In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01

Registration of an overseas company opening a UK establishment

Companies House — for the record

A fee is payable with this form
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form to register a UK establishment.

✗ **What this form is NOT for**
You cannot use this form to the details of an existing con officer or establishment.

FC 29421

WEDNESDAY

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A15 03/02/2010 262
COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

Do you propose to carry on business in the UK under the corporate name as incorporated in your home state or country, or under an alternative name?

→ To register using your corporate name, go to **Section A1**.
→ To register using an alternative name, go to **Section A2**.

→ **Filling in this form**
Please complete in typescript (10pt or above), or in bold black capitals

All fields are mandatory unless specified or indicated by *

A1 Corporate company name

Corporate name ❶ EDREAMS ENTERPRISES, S.L.

❶ This must be the corporate name in the home state or country in which the company is incorporated under which you propose to carry on business in the UK.

A2 Alternative name

The company wishes to register an alternative name under which it proposes to carry on business in the UK under section 1048 of the Companies Act 2006.

Corporate name ❷

Alternative name (if applicable) ❸

❷ Please give your corporate name as incorporated in your home state or country.

❸ A company may register an alternative name under which it proposes to carry on business in the United Kingdom under Section 1048 of the Companies Act 2006.

A3 Overseas company name restrictions ❹

This section does not apply to a European Economic Area (EEA) company registering its corporate name.

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted 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.

❹ **Overseas company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in guidance available on our website:
www.companieshouse.gov.uk

OS IN01
Registration of an overseas company opening a UK establishment

Part 2 Overseas company details

B1 Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment. ❶

→ **No** Go to **Section B2**.
→ **Yes** Please enter the registration number below and then go to **Part 5** of the form. Please note the original UK establishment particulars must be filed up to date.

UK establishment registration number: B R

❶ The particulars are: legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.

B2 Credit or financial institution

Is the company a credit or financial institution? ❷

☐ **Yes**
☑ **No**

❷ Please tick one box.

B3 Company details

If the company is registered in its country of incorporation, please enter the details below.

Legal form ❸	LIMITED LIABILITY COMPANY
Country of incorporation *	SPAIN
Identity of register in which it is registered ❹	REGISTRO MERCANTIL DE MADRID
Registration number in that register	

❸ This includes whether the company is a private or public company or whether or not the company is limited.

❹ This will be the registry where the company is registered in its parent country.

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ **Yes** Complete **Sections B5** and **B6**.
→ **No** Go to **Section B6**.

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated.

Governing law ❺: LEY 2/1995, DE 23 DE MARZO, DE SOCIEDADES DE RESPONSABILIDAD LIMITADA

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ **Yes** Complete the details below.
→ **No** Go to **Part 3**.

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state.

Part 3 Constitution

C1 Constitution of company ❶

The following documents must be delivered with this application.
- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

☑ I have enclosed a certified copy of the company's constitution.
☑ I enclose a certified translation, if applicable.

❶ A certified copy is defined as a copy certified as correct and authenticated by - an officer of the company, permanent representative, person authorised to accept service, administrator, administrative receiver, receiver manager, receiver, and liquidator.

A certified translation into English must be authenticated by an officer of the company, permanent representative, person authorised to accept service, administrator, administrative receiver, receiver manager, receiver, and liquidator.

C2 EEA or non-EEA member state

Was the company formed outside the EEA?

→ **Yes** Go to **Section C3**.
→ **No** Go to **Part 4** 'Officers of the company'.

C3 Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?
- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

→ **Yes** Go to **Part 4** 'Officers of the company'
→ **No** If any of the above details are not included in the constitutional documents, please enter them in **Section C4.**

The information is not required if it is contained within the constitutional documents accompanying this registration.

C4 Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation.❷

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

Please give the objects of the company and the amount of issued share capital.

Objects of the company ❸	
Amount of issued share capital ❹	

❷ This address will appear on the public record.

❸ Please give a brief description of the company's business.

❹ Please specify the amount of shares issued and the value.

Please give the period for which the company is required to prepare accounts by parent law.

	d	d	m	m
From	0	1	0	1
To	3	1	1	2

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period.

Months 0 6

B6 Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation.❶

☐ Yes.

Please indicate what documents have been disclosed.

☐ Please tick this box if you have enclosed a copy of the accounts.

☐ Please tick this box if you have enclosed a certified translation of the accounts.

☑ Please tick this box if no accounts have been disclosed.

❶ Please tick the appropriate box(es).

OS IN01

Registration of an overseas company opening a UK establishment

Part 4 Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

→ **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form.
→ **No** Complete the officer details.

For a secretary who is an individual, go to **Section D1**; for a corporate secretary, go to **Section E1**; for a director who is an individual, go to **Section F1**; or for a corporate director, go to **Section G1**.

Continuation pages
Please use a continuation page if you need to enter more officer details.

Secretary

D1 Secretary details ❶

Use this section to list all the secretaries of the company.
Please complete **Sections D1-D3. For a corporate secretary, complete Sections E1-E5**. Please use a continuation page if necessary.

Full forename(s)	AJIT
Surname	NEDUNGADI
Former name(s) ❷	

❶ **Corporate details**
Please use Sections E1-E5 to enter corporate secretary details.

