

FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7740692

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

ECOSPHERE CAPITAL LIMITED

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/Wales

Given at Companies House on 15th August 2011



N07740692M





In accordance with Section 9 of the Companies Act 2006

IN01

BLUEPRINT

2000

Application to register a company

Public limited by shares

Private limited by shares

Private limited by guarantee
Private unlimited with share capital
Private unlimited without share capital

A fee is payable with this form. ******** Please see 'How to pay' on the last page What this form is for What this form is NOT for You may use this form to register a You cannot use this form to register a ANIES HOUS! private or public company limited liability partnership. To do this, LD₁ 15/08/2011 please use form LL IN01 X100 105167 COMPANIES HOUSE Company details Part 1 Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by * Company details Please show the proposed company name below O Duplicate names Duplicate names are not permitted A ECOSPHERE CAPITAL LIMITED Proposed company list of registered names can be found on our website. There are various rules that name in full @ may affect your choice of name More information is available at For official use www.companieshouse.gov.uk A2 Company name restrictions Please tick the box only if the proposed company name contains sensitive or Company name restrictions A list of sensitive or restricted words restricted words or expressions that require you to seek comments of a government or expressions that require consent department or other specified body can be found in guidance available on I confirm that the proposed company name contains sensitive or restricted www companieshouse gov uk words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' Name ending exemption Please tick the box if you wish to apply for exemption from the requirement to have Only private companies that are the name ending with 'Limited', Cyfyngedig' or permitted alternative limited by guarantee and meet other specific requirements are eligible to I confirm that the above proposed company meets the conditions for apply for this exemption from the requirement to have a name ending with 'Limited', For more details, please go to our 'Cyfyngedig' or permitted alternative website www.companieshouse.gov.uk A4 Company type 9 O Company type Please tick the box that describes the proposed company type and members' If you are unsure of your company's liability (only one box must be ticked) type, please go to our website

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www.companieshouse.gov.uk

	Application to register a company	
A5	Situation of registered office •	
	Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked) England and Wales Wales Scotland Northern Ireland	Programment of the exercise of the second of
_		Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively
A6	Registered office address o	
	Please give the registered office address of your company	• Registered office address You must ensure that the address
Building name/number	1	shown in this section is consistent with the situation indicated in section A5
Street	LUMLEY STREET	You must provide an address in
	MAYFAIR	England or Wales for companies to be registered in England and Wales
Post town	LONDON	You must provide an address in
County/Region		Wales, Scotland or Northern Ireland for companies to be registered in
Postcode	W 1 Y 2 N B	Wales, Scotland or Northern Ireland respectively
A7	Articles of association e	<u>'</u>
	Please choose one option only and tick one box only	For details of which company type can
Option 1	I wish to adopt one of the following model articles in its entirety. Please tick only one box. ✓ Private limited by shares. ☐ Private limited by guarantee. ☐ Public company	adopt which model articles, please go to our website www.companieshouse gov.uk
Option 2	I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box. Private limited by shares. Private limited by guarantee. Public company.	
Option 3	I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application	
A8	Restricted company articles •	
	Please tick the box below if the company's articles are restricted	Restricted company articles Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1	Secretary appointments •	
	Please use this section to list all the secretary appointments taken on formation For a corporate secretary, complete Sections C1-C5.	● Corporate appointments For corporate secretary appointments, please complete section C1-C5
Title*		instead of section B
Full forename(s)		Additional appointments
Surname		If you wish to appoint more than one secretary, please use the 'Secretary
Former name(s) •		appointments' continuation page Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
B2	Secretary's service address ©	<u> </u>
Building name/number		Service address
Street		This is the address that will appear on the public record. This does not have to be your usual residential address.
Post town		Please state 'The Company's Registered Office' if your service address will be recorded in the
County/Region		proposed company's register of
Postcode		secretaries as the company's registered office
Country		If you provide your residential address here it will appear on the public record
00	Ci-mature.	<u></u>
B3	Signature o	
	I consent to act as secretary of the proposed company named in Section A1	Signature The person named above consents
Signature	Signature X	to act as secretary of the proposed company

