FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 6027591

The Registrar of Companies for England and Wales hereby certifies that

OMNIS CAPITAL LIMITED

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

Given at Companies House, London, the 13th December 2006



N06027591H





PEAPOD SOLUTIONS LTD.

Please complete in typescript, or in bold black capitals.

CHFP004

Declaration on application for registration

602	7591	

Company Name in full Omnis Capital Limited

Julian Alister Turnbull

59 Lafone Street, London, SE1 2LX

[†] Please delete as appropriate.

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.

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

Declaran	t's signature	IMM	tille			
	Declared at	13a Shad Tha	mes, London, SE1 2	PU		
		Day Month	Yes			
	On	1 3 1 2 2	0,016		1 C.	Ti - Itawa
 Please print name. 	before me *		MARTIN	HOPKINS	13a 311a	d Thames
	L				London	SE1 2PU
	Signed			Date	13/12/2006	
	† ^	Commissioner fo	or Oothe or Notony Bub	lic or luctico of	the Person or Solie	itor

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

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.



Form revised 10/03

MacRae & Co		
59 Lafone Street, Shad Thames London, SE1 2LX		
	Tel 020 7378 7716	
DX number	DX exchange	

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 or LP - 4 Edinburgh 2

PEAPOD SOLUTIONS LTD.

10

Please complete in typescript, or in bold black capitals.

CHFP004

First directors and secretary and intended situation of registered office

CHFF 004				
Notes on completion appear on final page	6027591			
Company Name in full	Omnis Capital Limited			
Proposed Registered Office	59 Lafone Street			
(PO Box numbers only, are not acceptable)				
Post town	London			
County / Region		Postcode SE1 2LX		
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.	X			
Agent's Name	MacRae & Co			
Address	59 Lafone Street			
Post town	London			
County / Region		Postcode SE1 2LX		
Number of continuation sheets attached	1			
You do not have to give any contact information in the box opposite but if	MacRae & Co			
you do, it will help Companies House to contact you if there is a query on the	59 Lafone Street, London, SE1 2LX			
form. The contact information that you give will be visible to searchers of the		000 7070 7716		
public record.		1 020 7378 7716 Cexchange		



v 08/02

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 or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

		Company name	Omnis Capital Limited			
* Voluntary details	NAME	*Style / Title		*Honours	etc	
		Forename(s)				
		Surname	MacRae Secretaries Limited			
	Previous forename(s)					
tt Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section	Previ	ious surname(s)				
	ne Address ††		59 Lafone Street			
	1					
723B of the Companies Act 1985		Post town	London			
otherwise, give your usual residential address. In the case		County / Region		Pos	tcode	SE1 2LX
of a corporation or Scottish firm, give the)	Country				
registered or principa office address.	l		I consent to act as secretary of		any na	med on page 1
	Conse	nt signature	ium Towwoll For and on behalf of MacRae Secretaries Limited		Date	12/12/2006
Directors (see notes 1-5)			Indondo Oodiotarioo Sini.toa		_	
Please list directors it	•				. [# 100° 40011
	NAME	*Style / Title		*Honours	etc	
		Forename(s)	Julian Alister		•••	
		Surname	Turnbull			727-7-
	Previous forename(s) Previous surname(s)					
t Tiek this hav if the						
t Tick this box if the ddress shown is a ervice address for the	Address ††		2 Hadlow Road			
eneficiary of a onfidentiality Order						
ranted under section 23B of the Companies		Post town	Sideup			
ct 1985 otherwise, ive your usual esidential address. In		County / Region	Kent	Pos	tcode	DA14 4AF
ne case of a orporation or Scottish		Country				
rm, give the egistered or principal		į	Day Month Year	¬		
ffice address.	Date of	birth	2 4 0 9 1 9 6 0	Nation	ality E	British
	Busine	ss occupation	Solicitor			
	Other d	lirectorships				na - auto-
	_	_ 1	I consent to act as director of th	· · · · · · · · · · · · · · · · · · ·	- 	
	Conse	ent signature	Inun Linkell		Date	12/12/2006