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

D2 Secretary's service address ❸

Building name/number	25
Street	KNIGHTSBRIDGE
Post town	LONDON
County/Region	
Postcode	S W 1 X 7 R Z
Country	

❸ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

D3 Secretary's authority

Please enter the extent of your authority as secretary. Please tick one box.

Extent of authority

- ☐ Limited ❹
- ☑ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☑ Alone
- ☐ Jointly ❺

If applicable, name(s) of person(s) with whom you are acting jointly

❹ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❺ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

Corporate secretary

E1 **Corporate secretary details** ❶

Use this section to list all the corporate secretaries of the company.
Please complete Sections E1-E5. Please use a continuation page if necessary.

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

E2 **Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?
→ **Yes** Complete **Section E3 only**
→ **No** Complete **Section E4 only**

E3 **EEA companies** ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/ firm is registered ❸	
Registration number	

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.

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❹	
If applicable, the registration number	

❶ **Registered or principal address**
This is the address that will appear on 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 address), DX number or LP (Legal Post in Scotland) number.

❷ **EEA**
A full list of countries of the EEA can be found in our guidance:
www.companieshouse.gov.uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5 Corporate secretary's authority

Please enter the extent of your authority as corporate secretary.
Please tick one box.

Extent of authority

☐ Limited ❶
☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

☐ Alone
☐ Jointly ❷

If applicable, name(s) of person(s) with whom you are acting jointly

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

Director

F1 Director details ❶

Use this section to list all the directors of the company. Please complete **Sections F1-F4. For a corporate director, complete Sections G1-G5.** Please use a continuation page if necessary.

Full forename(s)	AJIT
Surname	NEDUNGADI
Former name(s) ❷	
Country/State of residence ❸	UNITED KINGDOM
Nationality	BRITISH
Date of birth	d0 d1 m0 m4 y1 y9 y7 y0
Business occupation (if any) ❹	DIRECTOR AND SECRETARY OF THE BOARD

❶ **Corporate details**
Please use Sections G1-G5 to enter corporate director details.

❷ **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.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in Section F3.

❹ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

F2 Director's service address ❺

Building name/number	25
Street	KNIGHTSBRIDGE
Post town	LONDON
County/Region	
Postcode	S W 1 X 7 R Z
Country	UNITED KINGDOM

❺ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

F4 Director's authority

	Please enter the extent of your authority as director. Please tick one box.
Extent of authority	☐ Limited ❶ ☑ Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box.
	☑ Alone ☐ Jointly ❷
If applicable, name(s) of person(s) with whom you are acting jointly	

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1 Director details ❶

Please use this section to list all the directors of the company. Please complete **Sections F1-F4. For a corporate director, complete Sections G1-G5.**

Full forename(s)	BIRKER BERTHOLD
Surname	BAHNSEN
Former name(s) ❷	
Country/State of residence ❸	UNITED KINGDOM
Nationality	DANISH
Date of birth	d0 d8 m0 m1 y1 y9 y7 y7
Business occupation (if any) ❹	DIRECTOR AND PRESIDENT OF THE BOARD

❶ **Corporate details**
Please use Sections G1-G5 to enter corporate director details.

❷ **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.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in Section F3.

❹ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

F2 Director's service address ❺

Building name/number	25
Street	KNIGHTSBRIDGE
Post town	LONDON
County/Region	
Postcode	S W 1 X 7 R Z
Country	UNITED KINGDOM

❺ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

F4 Director's authority

Please enter the extent of your authority as director. Please tick one box.

Extent of authority

- ☐ Limited ❶
- ☑ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☑ Alone
- ☐ Jointly ❷

If applicable, name(s) of person(s) with whom you are acting jointly

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Director

F1 Director details ❶

Please use this section to list all the directors of the company. Please complete **Sections F1-F4. For a corporate director, complete Sections G1-G5.**

Full forename(s)	JOSEPH MORGAN
Surname	SEIGLER
Former name(s) ❷	
Country/State of residence ❸	UNITED KINGDOM
Nationality	UNITED STATES CITIZEN
Date of birth	d1 d7 m0 m3 y1 y9 y7 y7
Business occupation (if any) ❹	DIRECTOR

❶ **Corporate details**
Please use Sections G1-G5 to enter corporate director details.

❷ **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.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in Section F3.

❹ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

F2 Director's service address ❺

Building name/number	25
Street	KNIGHTSBRIDGE
Post town	LONDON
County/Region	
Postcode	S W 1 X 7 R Z
Country	UNITED KINGDOM

❺ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

F4 Director's authority

Please enter the extent of your authority as director. Please tick one box.

Extent of authority

☐ Limited ❶

☑ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

☑ Alone

☐ Jointly ❷

If applicable, name(s) of person(s) with whom you are acting jointly

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1 **Corporate director details** ❶

Use this section to list all the corporate directors of the company.
Please complete G1-G5. Please use a continuation page if necessary.

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Registered or principal address**
This is the address that will appear on 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 address), DX number or LP (Legal Post in Scotland) number.