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments •	
	Please use this section to list all the corporate secretary appointments taken on formation	Additional appointments If you wish to appoint more than one corporate secretary places use the
Name of corporate body/firm	JD SECRETARIAT LIMITED	corporate secretary, please use the 'Corporate secretary appointments' continuation page
Building name/number	1	Registered or principal address This is the address that will appear on the public record. This address must
Street	LUMLEY STREET	be a physical location for the delivery of documents. It cannot be a PO box
	MAYFAIR	number (unless contained within a full
Post town	LONDON	address), DX number or LP (Legal Post in Scotland) number
County/Region		<u> </u>
Postcode	W 1 K 6 T T	
Country	United Kingdom	
C2	Location of the registry of the corporate body or firm	
-	Is the corporate secretary registered within the European Economic Area (EEA)?	
	 → Yes Complete Section C3 only → No Complete Section C4 only 	
C3	EEA companies ®	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countries of the EEA can be found in our guidance
Where the company/	United Kingdom	www.companieshouse.gov.uk
firm is registered		This is the register mentioned in Article 3 of the First Company Law
Registration number	2525574	Directive (68/151/EEC)
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	Non-EEA Where you have provided details of the register (including state) where the employee of firm is countried.
Legal form of the corporate body or firm		the company or firm is registered, you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered •		
Registration number		
C5	Signature 6	
	I consent to act as secretary of the proposed company named in Section A1.	© Signature
Signature	Signature X	The person named above consents to act as corporate secretary of the proposed company

Application to register a company

Director

D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	Appointments Private companies must appoint at least one director who is an individual.
Title*	Ms.	Public companies must appoint at least two directors, one of which must
Full forename(s)	MURIEL DENISE	be an individual
Surname	POUSSE	Please provide any previous names
Former name(s) •		which have been used for business purposes in the last 20 years. Marned women do not need to give former names unless previously used for
Country/State of residence 9	United Kingdom	business purposes Country/State of residence
Nationality	FRENCH	This is in respect of your usual residential address as stated in
Date of birth	d 0 d 2 m 1 m 2 Y 1 Y 9 Y 7 Y 2	section D4
Business occupation (if any) •	ADMINISTRATOR	O Business occupation If you have a business occupation, please enter here If you do not, please leave blank
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page
D2	Director's service address ⁹	
	Please complete the service address below You must also fill in the director's usual residential address in Section D4	Service address This is the address that will appear on
Building name/number		the public record This does not have to be your usual residential address
Street	LUMLEY STREET	Please state 'The Company's Registered Office' if your service
	MAYFAIR	address will be recorded in the
Post town	LONDON	proposed company's register of directors as the company's registered
County/Region		office
Postcode	W 1 K 6 T T	If you provide your residential address here it will appear on the public
Country	United Kingdom	record
D3	Signature •	
	I consent to act as director of the proposed company named in Section A1	Signature The person named above consents
Signature	Signature X Mariel Prosse	to act as director of the proposed company

Application to register a company

Director

D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5.	Appointments Private companies must appoint at least one director who is an individual.
Title*		Public companies must appoint at least two directors, one of which must
Full forename(s)		be an individual
Surname		Please provide any previous names
Former name(s) €		which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for
Country/State of residence •		business purposes Country/State of residence
Nationality	d d m m y y y	This is in respect of your usual residential address as stated in
Date of birth Business occupation (if any) •		Section D4 • Business occupation If you have a business occupation, please enter here If you do not, please leave blank
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page
D2	Director's service address •	
	Please complete the service address below You must also fill in the director's usual residential address in Section D4 .	O Service address This is the address that will appear on the public record. This does not have
Building name/number		to be your usual residential address
Street		Please state 'The Company's Registered Office' if your service address will be recorded in the
Post town		proposed company's register of directors as the company's registered
County/Region		office
Postcode		If you provide your residential address here it will appear on the public
Country		record
D3	Signature ⁶	
		المعاد
	I consent to act as director of the proposed company named in Section A1.	O Signature The person named above consents