Company Se	Cretary (see notes 1-5)		
NA	ME *Style / Title	*Honours etc	
* Voluntary details	Forename(s)		
	Surname		
	Previous forename(s)		
† Tick this box if the	Previous surname(s)		
address shown is a service address for the beneficiary of a Confidentiality Order granted under section	Address †		
723B of the Companies Act 1985	Post town		
otherwise, give your usual residential address. In the case	County / Region	Postcode	
of a corporation or Scottish firm, give the registered or principa		Legislant to get as governor of the company named an age 1	
office address.		I consent to act as secretary of the company named on page 1	
	Consent signature	Date	
Directors (see no Please list directors in			
1	NAME *Style / Title	*Honours etc	
	Forename(s)	Mark William Leslie	
	Surname	Bristow	
	Previous forename(s)		
† Tick this box if the	Previous surname(s)		
address shown is a service address for the	e Address †	Turks Head Farm	
beneficiary of a Confidentiality Order granted under section		Smithy Fen	
723B of the Companies Act 1985	Post town	Cottenham	
otherwise, give your usual residential address. In the case	County / Region	Cambridgeshire Postcode CB4 8PT	
of a corporation or Scottish firm, give the	Country		
registered or principal office address.		Day Month Year	
	Date of birth	3 1 1 0 1 9 7 8 Nationality Britishe	
	Business occupation	Director	
	Other directorships	Secret Monkey Ltd; Eforte Ltd; Samui Estate Corporation Ltd	
		Elevation Derivatives Limited	
		I consent to act as director of the company named on page 1	
	Consent signature	M. L. Date 12/12/2006	

Form 10 Continuation sheet Company Secretary (see notes 1-5) **CHFP004** Omnis Capital Limited Company name NAME *Style / Title *Honours etc Forename(s) * Voluntary details Surname Previous forename(s) Previous surname(s) † Tick this box if the address shown is a Address † service address for the beneficiary of a **Confidentiality Order** granted under section 723B of the Post town Companies Act 1985 otherwise, give your usual residential County / Region Postcode address. In the case of a corporation or Country Scottish firm, give the registered or principal I consent to act as secretary of the company named on page 1 office address. Consent signature Date Directors (see notes 1-5) Please list directors in alphabetical order *Style / Title NAME *Honours etc Forename(s) Stephen John Surname Morgan Previous forename(s) Previous surname(s) † Tick this box if the address shown is a 77 The Lindens service address for the Address † beneficiary of a Confidentiality Order granted under section 723B of the Loughton Post town Companies Act 1985 otherwise, give your usual residential Postcode LG10 3HT County / Region Essex address. In the case of a corporation or Country Scottish firm, give the registered or principal Day Month Year office address. Date of birth Nationality | British 1 + 9 + 7 +**Business occupation Futures Trader** Morgan Futures Trading Limited Other directorships Berlin Select Ltd Realtime Analysis and News Limited I consent to act as director of the company named on page 1 Consent signature 12/12/2006 **Date**

Directors (see notes 1-5) Please list directors in alphabetical order *Honours etc NAME *Style / Title Forename(s) Christopher John * Voluntary details Surname Day Previous forename(s) Previous surname(s) ††Tick this box if the Address †† 19 Ontario Way address shown is a service address for the beneficiary of a St James' Place Confidentiality Order granted under section Post town Liphook 723B of the Companies Act 1985 otherwise, give your usual Postcode GU30 7LD County / Region Hampshire residential address. In the case of a Country corporation or Scottish firm, give the Month Day Year registered or principal Date of birth office address. British Nationality 0 + 60 | 69 | 6 | 1 Director **Business occupation** Other directorships PCE Investors Limited, Jordasic (UK) Limited Independent Portfolio Managers Limited I consent to act as director of the company named on page 1 **Consent signature Date** 12/12/2006 This section must be Mac/() **Date** | 12/12/2006 Signed signed by either an agent on behalf of all Signed Date subscribers or the subscribers **Signed** Date (i.e those who signed as members on the Signed Date memorandum of association). Signed Date

