



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 6448126

The Registrar of Companies for England and Wales hereby certifies that
ETHANOL VENTURES GRIMSBY 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 7th December 2007



N0 6448126H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



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

6448126

Company name

ETHANOL VENTURES GRIMSBY LIMITED

I,

TIMOTHY PHILIP LEVY

of

41 ONSLOW SQUARE
LONDON
SW7 3LR

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



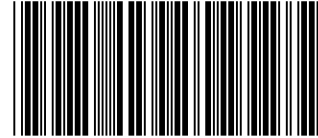
Companies House

— for the record —

10(ef)

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

Received for filing in Electronic Format on the: **07/12/2007**



X3Q1TVAP

*Company Name
in full:* **ETHANOL VENTURES GRIMSBY
LIMITED**

*Proposed Registered
Office:* **76 DEAN STREET
LONDON
ENGLAND
W1D 3SQ**

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

Agent's Name: **CORPORATE MOSAIC LIMITED STEVE
LEVERETT**

Agent's Address: **2 PIRIES PLACE
HORSHAM
WEST SUSSEX
ENGLAND
RH12 1EH**

Company Secretary

Style/Title: **MS**
Name **NATALIE ALBERTA DUSEY**

Address: **FLAT 4
15 NORTHWOOD ROAD
HIGHGATE
UNITED KINGDOM
N6 5TL**

Consented to Act: **Y** *Date authorised* **07/12/2007** *Authenticated:* **Y**

Director 1:

Style/Title: **MR**
Name **TIMOTHY PHILIP LEVY**

Address: **41 ONSLOW SQUARE**
LONDON
SW7 3LR

Nationality: **BRITISH**
Business occupation: **COMPANY DIRECTOR**
Date of birth: **21/06/1969**

Consented to Act: **Y** *Date authorised* **07/12/2007** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **SUBSCRIBER** *Date Authorised:* **07/12/2007** *Authenticated:* **Yes**

The Companies Acts 1985, 1989 and 2006

Private Company Limited by Shares

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ETHANOL VENTURES GRIMSBY LIMITED

Corporate Mosaic Limited
2 Piries Place
Horsham
West Sussex RH12 1EH
t: 01403 266 662
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e: csc@corporatemosaic.com
www.corporatemosaic.com

The Companies Acts 1985, 1989 and 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ETHANOL VENTURES GRIMSBY LIMITED

1. The Company's name is ETHANOL VENTURES GRIMSBY LIMITED.
2. The Company's registered office is to be situated in England and Wales.
3.
 - (i) The objects of the Company are to carry on business as a General Commercial Company.
 - (ii) Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Companies Act 1985 ("the Act") the Company has power to do all or any of the following things:
 - (a) To purchase or by any other means acquire and take options over any property whatever and any rights or privileges of any kind over or in respect of any property.
 - (b) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (c) To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or

for co-operation, or for mutual assistance with any such person, firm or company or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (e) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (f) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (g) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (h) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (i) To apply for, promote and obtain any Act of Parliament, order, or licence of the Department for Business, Enterprise and Regulatory Reform (BERR) or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests and to oppose any proceedings or applications which may

seem calculated directly or indirectly to prejudice the Company's interests.

- (j) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions.
- (k) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (l) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any businesses or operations of or generally with respect to any such company or companies.
- (m) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (n) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit and in particular for shares, debentures, or securities of any company purchasing the same.
- (o) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts.
- (p) To remunerate any person, firm or company rendering services to the Company, by cash payment, or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part, or otherwise as may be thought expedient.
- (q) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (s) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any director, officer or auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (t) To give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act, subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable).
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) To do all or any of the things or matters aforesaid in any part of the world as principals, agents, contractors or otherwise and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this clause.

AND it is hereby declared that in the construction of this clause:

- (1) none of the provisions set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such provision and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name of the Company;
 - (2) the word "company", except where used in reference to the Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere; and
 - (3) the expression "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force.
4. The liability of the members is limited.
5. The Company's share capital is £100 divided into 100 Ordinary shares of £1.00 each.

I / we, the person(s) whose name(s) and address(es) are shown below as the subscriber(s) to this Memorandum of Association am / are desirous of being formed into a company in pursuance of this Memorandum and I / we respectively agree to take the number of share(s) in the capital of the Company set against my / our name(s).

Name(s) and Address(es) of Subscriber(s)

Date: 07 December 2007

Timothy Philip Levy,
41 Onslow Square, London, SW7 3LR
Number of Shares taken: 2

The total number of shares allocated to the subscribers is 2

The Companies Acts 1985, 1989 and 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ETHANOL VENTURES GRIMSBY LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and The Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (SI 2007/2826) (such Table being hereafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force.
2. Regulations 3, 8, 24, 41, 46, 48, 64, 67, 76, 77 and 94 to 97 inclusive of Table A shall not apply to the Company.
3. The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.
4. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

