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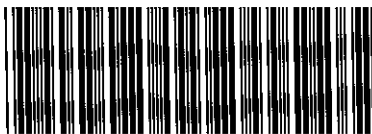
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4391380

The Registrar of Companies for England and Wales hereby certifies that
ORCHARD BPS LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 11th March 2002



N04391380F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

PEAPOD SOLUTIONS LTD.

12

Declaration on application for registration

*Please complete in typescript,
or in bold black capitals.*

CHFP004

Company Name in full

ORCHARD BPS

Limited

I, EAC (DIRECTORS) LIMITED

of Suite 72, Cariocca Business Park, 2, Sawley Rd, M/cr M40 8BB

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

Day Month Year

On

CA CB 21 02 02

**Please print name.

before me**

Signed

Date

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

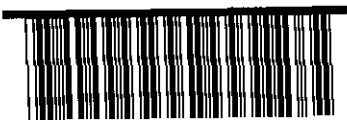
Mr E.Cole, c/o EAC(Business Services) Group Ltd
Suite 72, Cariocca Business Park, 2, Sawley Rd, Manchester

M40 BB

Tel 07957421790

DX number

DX exchange



JMA
COMPANIES HOUSE

0171
08/03/02

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh
Peapod Solutions Ltd.

Please complete in typescript,
or in bold black capitals.

CHFP004

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office****Company Name in full**

ORCHARD BPS Limited

Proposed Registered Office

Suite 72, Cariocca Business Park, 2, Sawley Rd

(PO Box numbers only, are not acceptable)

Miles Platting

Post town

MANCHESTER

County / Region

Gtr MANCHESTER

Postcode

M40 8BB

If the memorandum is delivered by an
agent for the subscriber(s) of the
memorandum mark the box opposite and
give the agent's name and address.

☒

Agent's Name

EAC(Business Services)Group Ltd

Address

Suite 72, Cariocca Business Park, 2, Sawley Road

Miles Platting

Post town

MANCHESTER

County / Region

Gtr MANCHESTER

Postcode

M40 8BB

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of the
person Companies House should
contact if there is any query.

Mr E.Cole. c/o EAC(Business Services) Group Ltd

Suite 72, Cariocca Business Park,2, Sawley Road

MANCHESTER M40 8BB

DX number

DX exchange



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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh
Peapod Solutions Ltd.

Company Secretary (see notes 1-5)

Company name

ORCHARD BPS Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

EAC(SECRETARIES) Limited

Previous forename(s)

Previous surname(s)

Address

Suite 72, Cariocca Business Park, 2, Sawley Rd

Usual residential address

For a corporation, give the registered or principal office address.

Miles Platting

Post town

MANCHESTER

County / Region

Gtr MANCHESTER

Postcode

M40 8BB

Country

I consent to act as secretary of the company named on page 1

Consent signature**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

EAC(DIRECTORS) Limited

Previous forename(s)

Previous surname(s)

Address

Suite 72, Cariocca Business Park, 2, Sawley Rd

Usual residential address

For a corporation, give the registered or principal office address.

Miles Platting

Post town

MANCHESTER

County / Region

Gtr MANCHESTER

Postcode

M40 8BB

Country

ENGLAND

Day Month Year

Date of birth

2 7 0 5 1 9 9 9

Nationality

ENGLISH

Business occupation

Business Services Provider

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title		*Honours etc	
	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
Address				
Usual residential address				
For a corporation, give the registered or principal office address.	Post town			
	County / Region		Postcode	
	Country			
	Day	Month	Year	
Date of birth				Nationality
Business occupation				
Other directorships				
	I consent to act as director of the company named on page 1			
Consent signature		Date		

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

Acc Co

Date

7/3/02

Or the subscribers

Signed

Date

*(i.e. those who signed
as members on the
memorandum of
association).*

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

4 391380

COMPANIES ACTS 1985 & 1989

HSBC/101165/A40

100
2
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

Of

ORCHARD BPS Limited

065994

1. The name of the Company is ORCHARD BPS Limited

2. The Registered office of the company is situated in England & Wales.

3. The objects for which the Company is established are:

3.1 to carry on the business of a General Commercial Company

3.2 to design manufacture and deal in any materials, articles or components and to provide any services which may be required for the purposes of a business of the above description or which may conveniently or advantageously made or supplied in connection with it

3.3 to promote and to acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activity an interest in which appears likely to be advantageous to the Company; to provide administrative financial and other services and facilities for any company in which the Company is interested or for any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of any body corporate.