G2 **Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section G3 only**
→ **No** Complete **Section G4 only**

G3 **EEA companies** ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/ firm is registered ❸	
Registration number	

❷ **EEA**
A full list of countries of the EEA can be found in our guidance:
www.companieshouse.gov.uk

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

G4 **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.

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ❹	
If applicable, the registration number	

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

G5 Corporate director's authority

	Please enter the extent of your authority as corporate director. Please tick one box.
Extent of authority	☐ Limited ❶ ☐ Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box.
	☐ Alone ☐ Jointly ❷
If applicable, name(s) of person(s) with whom you are acting jointly	

❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

→ **No** Go to **Section H3.**
→ **Yes** Please enter the UK establishment number below and then go to **Section H2.**

UK establishment registration number: B R

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

→ **No** Go to **Section H3.**
→ **Yes** Please enter the UK establishment number below and then go to **Section H3.**

UK establishment registration number: B R

Sections **H3** and **H4** must be completed in all cases.

H3 Delivery of accounts and reports

Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment.

☑ In respect of this establishment. Please go to **Section H4.**
☐ In respect of another UK establishment. Please give the registration number below, then go to **Section H4.**

UK establishment registration number: B R

❶ Please tick the appropriate box.

OS IN01

Registration of an overseas company opening a UK establishment

H4 Particulars of UK establishment ❶

Please enter the name and address of the UK establishment.

Name of establishment	EDREAMS ENTERPRISES, S.L.
Building name/number	25
Street	KNIGHTSBRIDGE
Post town	LONDON
County/Region	
Postcode	S W 1 X 7 R Z
Country	

Please give the date the establishment was opened and the business of the establishment.

Date establishment opened	d2 d6 m1 m1 y2 y0 y0 y9
Business carried on at the UK establishment	MANAGEMENT OF SHAREHOLDINGS

❶ **Address**
This is the address that will appear on the public record.

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company. Please complete **Sections J1-J4**.

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s)	AJIT
Surname	NEDUNGADI

J2 Permanent representative's service address ❶

Building name/number	25
Street	KNIGHTSBRIDGE
Post town	LONDON
County/Region	
Postcode	S W 1 X 7 R Z
Country	UNITED KINGDOM

❶ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative. Please tick one box.

Extent of authority
- ☐ Limited ❷
- ☑ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☑ Alone
- ☐ Jointly ❸

If applicable, name(s) of person(s) with whom you are acting jointly

❷ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❸ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Permanent representative

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company. Please complete **Sections J1-J4**.

Full forename(s)	BIRKER BERTHOLD
Surname	BAHNSEN

J2 Permanent representative's service address ❶

Building name/number	25
Street	KNIGHTSBRIDGE
Post town	LONDON
County/Region	
Postcode	S W 1 X 7 R Z
Country	UNITED KINGDOM

❶ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative. Please tick one box.

Extent of authority
- ☐ Limited ❷
- ☑ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☑ Alone
- ☐ Jointly ❸

If applicable, name(s) of person(s) with whom you are acting jointly

❷ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❸ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

In accordance with Section 1046 of the Companies Act 2006 & Regulation 4(1) of the Overseas Companies Regulations 2009.

OS IN01 - continuation page

Registration of an overseas company opening a UK establishment

Permanent representative

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company. Please complete **Sections J1-J4.**

Full forename(s)	JOSEPH MORGAN
Surname	SEIGLER

J2 Permanent representative's service address ❶

Building name/number	25
Street	KNIGHTSBRIDGE
Post town	LONDON
County/Region	
Postcode	S W 1 X 7 R Z
Country	UNITED KINGDOM

❶ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative. Please tick one box.

Extent of authority

☐ Limited ❷
☑ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

☑ Alone
☐ Jointly ❸

If applicable, name(s) of person(s) with whom you are acting jointly

❷ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

❸ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

Part 7 Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below.
→ **No** Tick the box below then go to **Part 8** 'Signature'.

☐ If there is no such person, please tick this box.

K1 Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below. Please complete **Sections K1-K2.**

Continuation pages
Please use a continuation page if you need to enter more details.

Full forename(s)	AJIT
Surname	NEDUNGADI

K2 Service address of person authorised to accept service ❶

Building name/number	25
Street	KNIGHTSBRIDGE
Post town	LONDON
County/Region	
Postcode	S W 1 W 7 S Q
Country	

❶ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address. This may be the registered office or principal office address or the address of the UK establishment as the case may be. Please note a DX address would not be acceptable.

Part 8 Signature

This must be completed by all companies.

I am signing this form on behalf of the company.

Signature

Signature

X X

This form may be signed by:
Director, Secretary, Permanent representative.

OS IN01

Registration of an overseas company opening a UK establishment

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 IAN DAVID BURRELL

Company name WESTON KAY

Address

Post town

County/Region

Postcode

Country

DX 82967 MAYFAIR

Telephone 020 7636 7493

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The overseas corporate name on the form matches the constitutional documents exactly.
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate.
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate.
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment.
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☐ 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.
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- ☐ You have signed the form.
- ☐ 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 in respect of a registration of an overseas 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:

England and Wales:
The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Scotland:
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).

Northern Ireland:
The Registrar of Companies, Companies House, First Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, Northern Ireland, BT1 3BS.
DX 481 N.R. Belfast 1.