Application to register a company

Corporate director

E1	Corporate director appointments •	
	Please use this section to list all the corporate directors taken on formation	Additional appointments If you wish to appoint more than one
Name of corporate body or firm		corporate director, please use the 'Corporate director appointments' continuation page
Building name/number		Registered or principal address This is the address that will appear on
Street		the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full
Post town		address), DX number or LP (Legal
County/Region		Post in Scotland) number
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies 9	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	② EEA A full list of countnes of the EEA can be found in our guidance
Where the company/		www.companieshouse.gov.uk
firm is registered 9		This is the register mentioned in Article 3 of the First Company Law
Registration number		Directive (68/151/EEC)
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	O Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you
Legal form of the corporate body or firm		must also provide its number in that register
Governing law		1
If applicable, where the company/firm is registered •		
If applicable, the registration number		
E5	Signature 9	
	I consent to act as director of the proposed company named in Section A1	⊙ Signature
Signature	Signature X	The person named above consents to act as corporate director of the proposed company

Part 3	Statement o	f capital				
	→ Yes Com	have share capital? splete the sections below o Part 4 (Statement of gu	arantee).			
F1 .	Share capital in	pound sterling (£)				
		ch class of shares held in p mplete Section F1 and the				
Class of shares (E.g. Ordinary/Preference etc.))	Amount paid up on each share	Amount (if any) unpaid on each share	Number of shares	0	Aggregate nominal value
Ordinary		1.00	0.00		1	£ 1.
						£
						£
						£
			Totals		1	1
F2	Share capital in	other currencies	<u> </u>			
Please complete the tab		y class of shares held in ot urrency	her currencies			
Currency				· · · · · · · · · · · · · · · · · · ·	-	
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share	Amount (if any) unpaid on each share	Number of share:	9	Aggregate nominal value
	· · · ·					
			Totals			
Currency						
Class of shares (E.g. Ordinary/Preference etc)	Amount paid up on each share •	Amount (if any) unpaid on each share	Number of share	ş 0	Aggregate nominal valu
			Totals			
	Totalo			<u> </u>		1
F3	Totals Discontinuo the total number of charge and total accounts permissively of young					
	Please give the total number of shares and total aggregate nominal value of issued share capital					gregate nominal value st total aggr <mark>egate</mark> values
Total number of shares	es 1 different currencies septexample £100 + €100					
Total aggregate nominal value	£1 00					
Including both the nominal value and any share premium Total number of issued shares in this class		Number of shares issued multiplied by nominal value of each share Continuation Pages Please use a Statement of Capital continuation page if necessary				

F-4	Statement of capital (Prescribed particulars of rights attached to shares)					
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2	• Prescribed particulars of rights attached to shares				
Class of share	£1.00 Ordinary	The particulars are a particulars of any voting rights.				
Class of share Prescribed particulars	E1.00 Ordinary The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption	a particulars of any voting rights, including rights that anse only in certain circumstances, b particulars of any rights, as respects dividends, to participate a distribution, c particulars of any rights, as respects capital, to participate in distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating the redemption of these shares. A separate table must be used for each class of share. Continuation pages. Please use the next page or a "Statement of Capital (Prescribed particulars of rights attached to shares)" continuation page if necessary.				

