

**FILE COPY**



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

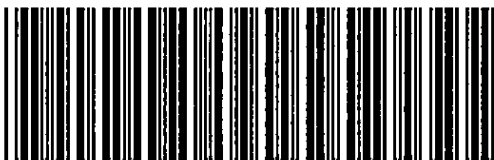
Company No. 6324041

The Registrar of Companies for England and Wales hereby certifies that

STB TRADE SOLUTIONS LTD

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 25th July 2007



\*N063240417\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



**Companies House**  
— for the record —

# 12

## Declaration on application for registration

Please complete in typescript,  
or in bold black capitals.

CHWP000

6324041

**Company Name in full**

STB Trade Solutions Ltd

I, **INTERSHORE CONSULT (UK) LIMITED**

of **59-60 RUSSELL SQUARE, LONDON, WC1B 4HP**

† 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 **59-60 RUSSELL SQUARE, LONDON, WC1B 4HP**

On 

Day	Month	Year
2	5	07

• Please print name

before me •

LOUISE ALLROYD

**Signed**

**Date**

25/7/07

† 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.

Archers Legal Services Limited  
LONDON/CHANCERY LN  
DX 381

Tel 0207 953 37 13

DX number

DX exchange

WEDNESDAY



LD1

25/07/2007

65

COMPANIES HOUSE

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



Companies House  
— for the record —

10

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office**

6324041

**Company Name in full**

STB Trade Solutions Ltd

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

OFFICE 4

59-60 RUSSELL SQUARE

Post town

LONDON

County / Region

Postcode

WC1B 4HP

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

INTERSHORE CONSULT (UK) LTD

Address

59-60 RUSSELL SQUARE

Post town

LONDON

County / Region

Postcode

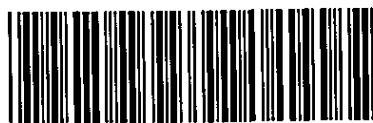
WC1B 4HP

Number of continuation sheets attached

You do not have to give any contact  
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Tel 0207 953 37 13	
DX number	DX exchange

WEDNESDAY



LD1

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73

COMPANIES HOUSE

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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		STB Trade Solutions Ltd	
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname		INTERSHORE CONSULT (UK) LIMITED	
Previous forename(s)			
Previous surname(s)			
Address <sup>††</sup>		59-60 RUSSELL SQUARE, LONDON, WC1B 4HP	
<input type="checkbox"/>			
Post town		LONDON	
County / Region		Postcode	WC1B 4HP
Country			
I consent to act as secretary of the company named on page 1			
Consent signature		Date 24.07.07	

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME		*Style / Title	Ms	*Honours etc						
Forename(s)		Gaetanne Sharon								
Surname		Antat								
Previous forename(s)										
Previous surname(s)										
Address <sup>††</sup>		LE NIOLE								
<input type="checkbox"/>										
Post town		MAHE								
County / Region				Postcode						
Country		SEYCHELLES								
Date of birth		Day	Month	Year	Nationality					
		1	6	0	9	1	9	7	6	SEYCHELLOISE
Business occupation		LEGAL SECRETARY								
Other directorships										
I consent to act as director of the company named on page 1										
Consent signature		Date		24.07.2007						

*Please list directors in alphabetical order*

\*Honours etc

★ Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address** <sup>††</sup>

**↑↑ 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

**Date of birth**

Day      Month      Year

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

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

101174

*The Companies Acts 1985 - 1989*



**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**

*Of*

**STB Trade Solutions Ltd**

WEDNESDAY



LD1 64  
COMPANIES HOUSE

- 1 The name of the Company is **STB Trade Solutions Ltd**
- 2 The registered office of the Company is to be situated in England and Wales
- 3 The objects for which the Company is established are
  - (A) (i) to carry on business as a general commercial company,
  - (ii) to do all such things as are incidental or conducive to the carrying on of any trade or business by it
  - (B) To purchase, take on lease or on hire or otherwise acquire, hold, develop, sell, hire out, grant leases or licences or otherwise dispose of or deal with real and personal property of all and any kinds and any interest, right or privilege therein, for such consideration and on such terms as may be considered expedient
  - (C) To purchase, subscribe for or otherwise acquire, and hold and deal with, any shares, stocks, debentures, bonds or securities of any other company
  - (D) To sell or otherwise dispose of the whole or any part of the business and/or undertaking of the Company, either together or in portions for such consideration and on such terms as may be considered expedient
  - (E) To purchase or otherwise acquire and undertake, and to supervise and manage, all or any part of the business, property, assets and liabilities of any person or company
  - (F) To invest and deal with the moneys of the Company not immediately required for the purpose of its business in or on such investments or securities and in such manner as may be considered expedient, and to dispose of or vary any such investments or securities
  - (G) To enter into any partnership or into any arrangement for sharing profits or to amalgamate with any person or company carrying on or proposing to carry on any business