Higher protection
If you are applying for, or have been granted, higher protection, 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

(Seal – Notary's office of D. Xavier Roca Ferrer)

NUMBER FOUR THOUSAND THREE-HUNDRED AND FIFTY-TWO.

FORMATION OF LIMITED LIABILITY COMPANY

In Barcelona, my city of Residence on November 'twenty-sixth, 2009..........

Before me, XAVIER ROCA FERRER, Notary of the Distinguished College of Notaries of Catalonia, present for that purpose at the World Trade Centre Building, North Tower, 6th floor, located on Moll de Barcelona street with an unnumbered address.---

----------------------HEREBY APPEAR---------------------

Mr. JAVIER PÉREZ TENESSA DE BLOCK, of legal age, married under the separate property regime and resident of Barcelona 08005, Salvador Espriu Street, number 81, with identification number 07.229.444-S.--

Mr. James-Otis Hare, of legal age, with United States citizenship, **married** under the separate property regime and with residence in Barcelona, Avinyo Street, 39, 3-4, with valid home country passport number 701786001 and Foreign Resident Identification Number X-3091124-Q.

TIMBRE DEL ESTADO

CLASE 8.ª

0,03 EUROS

TRES CÉNTIMOS DE EURO

0K0270125

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

Mr. Ajit Nedungadi, of legal age, of British nationality and with residence at number 25, Knightsbridge, London, SW1X7RZ, with valid home country passport number 308644625, with the concession of a Spanish Taxpayer Identification number pending,

PARTICIPATE: ---

a) Mr. Pérez-Tenessa and Mr. Hare, on their own behalf and in their own interest.--and

b) Mr Nedungadi, as Representative, and on behalf of the United States company known as **EDREAMS HOLDINGS, LLC,** with registered business address at 1209 Ornage Street, Wilmington, New Castle County, Delaware 19801 (United States), duly registered at the Delaware State Department (United States) with number 4235999 and with Spanish Taxpayer Identification Number N-4005447-J.-----------------------

The existence of said company is accredited by means of a certificate issued by the Delaware State Department (U. S.), which has been shown to me, drawn up in English, a language familiar to me and duly apostilled, and from which I have made a certified copy which I have attached to the record with this original document.

Furthermore, a certificate issued in English, a language familiar to me, has been presented to me, a certified copy of which I will also attach to the present document, by the Governing Body of the company **EDREAMS HOLDINGS, LLC,** which determines the Social Statutes and the valid administrative posts of said company. –

TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

CLASE 8.ª

0K0270124

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

(Seal – Notary's office of D. Xavier Roca Ferrer)

Using the special authorisation on its behalf conferred in the relative facts of the document examined by the Notary Public of Massachusetts, Ms. Cristyl W. Patterson, on the 11th of September of 2009, which, drawn up in English, language I am familiar with, and duly apostilled, has been given me and which I attach to this original document.--

Regarding related powers, it is entitled, without any kind of restriction, to carry out, from the business role they assume, and in relation with the objective assigned, the actions and legal business dealings described in the heading or title of the present document, heading which is considered a reproduction for the purposes of recording the essence of its authorization.

TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

0K0270123

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

CLASE 8.ª

It affirms the full subsistence of power and authority put forward and that the legal personality of the client remains unaltered.---

From the documents and declarations referred to, I deem, to the best of my judgement and hereby declare under my responsibility, it sufficiently empowered for the execution of this formation document for a limited society, all this in accordance with article 98 of Law 24/2001, from December 27th and article 34 of Law 24/2005, from November 18th .---

THEY HAVE, in my opinion, depending on how they proceed, the legal capacity and authority necessary for this undertaking, and----------------------------

--------------------------- DECLARE----------------------------------

I. That it is their wish to establish a limited liability company which will be called "**EDREAMS INTERPRISES, S.L.**"---

II. That no other company with said name exists in the Commercial Registry, evidence of which is provided in the form of the appropriate certificate, which is given me and which I attach it to this original in order to record it in the copies.------------------

III. And by virtue of the forementioned. ---

TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

CLASE 8.ª

0K0270122

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

(Seal – Notary's office of D. Xavier Roca Ferrer)

------------------------------------ACCORD------------------------------------ FIRST. – The appearing parties, as sole proprietors, are establishing a limited liability company called "EDREAMS ENTERPRISES, SL", and which will be managed according to the statutes contained in the seven ordinary sheets of paper given to me by the appearing parties and at their request I hereby certify with this original, signed at the bottom by the aforementioned, after reading it and granting full approval.--------------------------

In said statutes, the pertinent decisions regarding the aim, business address, the duration of the company, end date of fiscal year, governing bodies and remaining requisites required by the existing Law on Limited liability companies, all this acknowledged as properly reproduced so as to avoid unnecessary repetitions.------------

SECOND. – The Share Capital of the company being set up is pursuant to the content of said statutes at **TWENTY-FOUR THOUSAND EUROS (€24,000),** divided up into 40,000 shares, number 1 to 40,000, including both, of **SIXTY EURO CENTS (O,60 €),** each one with a nominal value--------------------

These are distributed among the founding partners, according to the following terms:---

