File Copy

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 5561802

The Registrar of Companies for England and Wales hereby certifies that

NUTRITION ENTERPRISES 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 13th September 2005

N0 5561802L

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House
for the record

The above information was communicated in non-legible form and authenticated by the Registrar of Companies under section 710A of the Companies Act 1985

Companies House
for the record

Electronic statement of compliance with requirements on application for registration of a company pursuant to section 12(3A) of the Companies Act 1985

Company number	5561802
Company name	NUTRITION ENTERPRISES LIMITED
I,	ACI DIRECTORS LIMITED
of	7 LEONARD STREET LONDON EC2A 4AQ
a	person named as a director of the company in the statement delivered to the registrar of companies under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section 12(3A) of the Companies Act 1985

Statement:	I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies electronically and authenticated in accordance with the registrar's direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to criminal prosecution

Companies House
— for the record —

10(ef)

First directors and secretary and intended situation of registered office

Received for filing in Electronic Format on the: **12/09/2005**

XPBM08MD

Company Name in full: **NUTRITION ENTERPRISES LIMITED**

Proposed Registered Office:
15-19 CAVENDISH PLACE
LONDON
W1G 0DD

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **AC INFORMATION LIMITED**
Agent's Address:
7 LEONARD STREET
LONDON
EC2A 4AQ

Company Secretary

Name **ACI SECRETARIES LIMITED**

Address:
7 LEONARD STREET
LONDON
EC2A 4AQ

Consented to Act: **Y** *Date authorised* **12/09/2005** *Authenticated:* **Y**

Director 1:

Name **ACI DIRECTORS LIMITED**

Address: **7 LEONARD STREET**
LONDON
EC2A 4AQ

Consented to Act: **Y** *Date authorised* **12/09/2005** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **AGENT** *Date Authorised:* **12/09/2005** *Authenticated:* **Yes**

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of NUTRITION ENTERPRISES LIMITED

1. The Company's name is NUTRITION ENTERPRISES LIMITED.

2. The Company's Registered Office is to be situated in England and Wales.

3. The Company's objects are:

   (1) To carry on business as a general commercial company.

   (2) To carry on any trade or business whatsoever and to do all such things as are incidental or conducive to the carrying on of any trade or business.

   (3) (a) To guarantee support or secure, whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any one or more or all of such methods or by any other method, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of, and premiums, interest, dividends, and debentures, debenture stock, loan stock, shares or other securities, liabilities or obligations of any person firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company, as defined by section 736 of the Companies Act 1985, (as re-enacted by the Companies Act 1989 or any subsequent re-enactment or amendment thereof) or a subsidiary undertaking or parent undertaking (as defined by section 258 of the Companies Act 1985 or any re-enactment or amendment thereof) of the Company, or another subsidiary of such holding company, or otherwise associated with the Company in business or through shareholdings;

   (b) To borrow or raise or secure the payment of money in such manner as shall from time to time be determined for the purposes of or in connection with the Company's trade or business;

(c) To purchase, sell, exchange, improve, rent, lease, let on lease, hire, surrender, license, accept surrenders of and otherwise acquire, deal with and hold any estate or interest in any lands, buildings, easements, rights, privileges, or other property, chattels and effects or any interest or rights in relation thereto.

(d) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time directors or officers or in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any company which was predecessor in business of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such person as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid;

(e) To purchase and maintain insurance cover for directors and other officers or auditors of the Company against any liability to the Company or to any other person against any negligence, default, breach of duty or breach of trust;

(f) To make donations gifts or contributions of any kind to any organisation club or society whatsoever; and

(g) To pay or settle any claims made against the Company whether legally enforceable or not;

and to do any of the foregoing either with or without receiving any payment or other consideration or benefit therefor and either in connection with any other business, activity or transaction or by itself.

(4) (a) Each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

(b) The word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.

5. The Company's share capital is £1,000.00 divided into 1,000 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 shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
ACI DIRECTORS LIMITED 7 LEONARD STREET LONDON EC2A 4AQ	1
TOTAL SHARES ISSUED	1

DATE: 12 September 2005

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of NUTRITION ENTERPRISES LIMITED

PRELIMINARY

1. (1) The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company save insofar as they are excluded or varied hereby, and such Regulations save as so excluded or varied together with the Articles hereinafter contained shall be the Articles of Association of the Company.

(2) Regulations 3, 24, 41, 46, 48, 62, 64, 67, 73, 74, 75, 80, 94, 95, 96, 97, 101 of Table A and the words "shall be sealed with the seal and" in line 5 of Regulation 6 and the second and third sentences of Regulation 79 of Table A shall not apply to the Company.

INTERPRETATION

2. The provisions as to the interpretation of Table A contained in Regulation 1 thereof shall apply to the interpretation of these Articles as they apply to the interpretation of Table A.

PRIVATE COMPANY

3. The Company is a private Company and accordingly the Company shall not offer, allot or agree to allot any shares in or debentures of the Company to the public with a view to all or any of such shares or debentures being offered for sale to the public, and sections 58 (3), 59 and 60 of the Act shall apply for the purposes of this Article as they apply for the purposes of the Act.

4. (1) All unissued shares of the Company, whether forming part of the original or any increased capital shall be under the control of the directors who may allot, grant options over, offer or otherwise deal with or dispose of them to such persons, including any directors of the Company, at such times and on such conditions they think fit, provided that no shares shall be issued at a discount.

(2) The directors are hereby generally and unconditionally authorised to exercise the powers of the Company to allot relevant securities as defined in section 80 of the Act and are empowered to make offers or agreements which would or might require relevant securities as so defined to be allotted after the expiration of such authority.