- (H) To lend or advance money or give credit to such persons or companies and on such terms as may be considered expedient, and to receive money on deposit or loan from any person or company
- (I) To borrow and raise money and to obtain and utilise banking facilities of any nature on any terms and for any purposes whatsoever, including but not limited to facilities for the issue by any bank or financial institution of bonds, guarantees, indemnities, documentary and other credits to any person in respect of the obligations or purported obligations of the Company, and to give counter-indemnities on any terms to any banks or financial institutions issuing such bonds, guarantees, indemnities, documentary or other credits and to secure any debt or liability by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company and by the creation and issue on any terms of debentures, debenture stock or other securities of any description
- (J) To enter into any guarantee, bond, indemnity or counter-indemnity and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities of or by any person or company in any manner on any terms and for any purposes whatsoever, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other objects of the Company and in particular (without derogation from the generality of the foregoing) to guarantee, support or secure, by personal covenant or by mortgaging or charging all or part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner whatsoever, the payment or repayment of any moneys secured by, or payable under or in respect of, any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including but not limited to those of any company which is for the time being a subsidiary or holding company of the Company or a subsidiary of any such holding company or is otherwise associated with the Company in business
- (K) To pay for any property, assets or rights acquired by the Company, and to discharge or satisfy any debt, obligation or liability of the Company, either in cash or in shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any other securities which the Company has power to issue, or partly in one way and partly in another, and generally on such terms as may be considered expedient
- (L) To accept payment for any property, assets or rights disposed of or dealt with or for any services rendered by the Company, or in discharge or satisfaction of any debt, obligation or liability to the Company, either in cash or in shares, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in any other securities, or partly in one way and partly in another, and generally on such terms as may be considered expedient

- (M) To form, promote, finance or assist any other company, whether for the purpose of acquiring all or any of the undertaking, property and assets of the Company or for any other purpose that may be considered expedient
- (N) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, stocks, debentures, bonds and other securities of any company on such terms as to remuneration and otherwise as may be considered expedient
- (O) To apply for, purchase or otherwise acquire and hold, use, develop, sell, licence or otherwise dispose of or deal with patents, copyrights, designs, trade marks, secret processes, know-how and inventions and any interest therein
- (P) To draw, make, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, scrip warrants and other transferable or negotiable instruments
- (Q) To establish and maintain or procure the establishment and maintenance of, any pension, superannuation funds or retirement benefits schemes (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments and any other relevant benefits to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary or holding company of the Company or which is a subsidiary of any such holding company or is allied to or associated with the Company, or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, trusts or funds calculated to be for the benefit of, or to advance the interests and well being of, the Company or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid and without prejudice to the generality of the foregoing to act either alone or jointly as trustee or administrator for the furtherance of any of the aforesaid purposes
- (R) To establish, on and subject to such terms as may be considered expedient, a scheme or schemes for or in relation to the purchase of, or subscription for, any fully or partly paid shares in the capital of the Company by, or by trustees for, or otherwise for the benefit of, employees of the Company or of its subsidiary or associated companies
- (S) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares of the Company or for the purpose of reducing or discharging a liability incurred for the



purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise


- (T) To subscribe or guarantee money for any national, charitable, benevolent, public, general, political or useful object, and to undertake and execute any trusts the undertaking whereof may be considered expedient, and either gratuitously or otherwise
- (U) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority any rights, concessions, privileges, licences and permits, and to promote any legislation, as may be considered expedient
- (V) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law
- (W) To remunerate any person or company rendering service to the Company in any manner and to pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and of any other company formed, promoted, financed or assisted by the Company, or which the Company shall consider to be in the nature of preliminary expenses in relation to the Company or any such other company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery, and the legal and other expenses of the promoters
- (X) To carry on any business which, in the opinion of the Directors of the Company, may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects and to do all other things as may be incidental or conducive to the attainment of any of the objects of the Company
- (Y) To do all or any of the above things in any part of the world, either alone or in conjunction with others, and either as principals, agents, contractors, trustees or otherwise and either by or through agents, contractors, trustees or otherwise

It is hereby declared (1) that the expressions "subsidiary" and "holding company" where they appear in this Clause shall have the meanings ascribed to those expressions by Section 736 of the Companies Act 1985, (2) that, where the context so admits, the word "company" in this Clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act 1985, and (3) that the objects specified in each of the sub-clauses of this Clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed therein) by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company