The company EDREAMS HOLDINGS, LLC., has a share in the sum of **TWENTY THREE THOUSAND, NINE HUNDRED AND NINETY EIGHT – EIGHTY (23,998.80 €)** and is attributed 39, 998 shares, from 1 to 39,998, both included.---

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

MR. JAVIER PEREZ-TENESSA DE BLOCK has a share in the amount of **sixty euro cents (0,60 €)**, and is attributed share number 39, 999.-------------------------------------

MR. JAMES OTIS HARE has a share in the amount of **sixty euro cents (0,60 €)**, and is attributed share number 40,000.--

Said shareholder's capital has been deposited into the company's bank account, according to the verification provided me by the appearing parties by way of a certificate that they have given me and which I will attach to this original document, issued by DEUTSCHE BANK, SAE.---

THIRD. – That these gentlemen convened here, for all purposes, in the general partners meeting of the company being established, agree unanimously;--------------------------

To resolve that the company be initially managed by a Board of Directors made up of three members who are unanimously designated by the founding partners for an indefinite period of time and in the following manner:---------------------------------------

MR. AJIT NEDUNGADI (whose personal circumstances condition his attendance at the present meeting)

MR. MORGAN SEIGLER (of legal age, of U.S. nationality, with legal residence at Flat 62, Brompton Court, Brompton Road, Chelsea, London, SW3 2AP, United Kingdom and with valid passport number 433755432 and, -------------------

MR. BIRKER BAHNSEN (of legal age, of Danish nationality, with address at Marina Court 22, Alfred Street, London, E3 2BH, United Kingdom and with valid passport number 101674215)

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
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(Seal – Notary's office of D. Xavier Roca Ferrer)

The appearing parties state that the designated board members will manage the company from their respective residences recorded above.---

Mr. Nedungadi, present during this procedure, and in my opinion, sufficiently capable, declares that he accepts the appointment and takes office during this procedure; he promises to fulfil his duty with loyalty and diligence; and assures that he is not facing any legal proceedings involving conflict of interests or lack of legal capacity to carry out the present responsibilities.

FOURTH. – The company will initiate its social operations pursuant to what is indicated in the certified statutes.

As a result, the founding partners unanimously agree, regarding what is laid out in Article 11 of the Law on Limited Liability Companies, to expressly authorise the designated Administrators, so that:-----------------------------

a) The undertakings and contracts carried out by the Administrators with third parties, prior to registration of the company, and within the scope of its statutory competencies, will be automatically accepted and adopted by the company, upon registration of the company in the Commercial Registry.-------------------------------------

TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

CLASE 8.ª

0K0270118

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

And b) They may carry out the undertakings and contracts which are necessary or useful to the execution of the company's activity that constitutes the corporate purpose, especially as regards the internal organisation, such as the concession, modification, and revocation of all kinds of competencies. --------------------

FIFTH. – The appearing parties mutually authorise and empower one another so that any one of them, independently, and acting on behalf of the others, may execute the public documents that are necessary, of a corrective or rectifying nature as regards this document, in order to enable the registration of the same in the Commercial Registry.-----

The terms of which are established in the present document, with interest in the registration in the Commercial Registry, expressly soliciting the partial registration of the same, in the hypothetical case that one of its clauses, or one of the facts, acts or legal undertakings contained in it and susceptible of registration contained some kind of defect in the opinion of the Registrar, which impedes the practice of the same, and in accordance with what is set forth in the Regulations of the Commercial Registry.---

In accordance with what is set forth in Organic Law 15/1999, the appearing parties are hereby informed and accept the incorporation of their data in the existing computer-based files at the Notary's Office, data which will be kept at said office, confidentially, under the protection of the privacy Protocol, without prejudice to the compulsory disclosures and references imposed by the existing regulation.----------------

Having issued the disclaimer and legal notice, especially as regards the financial aspects, remaining attached to this original document the fee settlement of the present

TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

0K0270117

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

CLASE 8.ª

charter, which will be reproduced in all the copies issued, as well as the registration obligations of this charter in the Commercial Registry. ---------

(Seal – Notary's office of D. Xavier Roca Ferrer)

Mr. Hare and Nedungadi THEREFORE DECLARE AND AGREE, following the reading of the present charter and documentation recorded, in accordance with article 150 of the Notaries Regulation, in English, language familiar to me.--------

AND I, THE NOTARY, identify the appearing parties, using their personal identification documents which appear signed below;...attest that this has been one undivided process, and affirm that consent was freely given and the solemn execution and signing before me adheres to the legality and will of the signers, according to their affirmations, and that which is derived from the remaining content of this public instrument, drawn up on six sheets of stamped paper, exclusively for notarial use, the present one signed, and the five preceding sheets in reverse numeric order, and ATTEST.

The signatures of the appearing parties follow. --------------------------------------

Signed. XAVIER ROCA FERER. – Signed and sealed. -----------------------------

CERTIFICATION. - I include this in order to certify that together with this original copy I am including an authenticated copy of forms D-1A, processed at the Department of Foreign Affairs and Trade. --

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TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

0K0270116

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

CLASE 8.ª

And, for the record, I issue this document, which I sign and stamp in Barcelona, on November 26th of two thousand nine. – Xavier Roca Ferrer.