5. (a) Subject to Article 6 below, all unissued shares, which are comprised in the authorised share capital with which the Company is incorporated, shall be under the control of the directors and for the purposes of Section 80 of the Act the directors are unconditionally authorised to exercise the power of the Company to allot shares, grant options over or otherwise dispose of the same to such persons and on such terms as they think fit at any time or times during the period of five years from the date of incorporation and the directors may after that period allot any shares or grant any such rights under this authority in pursuance of an offer or agreement made by the Company within that period.
- (b) The authority given above may be renewed, revoked or varied by ordinary resolution of the Company.
6. (a) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (b) All unissued shares, which are not comprised in the authorised share capital with which the Company is incorporated, shall be at the disposal of the directors as they think proper but, unless otherwise determined by special resolution of the Company, before any relevant securities are allotted on any terms to any person they shall first be offered on the same or more favourable terms to each member 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.
- (c) Such offer shall be made by notice in writing specifying the number of shares offered and a period, being not less than 14 days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of this period or, if earlier, on receipt of notice of acceptance or refusal of every offer so made, those shares so declined shall be offered to the members who have, within the said period, accepted all the shares offered to them, in the proportion aforesaid, in like terms, in the same manner and limited by a like period as the original offer. The directors may in accordance with the provisions of this Article allot, grant options over or otherwise dispose of such shares not accepted pursuant to such offers, together with any shares not capable of being offered aforesaid except by way of fractions, to such persons, on such terms as they think fit, provided that such shares shall not be disposed of on such terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members. The provisions of this Article shall be subject to Section 80 of the Act.

LIEN

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at the fixed time in respect of that share and the Company

shall also have a first and paramount lien on all shares (whether or not it is a fully paid share) registered in the name of any member whether solely or one of two or more joint holders for all such moneys presently payable by him or his estate to the Company. However the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

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

GENERAL MEETINGS

9.
 - (a) If the quorum prescribed by Regulation 40 of Table A is not present within 30 minutes from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine.
 - (b) If at the adjourned meeting a quorum is not present within 30 minutes 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 constitute a quorum.
10.
 - (a) 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.
 - (b) A poll may be demanded by the chairman or by a member (present in person or by proxy) having the right to attend and vote at the meeting.
 - (c) The demand for a poll may, before the poll is taken, be withdrawn.
 - (d) 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.
11. In addition to any other manner in which the member or members of the Company are authorised under the Act to reach and record their decisions in relation to the Company and for the purposes of Section 357 of the Companies Act 2006, a member who is, for the time being, the sole member of the Company, shall be entitled to take any decision which may be taken by the Company in general meeting and such decision shall have effect as if agreed by the Company in general meeting, subject as hereinafter follows:
 - (a) Any decision taken by a sole member pursuant to the paragraph above shall be recorded in writing for entry in the Company's minute book and notified to the Company within seven days of the date on which it was taken, failing which such decision shall be invalid and of no effect.
 - (b) Any resolution of a kind described below shall not be capable of being passed by virtue of the procedure described in this clause.

- (i) Any resolution, which if passed at a general meeting, would need to be passed as a special resolution.
- (ii) Any resolution to change the terms of appointment of the officers or the auditors.
- (iii) Any resolutions requiring special notice.

VOTES OF MEMBERS

- 12. The words "Unless the directors determine otherwise" shall be inserted at the commencement of Regulation 57 of Table A and at the end of Regulation 57 of Table A there shall be inserted the following, "except when he is the sole member".
- 13. The words "30 minutes" shall be substituted for "48 hours" in Regulation 62(a) of Table A and for "24 hours" in Regulation 62 (b) of Table A.

DIRECTORS

- 14. The first director or directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Act.
- 15. Unless and until otherwise determined by the Company in general meeting there shall be no maximum number of directors and the minimum number of directors shall be one. If and so long as there shall be only one director he shall be entitled to carry out all the duties assigned to directors and the provisions of these articles and 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.
- 16. Any director or his alternate may validly participate in a meeting of the directors or a committee of the directors through the medium of conference telephone or other communication equipment which allows all persons participating in the meeting to hear each other simultaneously. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the 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 purpose of the articles, be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors. 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.
- 17. In any case where, as a result of the death of a sole member of the Company, the Company has no members and no directors, the personal representatives of such deceased member shall have the right, by notice in writing, to appoint a person to be a director of the Company and such appointment shall be as effective as if made by any means allowed under these Articles of Association for the appointment of directors.

18. The directors may exercise all the powers of the Company to borrow, without limit as to the amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to Section 80 of the Act, to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock or any other securities, whether outright or as security for any debt liability or obligation of the Company or of any third party.
19. The words "and may also determine the rotation in which any additional directors are to retire" shall be omitted from Regulation 78 of Table A.
20. A director who is in any way either directly or indirectly interested in any contract, transaction or arrangement (whether actual or proposed) with the Company or in which the Company is otherwise interested shall declare the nature of his interest at a meeting of the directors in accordance with Section 317 of the Act. Subject to such disclosure a director shall be entitled to vote in respect of any such contract, transaction or arrangement (whether actual or proposed) in which he is interested and whether or not he votes he shall be counted in reckoning whether a quorum is present or not.

THE SEAL

21. In accordance with Section 36(A) of the Act, the Company need not have a seal. If the Company has a seal the directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and the secretary or by a second director. The requirements set out in Regulation 6 of Table A governing the sealing of share certificates shall apply only if the Company has a seal.

INDEMNITY

22. 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.
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Name(s) and Address(es) of Subscriber(s)

Date: 07 December 2007

Timothy Philip Levy,
41 Onslow Square, London, SW7 3LR