARES  
TAKEN BY SUBSCRIBER

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CODAN TRUST COMPANY (CAYMAN) LIMITED,  
a Cayman Islands Company of:  
Zephyr House  
Mary Street  
George Town  
Grand Cayman  
British West Indies

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by:

(Sd.)

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Neil T. Cox

and:

(Sd.)

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Theresa L. Pearson

(Sd.)

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Thelma McLaughlin  
Witness to the above signatures:

Address: Zephyr House, Mary Street, George Town, Grand Cayman, British West Indies  
Occupations: Secretary

I, **DONNELL H. DIXON** Asst. Registrar of Companies in and for the Cayman Islands DO  
HEREBY CERTIFY that this is a true copy of the Memorandum of Association of **EVI Education Asia  
Limited** duly registered on the 15th day of January, 2001

(Sd.)

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Asst. Registrar of Companies