Stamped. Sealed.---

ANNEXED DOCUMENTS: ---

TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

OK0270115

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

CLASE 8.ª

(Seal – Notary's office of D. Xavier Roca Ferrer)

AS UNDERSIGNED NOTARY, I CERTIFY ------------------------------

That at the bottom of the original document, the first copy herein preceded, and a formal statement containing the following specified content appears: -------------------- ---------------

FORMAL STATMENT: I include this in order to certify that through the interested party, it has been revealed to me that the Board members appointed in the *formation of the company,* drawn up in the preceding original document, will manage said company from the address of the registered business office of all the parties, located at 25 Knightsbridge, London, SW1X7RZ (United Kingdom) and not from the addresses specified in their appointment. ------------

In witness whereof, I issue the present formal statement, initiated on a sheet of stamped paper, exclusively for notarial use, number 9N4200247 and concluded on the present sheet, which I initial, sign and stamp, in Barcelona, on the 16th of December of two-thousand and nine. Xavier Roca Ferrer. – Stamped and sealed. -----------------------

AND, FOR THE RECORD, I remit this statement, which begins on a sheet of

TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

0K0270130

CLASE 8.ª

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

stamped paper bearing the number 9N4217941 and concludes on the present sheet, which I hereby initial, sign, stamp and seal in Barcelona, on the sixteenth of December of two-thousand and nine.

CERTIFICATION

Jaime Gascón Fernández, Sworn Interpreter in English, certifies that the above is a full and faithful translation of an original Spanish document.

In Girona, this 26th of January two thousand and ten.

CERTIFICACIÓN

Don Jaime Gascón Fernández, Intérprete Jurado de alemán, francés e inglés certifica que la que antecede es traducción fiel y completa al inglés de un documento redactado en español. ----------

En Girona, a 26 de enero de dos mil diez---

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

0K0270113

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

CLASE 8.ª

(illegible stamp)

CERTIFICATE # 09130240

Mr. José Miguel Masa Burgos, Central Trade Registrar,

Based on the interest of

EDREAMS HOLDINGS, LLC,

In the petition presented in the OFFICIAL RECORD Dated 16/09/2009, item number 09132204,

I CERTIFY: That the name IS NOT already registered

EDREAMS ENTERPRISES, S.L.

As a result, **said name has been reserved** on behalf of the cited interested party, for duration of **SIX MONTHS,** starting from this date, in accordance with what is set forth in Article 412.1 of the Commercial Registry Regulation.

Madrid, September sixteenth, two-thousand and nine.

THE REGISTRAR

(illegible signature)

(Seal of Central Commercial Registry of Madrid)

*NOTE. – This certificate will be valid, for the purposes of the execution of the instrument, for THREE MONTHS, calculated from the date of issue, in accordance with what is set forth in Article 414.1 of the Commercial Registry Regulation.

CERTIFICATION

Jaime Gascón Fernández, Sworn Interpreter in English, certifies that the above is a full and faithful translation of an original Spanish document.

In Girona, this 26th of January two thousand and ten.

CERTIFICACIÓN

Don Jaime Gascón Fernández, Intérprete Jurado de alemán, francés e inglés certifica que la que antecede es traducción fiel y completa al inglés de un documento redactado en español. -----------

En Girona, a 26 de enero de dos mil diez---

TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

0K0270112

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

CLASE 8.ª

(Seal – Notary's office of D. Xavier Roca Ferrer)

SOCIAL STATUTES OF **"EDREAMS ENTERPRISES, S.L."**

TITLE I

Denomination, purpose, address and duration

ARTICLE I Under the name **"EDREAMS ENTERPRISES, S.L."** a limited liability commercial company is established which will be managed according to what is stipulated in these Statutes, by the precept of Law 2/1995 of March 23rd, on Limited Liability Companies and by the other valid provisions which may apply.

ARTICLE 2 The company has as its objective the possession and investment of financial assets, obligations, stocks and shares from other companies, as well as purchasing and selling, leasing and encumbrance of all kinds, of securities, with the exception of financial leasing and activities reserved for the collective investment entities, companies and securities agencies.

ARTICLE 3 Those activities for which the Law demands special requirements which are not satisfied by this company will be excluded from the corporate purpose.

If the legal provisions for the execution of some of the activities included in the corporate purpose require some professional title, administrative authorisation or registration in public Registries, said activities must be carried out using the person with said professional title, and when applicable, they cannot be initiated until they have fulfilled the required administrative conditions.

ARTICLE 4 The activities that are included in the corporate purpose may be carried out in a completely indirect or partially indirect manner, by way of the ownership of stocks and shares in other companies with and identical or similar purpose.

TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

0K0270111

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

CLASE 8.ª

ARTICLE 5 The business address of the company is located in Madrid, c/ Velásquez, 86B-Bajos, where the company will establish its legal representation.

The business address may be changed, within the same city in which it is presently located, by resolution of the Governing body.

Similarly, the branch offices, agencies or delegations necessary to or convenient for the development of the company's social activity may be created, suppressed or moved both within national and foreign territory.

