

**THE COMPANIES ACTS 1931 TO 2004**

**ISLE OF MAN**

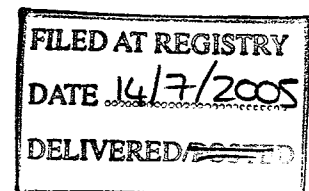
**PUBLIC COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

**PANGEA DIAMONDFIELDS PLC.**

**(Adopted by Special Resolution on 13 July 2005)**



THE COMPANIES ACTS 1931 TO 2004  
ISLE OF MAN  
PUBLIC COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
OF  
PANGEA DIAMONDFIELDS PLC.

1. The name of the Company is " Pangea Diamondfields Plc.".
2. The Company is a public company.
3. The liability of the members is limited.
4. Restrictions, if any, on the exercise of the rights, powers and privileges of the Company:  
  
None unless and until decided upon by Special Resolution of the Company in accordance with Section 6 of the Companies Act 1986.
5. The share capital of the Company is USD1,000,000 divided into 100,000,000 Ordinary Shares of USD0.01 each.

I/we, the subscriber to this Memorandum of Association:

- (a) wish to be formed into a company pursuant to this memorandum;
- (b) agree to take the number of shares shown opposite my/our name;
- (c) declare that all the requirements of the Companies Acts 1931 to 2004 in respect of matters relating to registration and of matters precedent and incidental thereto have been complied with.

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Name & Address of Subscriber	Signature	Number of Shares Taken
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Maitland Nominees  
(I.O.M.) Limited  
Falcon Cliff  
Palace Road  
Douglas  
Isle of Man

For Maitland Nominees  
(I.O.M.) Limited

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Director

Maitland Nominees Limited  
9 Columbus Centre  
Pelican Drive  
Road Town  
Tortola  
British Virgin Islands

For Maitland Nominees  
Limited

1

Director

Dated: 9 March 2005

Witness to the above signatures:

Name and address of witness:

Caitriona Hayes  
3 Thorny Road  
Douglas  
Isle of Man  
IM2 5EF