Class of share	• Prescribed particulars of rights
Prescribed particulars	attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to
	redemption of these shares A separate table must be used for each class of share Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers ın alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

subscribers' usual residential address				continuation page ir necessary		
Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name JD NOMINEES LIMITED	Ordinary	1	Pounds Sterling	1.00	0.00	1 00
Address 1 LUMLEY STREET, MAYFAIR, LONDON, W1K 6TT, United Kingdom						
Name						
Address						
Name						_
Address						
Name						
Address						
Name						
Address						

Part 4	Statement of guarantee	
	Is your company limited by guarantee?	-
	→ Yes Complete the sections below	
	→ No Go to Part 5 (Statement of compliance)	
G1	Subscribers	
	Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below	O Name Please use capital letters O Address
	I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for - payment of debts and liabilities of the company contracted before I cease	The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address. • Amount guaranteed
	to be a member,	Any valid currency is permitted
	 payment of costs, charges and expenses of winding up, and, adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below 	Continuation pages Please use a 'Subscribers' continuation page if necessary
	Subscriber's details	-
Forename(s) •		_
Surname •		_
Address 2		-
Postcode		
Amount guaranteed		-
	Subscriber's details	-
Forename(s) o		-
Surname 0		-
Address ⊘		- -
Postcode		_
Amount guaranteed		
	Subscriber's details	-
Forename(s) •		-
Surname •		-
Address 2		-
Postcode		
Amount guaranteed		-

	Subscriber's details	• Name
Forename(s) •		Please use capital letters
Sumame •		② Address The addresses in this section will
Address ②		appear on the public record. They do not have to be the subscribers' usual
j		residential address
Postcode		Amount guaranteed Any valid currency is permitted
Amount guaranteed •		Continuation pages Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary
Forename(s) •		
Sumame •		
Address @		
Postcode		
Amount guaranteed O		
	Subscriber's details	
Forename(s) •		
Surname •		
Address ②		
Postcode		
Amount guaranteed		
	Subscriber's details	ļ
Forename(s) •		
Surname •		
Address 2		
!		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed		
	1	
		1

Part 5

Application to register a company

Statement of compliance

This section must be completed by all companies is the application by an agent on behalf of all the subscribers? → No Go to Section H1 (Statement of compliance delivered by the subscribers) → Yes Go to Section H2 (Statement of compliance delivered by an agent) H1 Statement of compliance delivered by the subscribers Statement of compliance delivered Please complete this section if the application is not delivered by an agent for by the subscribers the subscribers of the memorandum of association Every subscriber to the memorandum of association must sign the statement of compliance I confirm that the requirements of the Companies Act 2006 as to registration have been complied with D. D. Dougnar A Subscriber's signature X Signature Subscriber's signature X X Subscriber's signature X

	Application to register a company		
Subscriber's signature	Signature		Continuation pages
	X	X	Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature	X	
Subscriber's signature	Signature	X	
Subscriber's signature	Signature X	X	
H2	Statement of compliance delivered by an agent	<u> </u>	
I	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association		
Agent's name		_	
Building name/number		_	
Street			
Post town			
County/Region			
Postcode			
Country			
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	_	
Agent's signature	Signature X	×	

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IN01

Application to register a company

Presenter information You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record Contact name Company name JEFFCOTE DONNISON LLP Address 5TH FLOOR 1 LUMLEY STREET Post town LONDON County/Region Postcode Т Country DX 020 7399 3100 Certificate We will send your certificate to the presenters address (shown above) or if indicated to another address shown below ☐ At the registered office address (Given in Section A6) ☐ At the agents address (Given in Section H2) Checklist We may return forms completed incorrectly or with information missing. Please make sure you have remembered the following. ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent You have used the correct appointment sections Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service

address), DX or LP (Legal Post in Scotland) number

☐ The document has been signed, where indicated

□ All relevant attachments have been included
 □ You have enclosed the Memorandum of Association

You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

How to pay

A fee of £20 is payable to Companies House to register a company

Make cheques or postal orders payable to 'Companies House'

☑ Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales: The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff

For companies registered in Scotland¹

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

ECOSPHERE CAPITAL LIMITED

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

Name of each subscriber

Authentication by each subscriber

JD NOMINEES LIMITED

8.8.8 augusto

Dated this 15th day of August 2011