ARTICLE 5 The company is constituted for an indefinite period of time, initiating its activities on the day of execution of the document, and it may de dissolved at any time pursuant to the present statutes and the Law.

TITLE II *Capital stock and member interests*

ARTICLE 7 The capital stock amounts to twenty-four thousand (24,000) Euros, divided up into 40,000 shares of **SIXTY EURO CENTS (0,60 €),** each one with a nominal value, numbered in order from 1 to 40,000 inclusive, cumulative and indivisible, completely assumed and paid out.

ARTICLE 8 The member interests are subject to the regime contemplated in the Law. The transfer of member interests and the constitution of the pledge must be recorded in a public document. The constitution of other real rights must appear in a Public Act.

Rights with respect to the Company may be exercised from the moment in which the company has knowledge of the transfer o constitution of the encumbrance.

The company will keep a Register of Members which may be examined by any member and from which the shareholders may obtain certification of the rights registered in their name.

ARTICLE 9 The transmission of the member interests will be governed by what is stipulated in Article 29 and subsequent articles of the Law. As a result, the voluntary transfer of interests will be free for inter vivos dispositions between members, or in favour of the spouse, forbears or descendents of the member or Companies belonging to the same.

TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

CLASE 8.ª

0K0270110

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

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group as the transferor, as well as .Mortis Causa transfers.

<u>ARTICLE 10</u> Only those owning said interests shall be deemed stockholders, but in any case, the usufructuary will have a right to the dividends agreed upon by the Company during usufruct.. In the event of a Pledge, the owner is responsible for exercising the member rights.

TITLE III

Governing and administration of the Company.

<u>ARTICLE 11</u> The governing bodies are the Board of Directors and the Administrators, and the circumstances not included in the provisions of these Statutes will be governed by what is stipulated in Articles 43 and the following of the Law.

SECTION I

Partners Meeting.

<u>ARTICLE 12</u> The partners assembled at the Board Meeting will decide, by legal majority, on matters relative to the competency of the Board.

<u>ARTICLE 13</u> The board meeting will be called by the Administrators or liquidators as applies, by way of personal written communication of the notice to all partners at the legal address that appears in the Register, by certified mail with acknowledgement of receipt.

<u>ARTICLE 14</u> All the partners have the right to attend the Board Meeting themselves or by proxy, although he or she may be a non-member. The representation will encompass the total quantity of the interests owned by the member being represented, must be conferred in writing and if it doesn't appear in the public record, it should be specified for every meeting.

TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

CLASE 8.ª

0K0270109

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

SECTION II

Administrative Body

ARTICLE 15 The company will be governed and administered by the following authorities of the Board's choosing:

a) A sole Administrator

b) Several joint Administrators, with a minimum of two and a maximum of four.

c) Two joint Administrators.

d) A Governing Board made up of a minimum of three and a maximum of seven members.

ARTICLE 16 Representation of the company in judicial and extra-judicial circumstances will be the responsibility of the administrative body, subject to the rules which will be established below depending on the modus operandi of the administrative body which, at all times, will govern and administer the company:

a) The sole Administrator.

b) Each of the joint and several Administrators.

c) Two concurrent Administrators together.

d) A Governing Board by majority vote.

The administrative body will therefore be able to perform and carry out, subject to the course of action suitable to the circumstances of each case according to the accepted method, every action included in the corporate purpose, as well as exercising any power which is not expressly reserved by the Law or by these Statutes at the Board Meeting.

ARTICLE 17 It is not necessary to be a member in order to be named Administrator.

TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

0K0270108

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

CLASE 8.ª

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ARTICLE 18 The position will be of indefinite duration without prejudice to being removed at any given time by means of a resolution within a Board Meeting of the members, even when the separation does not appear in the agenda.

ARTICLE 19 The position of Administrator will be voluntary and unpaid.

ARTICLE 20 The Governing Board, (illegible), will be composed of a minimum of three and a maximum of six members.

The Board will be considered validly constituted when half plus one member, either present or represented, attends the meeting and there is a majority attendance of the Board members residing In the United Kingdom. To this end, the Board members who possess said condition must notify the company of this in a reliable manner. Representation will be conferred by way of a letter addressed to the President. The agreements will be adopted by absolute majority of the attendees at the meeting, which should be called by the President or Vice-president, if applicable. Write-in votes and voting in the absence of a session will be valid if none of the Board members are opposed. In the event of a tie, the President will not have a casting vote.

The Board will meet with the President's consent, either on his/her own initiative or when requested by the members. The convening of the meeting will be done via letter or telegram sent to each and every one of its constituents 24 hours in advance.

A President and a Secretary will be appointed within the meeting.

TITLE IV

Fiscal year

ARTICLE 21 The fiscal year will end the 31st of December of every year.

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

TITLE V

Withdrawal and Exclusion of the Members.

ARTICLE 22 The members will have the right to withdraw from the Company and may be excluded from the same through a resolution of the Board, for the reasons and in the manner stipulated in Article 95 and the following articles of the Law.

TITLE VI

Dissolution of the Company

ARTICLE 23 The company will dissolve and liquidate for any of the reasons and in accordance with the regime established in Article 104 and the following Articles of the Law.