Date

Date

Signed

Signed

. 40 109614

THE COMPANIES ACTS 1985 & 1989

6027591

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

OMNIS CAPITAL LIMITED

- 1. The Name of the Company is Omnis Capital Limited.
- 2. The registered office of the Company will be situate in England.
- 3. The objects for which the Company is established is to carry on business as a general commercial company.
- 4. The liability of the members is limited.
- 5. The share capital of the Company is £100 divided into 100 shares of £1 each.



WE, the persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite our name.

NAME ADDRESS AND DESCRIPTION OF SUBSCRIBER

Number of Shares taken by Subscribers (in words)

Horsleydown LLP 59 Lafone Street

London SE1 2LX Twenty Five

For and on behalf of
Horsleydown LLP

Jordasic (UK) Limited 5 Underwood Street

London

N/ 7LX

Twenty Five

For and on behalf of Jordasic (UK) Limited

Mark William Leslie Bristow

Turks Head Farm Smithy Fen Cottenham Cambridgeshire CB4 8PT

M. d. Dulata

Fifty

DATED the 12th day of December 2006

WITNESS to the above signatures:

Signature

Name:

Julian Turnbull

Jenn Turkell

Address: 59 Lafone Street, London, SE1 2LX

Occupation: Solicitor

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

OMNIS CAPITAL LIMITED

PRELIMINARY

- 1. The Regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ('Table A') as at the date of the Company's incorporation shall apply to the company except in so far as they are excluded or varied by these articles.
- 2. Expressions defined in regulation 1 of Table A shall where the context admits bear in these articles the meanings so defined.

SHARE CAPITAL

3. The directors shall have general and unconditional authority to allot all or any part of the share capital with which the Company is formed for a period of five years from the date of incorporation.

NUMBER OF MEMBERS

4. The Company may in accordance with the Company (Single Members Private Limited Companies) Regulations 1992 have one member and these Articles of Association and Table A shall be construed accordingly.

SHARE TRANSFERS

5. The directors may, in their unfettered discretion and without assigning any reason, refuse to register any transfer of any share, whether or not it is a fully paid share.

APPOINTMENT AND RETIREMENT OF DIRECTORS

6. The directors shall not be subject to retirement by rotation, and accordingly

- regulations 73, 74 and 75 of Table A shall not apply to the Company, and all other references in Table A to rotation shall be disregarded.
- 7. The whole of regulations 76 and 77 and the words 'subject as aforesaid' in regulation 78 of Table A shall not apply to the company.
- 8. If at any time there is only one director, he shall be entitled to exercise all the powers of the directors.
- 9. Any director may participate in any meeting by means of a conference telephone or similar communications equipment whereby all directors participating in the meeting can hear each other and any director participating in this manner shall be deemed to be present in person in such meeting.

NOTICES

10. A member whose registered address is not in the United Kingdom shall be entitled to notice notwithstanding that he has not given the Company an address within the United Kingdom at which notices may be given to him.

NAME ADDRESSS AND DESCRIPTION OF SUBSCRIBER

Horsleydown LLP 59 Lafone Street London

SE1 2LX

For and on behalf of Horsleydown LLP

Jordasic (UK) Limited 5 Underwood Street

London N1 7LY

For and on behalf of Jordasic (UK) Limited

Mark William Leslie Bristow

Turks Head Farm Smithy Fen

Cottenham

Cambridgeshire

CB4 8PT

Mark Bristow

DATED the 12th day of December 2006

Signature

WITNESS to the above signatures:
Signature | WWW Tweller

Name:

Julian Turnbull

Address:

59 Lafone Street, London, SE1 2LX

Occupation:

Solicitor