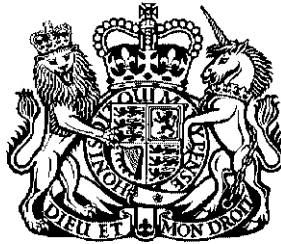


File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7618766

The Registrar of Companies for England and Wales, hereby certifies that

NABIA LTD

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on 3rd May 2011



N07618766S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 28/04/2011



XH1VPTOG

*Company Name
in full:*

NABIA LTD

Company Type:

Private limited by shares

*Situation of Registered
Office:*

England and Wales

*Proposed Register
Office Address:*

**145-157 ST JOHN STREET
LONDON
ENGLAND
EC1V 4PW**

I wish to entirely adopt the following model articles: **Private (Ltd by Shares)**

Company Director ***1***

Type: **Person**

Full forename(s): **MR ENRICO GAVINO**

Surname: **SANNA**

Former names:

Service Address: **145-157 ST JOHN STREET
LONDON
ENGLAND
EC1V 4PW**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **02/03/1973** *Nationality:* **ITALIAN**

Occupation: **INVESTMENT BANKER**

Consented to Act: **Y** *Date authorised:* **03/05/2011** *Authenticated:* **YES**

Company Director 2

Type: **Person**
Full forename(s): **MR JOSE**

Surname: **GARCEL ARANDA**

Former names:

Service Address: **145-157 ST JOHN STREET
LONDON
ENGLAND
EC1V 4PW**

Country/State Usually Resident: **SPAIN**

Date of Birth: **02/03/1962** *Nationality:* **SPANISH**

Occupation: **ENTERPRENEUR**

Consented to Act: **Y** *Date authorised:* **03/05/2011** *Authenticated:* **YES**

Statement of Capital (Share Capital)

| | | | |
|------------------------|------------|--------------------------------|----------|
| Class of shares | ORD | <i>Number allotted</i> | 2 |
| | | <i>Aggregate nominal value</i> | 2 |
| <i>Currency</i> | GBP | <i>Amount paid per share</i> | 1 |
| | | <i>Amount unpaid per share</i> | 0 |

Prescribed particulars

ONE SHARE EQUALS ONE VOTE, EACH HAVING RIGHTS TO DIVIDENDS. SO LONG AS THERE ARE NO RIGHTS ATTACHED TO SHARES ON WINDING-UP ETC OR REDEMPTION RIGHTS.

Statement of Capital (Totals)

| | | | |
|-----------------|------------|--------------------------------------|----------|
| <i>Currency</i> | GBP | <i>Total number of shares</i> | 2 |
| | | <i>Total aggregate nominal value</i> | 2 |

Initial Shareholdings

Name: ENRICO GAVINO SANNA

Class of share: ORD

Number of shares: 1

Currency: GBP

Address: HOME 48 HIGHGATE HILL
LONDON
--- SELECT ---
ENGLAND
N19 5NQ

*Nominal value of
each share:* 1

Amount unpaid: 0

Amount paid: 1

Name: JOSE GARCEL ARANDA

Class of share: ORD

Number of shares: 1

Currency: GBP

Address: HOME PUIG DE
RANDA
SANTA PONSA CALVIA
SPAIN
07184

*Nominal value of
each share:* 1

Amount unpaid: 0

Amount paid: 1

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

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

Agent's Name: **COMPANIES MADE SIMPLE LTD**

Agent's Address: **145 - 157
ST. JOHN STREET
LONDON
ENGLAND
EC1V 4PY**

Authorisation

Authoriser Designation: **agent**

Authenticated: **Yes**

Agent's Name: **COMPANIES MADE SIMPLE LTD**

Agent's Address: **145 - 157
ST. JOHN STREET
LONDON
ENGLAND
EC1V 4PY**

Companies Act 2006

SCHEDULE 1 COMPANY HAVING A SHARE CAPITAL Memorandum of Association of NABIA LTD

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share each.

Subscriber:

Enrico Gavino Sanna

Authentication: Authenticated Electronically

Subscriber:

Jose Garcel Aranda

Authentication: Authenticated Electronically

Dated: 28 Apr 2011