

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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP004

Declaration on application for registration

6027591

Company Name in full

Omnis Capital Limited

I, Julian Alister Turnbull

of 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.

Declarant's signature

Declared at 13a Shad Thames, London, SE1 2PU

Day Month Year

On 13 12 2006

* Please print name.

before me *

MARTIN HOPKINS

cbw. Solicitors
13a Shad Thames
London SE1 2PU

Signed

Date

13/12/2006

† 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.

MacRae & Co

59 Lafone Street, Shad Thames
London, SE1 2LX

Tel 020 7378 7716

DX number

DX exchange



LD1
COMPANIES HOUSE

57
13/12/2006

Form revised 10/03

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

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**

6027591

Company Name in full

Omnis Capital Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

59 Lafone Street

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.

☒

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
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.

MacRae & Co

59 Lafone Street, London, SE1 2LX

Tel 020 7378 7716

DX number

DX exchange

LD1
COMPANIES HOUSE*LFXDPLEBU*
58
13/12/2006

v 08/02

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Peapod Solutions Ltd.

Company Secretary (see notes 1-5)

Company name		Omnis Capital Limited	
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname		MacRae Secretaries Limited	
Previous forename(s)			
Previous surname(s)			
Address ††		59 Lafone Street	
Post town		London	
County / Region		Postcode	SE1 2LX
Country			
I consent to act as secretary of the company named on page 1			
Consent signature		Date 12/12/2006	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title		*Honours etc	
Forename(s)		Julian Alister			
Surname		Turnbull			
Previous forename(s)					
Previous surname(s)					
Address ††		2 Hadlow Road			
Post town		Sidcup			
County / Region		Kent	Postcode	DA14 4AF	
Country					
Date of birth		Day	Month	Year	Nationality
		2 4	0 9	1 9 6 0	British
Business occupation		Solicitor			
Other directorships					
I consent to act as director of the company named on page 1					
Consent signature		Date		12/12/2006	

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †

Post town

County / Region

Country

Turks Head Farm

Smithy Fen

Cottenham

Cambridgeshire

Postcode CB4 8PT

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

Date

12/12/2006

Company Secretary (see notes 1-5)**Form 10 Continuation sheet**

CHFP004

Company name

Omnis Capital Limited

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Post town

County / Region

Postcode

Country

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

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

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

☐

Post town

County / Region

Postcode

Country

77 The Lindens

Loughton

Essex

LG10 3HT

Day Month Year

Date of birth

1 | 3 | 0 | 6 | 1 | 9 | 7 | 2

Nationality

British

Business occupation


Futures Trader

Other directorships

Morgan Futures Trading Limited Berlin Select Ltd

Realtime Analysis and News Limited

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

Consent signature**Date**

12/12/2006

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

6027591

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.



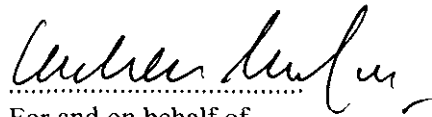
WE, the persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite our name.

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
N1 7LX

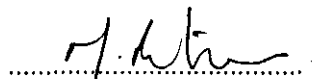
Twenty Five



For and on behalf of
Jordasic (UK) Limited

Mark William Leslie Bristow
Turks Head Farm
Smithy Fen
Cottenham
Cambridgeshire
CB4 8PT

Fifty

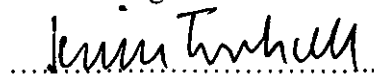


Mark Bristow

DATED the 12th day of December 2006

WITNESS to the above signatures:

Signature



Name: Julian Turnbull

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.

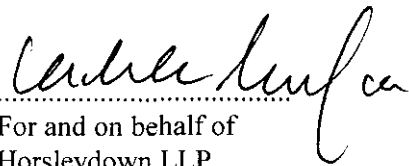
7. The whole of regulations 76 and 77 and the words 'subject as aforesaid' in regulation 78 of Table A shall not apply to the company.
8. If at any time there is only one director, he shall be entitled to exercise all the powers of the directors.
9. Any director may participate in any meeting by means 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

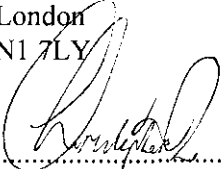
10. A member whose registered address is not in the United Kingdom shall be entitled to notice notwithstanding that he has not given the Company an address within the United Kingdom at which notices may be given to him.

NAME ADDRESS 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

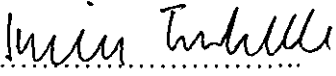

.....
For and on behalf of
Jordasic (UK) Limited

Mark William Leslie Bristow
Turks Head Farm
Smithy Fen
Cottenham
Cambridgeshire
CB4 8PT


.....
Mark Bristow

DATED the 12th day of December 2006

WITNESS to the above signatures:

Signature 

Name: Julian Turnbull
Address: 59 Lafone Street, London, SE1 2LX
Occupation: Solicitor