(3) Unless and until the authority conferred by (2) above is revoked, renewed or varied:

(a) the maximum amount of relevant securities as so defined that may be allotted under such authority shall be the amount of unissued relevant securities in the capital of the Company at the date of the incorporation of the Company;

(b) such authority shall expire on the fifth anniversary of the date of incorporation of the Company.

REDEMPTION OF SHARES

5. Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before the issue thereof.

LIEN

6. The lien conferred by Regulation 8 of Table A shall also attach to:

(1) fully paid shares;

(2) all shares whether fully paid or not standing registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER OF SHARES

7. The transferor shall be deemed to remain a holder of any shares which have been or are to be transferred until the name of the transferee is entered in the register of members in respect thereof.

8. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of any share, whether or not it is fully paid.

9. (1) A member (referred to in this Article as "the transferor") desiring to transfer shares otherwise than to another member shall give notice in writing of such intention to the directors of the Company giving particulars of the shares in question (referred to in this Article as "the transfer notice").

(2) The transfer notice shall constitute the Directors as agents of the transferor for the sale of the shares included in the transfer notice at the prescribed price (as hereinafter defined) and on the terms hereinafter set out.

(3) The prescribed price shall be such price per share as shall be agreed between the transferor and the directors or in default of agreement as shall be fixed by the Auditors for the time being of the Company (or if the Company does not have auditors by a firm of Accountants, qualified to act as Auditors, appointed by the Company) as the fair value thereof; and the cost of the said valuation by the Auditors or firm of Accountants shall be borne by the Company.

(4) The directors shall offer the shares included in the transfer notice to the members of the Company (other than the transferor) at the prescribed price, and such offer shall be expressed to be open for acceptance for a period of not more than twenty-eight days.

(5) In the event of competition the shares so offered shall be sold to the members accepting the offer in such proportions (or as nearly as may be and without increasing the number sold to a member beyond the number applied for by him) as their existing holdings bear to the total number of shares held by members accepting the offer.

(6) The transferor shall be bound upon receipt of the prescribed price to transfer to each member who has accepted the said offer such number of shares included in the transfer notice as such member has so accepted.

(7) Where a transferor fails or refuses so to transfer any shares within twenty-eight days after having become so bound so to do the directors may authorise some person to execute on behalf of and as attorney for the transferor any necessary transfers and may receive the purchase money therefor in trust for the transferor; and in any such case the receipt of the Company shall be a good discharge to the purchaser who shall not be bound to the good application thereof.

(8) If, at the expiry of the time prescribed for the acceptance of offers under (4) above, any shares included in the transfer notice have not been accepted for purchase by the members or any of them on the terms set out in (4) to (7) above inclusive the transferor shall be at liberty to dispose of so many of such shares as have not been so accepted for purchase in any manner he may think fit within three months from the expiry of the said time prescribed under (4) above.

PROCEEDINGS AT GENERAL MEETINGS

10. If the Company has more than one member:

(1) If the quorum prescribed by Regulation 40 of Table A is not present within half an hour from the time appointed for the meeting the meeting shall stand adjourned to the same day the next week at the same time and place or such time and place as the directors may determine.

(2) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting one person entitled under Regulation 40 of Table A to be counted in a quorum present at the meeting shall be a quorum.

11 (1) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.

(2) A poll may be demanded:

(a) by the chairman; or

(b) by a member (present in person or by proxy) having the right to attend and vote at the meeting; or

(c) by a duly authorised representative of a corporation.

(3) The demand for a poll may, before the poll is taken, be withdrawn.

(4) A demand so withdrawn shall not be taken to have invalidated the result of a vote on a show of hands declared before the demand was made.

(5) A resolution in writing executed pursuant to Regulation 53 of Table A and which is expressed to be a special resolution or an extraordinary resolution shall have effect accordingly.

VOTES OF MEMBERS

12 There shall be inserted the words "Unless the directors otherwise determine" before the words "No member shall" in Regulation 57 of Table A which shall be modified accordingly in its application to the Company.

13 (1) The instrument appointing a proxy and any such authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:

(a) be deposited at the office or at such other place within the United Kingdom and at such time as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting; or

(b) notwithstanding any provision to the contrary in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, be deposited with the chairman 30 minutes before the commencement of the meeting or adjourned meeting and an instrument of proxy which is not so deposited or delivered in a manner so permitted shall be invalid.

(2) Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.

NUMBER OF DIRECTORS

14 (1) The number of directors need not exceed one.

(2) If and so long as there is a sole director he may exercise all the powers and authorities vested in the directors by these Articles and by Table A.

ALTERNATE DIRECTORS

15 An alternate director shall cease to be an alternate director if his appointor ceases to be a director.

POWERS OF DIRECTORS

16 In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the directors may mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and may issue debentures, debenture stock and other securities whether outright of the Company or of any third party.

PROCEEDINGS OF DIRECTORS

17 The words "and unless so fixed at any other number shall be two" shall be omitted from Regulation 89 of Table A in its application to the Company.

18 For the purposes of Regulation 93 of Table A, the consent of a director or an alternate director to a resolution may also be given by letter, telex, cable, fax, email or other similar means.

INDEMNITY

19 In addition to the indemnity conferred by Regulation 118 of Table A and subject to the provisions of the Act, every such person as is mentioned in the said Regulation shall be entitled to be indemnified out of the assets of the Company against all expenses, losses or liabilities incurred by him as agent of the Company or for the Company's benefit or intended benefit or in or about the discharge or intended discharge of his duties in relation to the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

ACI DIRECTORS LIMITED
7 LEONARD STREET
LONDON EC2A 4AQ

DATE: 12 September 2005