4 The liability of members is limited

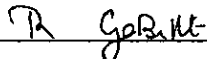
5 The Company's share capital is £1000 00 divided into 1000 shares of £1 00 each

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	Signature of each Subscriber
AVENEL TRADING LTD 35 Barrack Road, Third Floor, Belize City, Belize	1	

Total Shares taken 1

**Dated:** 25<sup>th</sup> day of July 2007

Signature of witness 

Full name of witness Marie - Therese Rosy Marthe Gobine

Address Office 4, 59-60 Russell Square, London WC1B 4HP, UK

Occupation Office Manager

*The Companies Acts 1985 and 1989*

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF**

**STB Trade Solutions Ltd**

**1. PRELIMINARY**

- 1 1 Subject as hereinafter provided, the regulation contained in Table A of the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") and made pursuant to the provisions of the Companies Act 1985 (hereinafter referred to as "The Act") and the Companies Act 1989 (hereinafter referred to as the "1989 Act") shall apply to the Company
- 1 2 Regulations 24, 35, 40 and 73 to 82 inclusive of Table A shall not apply to the Company
- 1 3 The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act

**2. SHARES**

- 2 1 Subject to the provisions of Table A and the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority)
- (i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of shares or stock in issue exceeding, in nominal value, the amount of the Authorised Share Capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder
  - (ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of incorporation of the Company
- 2 2 Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities of the Company
- 2 3 The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue

2 4 Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

2 5 No share shall be issued at a discount.

2 6 The Company shall not have power to issue share warrants to bearer.

2 7 Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

2 8 Subject to the provisions of the Acts and the 1989 Act

(a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

(b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

(c) The Company may by Special Resolution reduce its Share Capital and any capital redemption reserve or share premium account in any manner authorised by law.

### **3. LIEN**

3 1 In regulation 8 of Table A the words “(not being a fully paid share)” shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

### **4. TRANSFER OF SHARES**

4 1 The Directors may, in their absolute discretion and without assigning any reason there for, decline to register any transfer of any share, whether or not it is a fully paid share.

### **5. GENERAL MEETINGS**

5 1 At the end of regulation 38 of Table A there shall be inserted the following “In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of a member to appoint proxies”

5 2 No business shall be transacted at any Meeting unless a quorum is present. Two members entitled to attend and vote at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. If and so long as the Company

shall have one member only, that person alone present in person or by proxy or by a duly authorised representative shall be a quorum and in such instance, a proxy for a sole member shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be deemed to be amended accordingly At the end of Regulation 41 of Table A there shall be inserted the following "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum"

5 3 At the end of regulation 57 of Table A there shall be inserted the following "except when he is the sole member"

5 4 In regulation 59 of Table A, the second sentence shall be omitted

5 5 Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being a corporation by their representative) shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held

## **6. APPOINTMENT AND REMOVAL OF DIRECTORS**

6 1 In addition and without prejudice to the provisions of Section 303 of the Act, the Company may be by Ordinary Resolution remove any Director before the expiration of his period of office Subject to the provisions of Table A and section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director In regulation 38 of Table A the words "or a resolution appointing a person as a Director" shall be omitted

## **7. POWERS OF DIRECTORS**

7 1 If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly In such instance, the word "one" shall be substituted in place of the word "two" in the first sentence of Regulation 89 of Table A

7 2 In regulation 64 of Table A for the word "two" there shall be substituted the word "one"

## **8. MEETING OF DIRECTORS**

8 1 Any director or his alternative may validly participate in a meeting of the directors or a committee of directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote Subject to the Act, all business transacted in such manner by the directors or a committee of the directors shall for the purposes of the Articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors notwithstanding that fewer than two directors or alternate directors are physically present at the same place Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is

## 9. DIRECTORS' INTERESTS

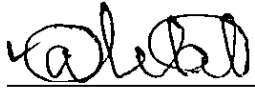
9 1 A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

## 10. INDEMNITY

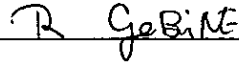
10 1 Subject to the provisions of Section 310 of The Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

## 11. COMPANY SEAL

11 1 In accordance with Section 36A(3) of the Act the Company need not have a seal and the requirements set out in regulation 6 of Table A governing the sealing of share certificates shall only apply if a company has a seal.

Name and Addresses of Subscriber	Number of Shares taken by each Subscriber	Signature of each Subscriber
AVENEL TRADING LTD 35 Barrack Road, Third Floor, Belize City, Belize	1	
Total Shares taken	1	

Date 25<sup>th</sup> day of July 2007

Signature of witness	
Full name of witness	Marie – Therese Rosy Marthe Gobine
Address	Office 4, 59-60 Russell Square, London WC1B 4HP, UK
Occupation	Office Manager