3.4 to borrow or raise money in any manner and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the Company, and in particular by the issue of debentures secured on all or any of the Company's property (both present and future) including its uncalled capital; and to purchase, redeem or pay off any securities.

3.5 to do all or any of the above things either alone or as a member of a partnership trading group or consortium and in any part of the world

3.6 to do all such other things as may appear incidental or conducive to the pursuit or attainment of any of the above objectives or to the exercise of any power (whether express or implied) possessed by the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.



We the Subscribers to this Memorandum of Association wish to be formed
Into a Company pursuant to this Memorandum; and we agree to take the
Number of shares specified opposite are respective names.

Name and Address Of Subscribers	Signature	Date	Number of shares taken
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DIRECTOR

EAC (DIRECTORS) LIMITED
Suite 72, CARIOCCA BUSINESS PARK
2, SAWLEY ROAD
MANCHESTER
M40 8BB

for and on behalf of

EAC (DIRECTORS) LIMITED  07/3/02

1

COMPANY SECRETARY

EAC (SECRETARIES) LIMITED
Suite 72, CARIOCCA BUSINESS PARK
2, SAWLEY ROAD
MANCHESTER
M40 8BB

for and on behalf of

EAC (SECRETARIES) LIMITED.....  07/3/02


1

.....
Total Shares taken

2

WITNESS TO THE ABOVE SIGNATURES

AMANDA ASPINALL
Suite 72, CARIOCCA BUSINESS PARK
2, SAWLEY ROAD
MANCHESTER
M40 8BB


.....07/3/02

COMPANIES ACTS 1985 & 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

Of

ORCHARD BPS Limited

1. Preliminary

1.1 The regulations constituting Table A in the schedule to the Companies Acts (Table A to F) Regulations 1985 (Table A) Shall apply to the Company except in so far as they are excluded Or varied by theses articles.

1.2 Expressions defined in Regulation 1 of Table A shall where the context admits bear in these articles the meaning so defined.

2. Share Capital

2.1 The Share Capital of the Company is £100 divided into Ordinary Shares of £1 each

2.2 In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine"

3. Lien and Forfeiture

3.1 The Lien conferred by Regulation 8 of Table A shall attach to Fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or Under liability to the Company. The registration of a transfer of a Share shall operate as a wavier of any lien of the Company on that Share.

3.2 In regulation 8 of Table A there shall be substituted for the words "Any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares".

4. Transfer of Shares

Regulation 24 of Table A shall not apply.

5. Alteration of Share Capital

5.1 In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)"

5.2 In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted.

6. Votes of Members

6.1 In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present In person or proxy"

6.2 In Regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" The words "any form which enables the members to direct how

Their votes are to be exercised on each of the resolutions comprised In the business meeting for which it is to be used".

7. Number of Directors

The number of directors shall not be less than one.

8. Appointment and Retirement of Directors

Regulations 73 to 83 Table A shall not apply to the Company.

9. Proceedings of Directors

Regulation 94 shall not apply to the Company.

10. Disqualified Directors

In Regulation 81 of Table A there shall be inserted in paragraph (d) After the words "to the Company" the words "left at the office".

11. Dividends

In Regulation 104 of Table A there shall be inserted after the words "As from a particular date" the words "or a particular event".

12. Notices

In Regulation 115 of Table A the words "unless the contrary is proved" shall be omitted.

Name and Address Of Subscribers	Signature	Date	Number of shares taken
------------------------------------	-----------	------	------------------------

DIRECTOR

EAC (DIRECTORS) LIMITED
Suite 72, CARIOCCA BUSINESS PARK
2, SAWLEY ROAD
MANCHESTER
M40 8BB

for and on behalf of EAC (DIRECTORS) LIMITED		07/3/02	1
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COMPANY SECRETARY


EAC (SECRETARIES) LIMITED
Suite 72, CARIOCCA BUSINESS PARK
2, SAWLEY ROAD
MANCHESTER
M40 8BB

for and on behalf of EAC (SECRETARIES) LIMITED		07/3/02	1
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Total Shares taken	2
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WITNESS TO THE ABOVE SIGNATURES

AMANDA ASPINALL
Suite 72, CARIOCCA BUSINESS PARK
2, SAWLEY ROAD
MANCHESTER
M40 8BB

	07/3/02
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**COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES**

MEMORANDUM and

ARTICLES OF ASSOCIATION

Of

ORCHARD BPS LIMITED