

MEMORANDUM OF INCORPORATION

OF

PARAGON DIAMONDS LIMITED

1. The company's name is

PARAGON DIAMONDS LIMITED

2. The company's registered office is situated in Guernsey.

3. The company is a non-cellular company within the meaning of section 2(1)(c) of the Companies (Guernsey) Law 2008 ("the Companies Law").

4. The liability of each member of the company is limited to the amount, if any, unpaid on the shares held by him.

We the subscribers to this memorandum of incorporation wish to form a company pursuant to this memorandum; and we agree to take the number of shares specified opposite our respective names.

Name and Address of founder member	Number of shares taken by each founder	Aggregate value of those shares	Amount paid up on those shares	Amount unpaid on those shares
Marlborough Trust Company Limited of Albert House 2nd Floor PO Box 19 South Esplanade St Peter Port GUERNSEY	50	50.00000000	50.00000000	0.00000000
Marlborough Nominees Limited of Albert House 2nd Floor PO Box 19 South Esplanade St Peter Port GUERNSEY	50	50.00000000	50.00000000	0.00000000
total Shares taken	100			

(signature of subscribers)

(date)