ARTICLE 24 Upon dissolution of the company, the Administrators will become liquidators, except in the event that the Board designates others upon pronouncing the dissolution.

The liquidators will hold their post for a (illegible) period of time. Three years from the starting date of liquidation, in the absence of having submitted the final liquidation balance for the Board's approval, any member or person with legitimate interest may solicit from the first-instance judge, the removal of the liquidators from the registered business address, as stipulated by the Law,

ARTICLE 25 The liquidation share that corresponds to each member will be proportional to their share in the capital stock.

ARTICLE 26 Once the dissolution has been resolved and as long as the liquidation share has not yet been paid out to the members, the Board may agree to return the company to its active state, provided the reason for the dissolution has ceased to exist and the book value net worth is not less than the capital stock.

However, the reactivation of the Company cannot be granted in the case of dissolution with full rights.

TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

CLASE 8.ª

0K0270106

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

(Seal – Notary's office of D. Xavier Roca Ferrer)

TITLE VII

Sole Proprietorship Company

ARTICLE 27 In the event of a sole proprietor company, said company will be subject to what is stipulated in Article 125 and the following Articles of the Law, and the single member will exercise the competencies of the Board.

Six months from the date in which a sole member is the title holder of all the owner interest, without this fact having been recorded in the Commercial Registry, said member will be held personally and fully responsible for the corporate debts incurred during the period of sole proprietorship. Once registered as a sole proprietorship, the sole member will not be responsible for the debts incurred at a later date.

TITLE VIII

Additional Dispositions

ARTICLE 28 In the cases not excluded by the Law, all issues raised between the Company and any of its partners, both during the regular exercise of its activities and during the liquidation phase, will be resolved under the rules of arbitration in equity, executed in accordance with the Arbitration Act of December 23rd, 2003, which obliges both parties to fulfil the arbitration decision.

Notwithstanding the above, the appeal of resolutions will be subject to what is stipulated in the applicable legal dispositions.

* * * *

(illegible signature)

CERTIFICATION

Jaime Gascón Fernández, Sworn Interpreter in English, certifies that the above is a full and faithful translation of an original Spanish document.

In Girona, this 26th of January two thousand and ten.

CERTIFICACIÓN

Don Jaime Gascón Fernández, Intérprete Jurado de alemán, francés e inglés certifica que la que antecede es traducción fiel y completa al inglés de un documento redactado en español. ------------

En Girona, a 26 de enero de dos mil diez--

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

J. Gascón Fdz.

TIMBRE DEL ESTADO

0,03 EUROS

TRES CÉNTIMOS DE EURO

0K0270129

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

CLASE 8.ª

(Deutsche Bank)

DEUTSCHE BANK, SOCIEDAD ANONIMA ESPAÑOLA (Spanish public limited company), with business address Ronda General Mitre, 72-74 - 08017 Barcelona, and acting on its behalf as representatives of the same:
Mr.(illegible signature) and Mr. (illegible signature)

HEREBY DECLARE:
That on 23/11/2009, we have received from the Bank of America NA, San Francisco (USA), on behalf of EDREAMS HOLDINGS LLC (USA), a payment order for 23.9998,80 Euros (twenty-three thousand, nine-hundred and ninety-eighty Euros and 80 Euro cents);
That on 24/11/2009 we received a payment order for 0,60 Euro cents (sixty euro cents)from Bankinter (Madrid), on behalf of Javíer Pérez Tenessa De Block,; and that on 23/11/2009, we received a payment order for 0,60 Euro cents (sixty euro cents) from Barclays (Barcelona) on behalf of James Otis Hare II, all in favour of EDREAMS HOLDINGS LLC (USA), Javieer Pérez Tenessa de Block and James Otis Hare II, respectively.

And for the record, at the express request of our client, we hereby issue the present document, **without DEUTSCHE BANK, SOCIEDAD ANONIMA ESPAÑOLA assuming any kind of responsibility or guaranty for the aforementioned declaration,** in Barcelona, November twenty-fifth, two-thousand and nine.

DEUTSCHE BANK, sociedad anonima española (Spanish public limited company)

Mr. Alberto Ribo (signature) y Mr. Emilio Ibarra (signature)

7281 7120

CERTIFICATION

Jaime Gascón Fernández, Sworn Interpreter in English, certifies that the above is a full and faithful translation of an original Spanish document.

In Girona, this 26th of January two thousand and ten.

CERTIFICACIÓN

Don Jaime Gascón Fernández, Intérprete Jurado de alemán, francés e inglés certifica que la que antecede es traducción fiel y completa al inglés de un documento redactado en español. -----------

En Girona, a 26 de enero de dos mil diez--

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

EDREAMS ENTERPRISES, SL

<u>SECRETARY'S CERTIFICATE</u>

January 28th, 2010

The undersigned, being the duly appointed Secretary of eDreams Enterprises, SL, a Spanish limited liability company (the "Company"), hereby certifies in his capacity as Secretary of the Company, and not individually, as follows:

- Attached hereto as **Exhibit A** is a true and complete copy of the Incorporation Public Deed (the "<u>Incorporation Document</u>") of the Company as granted by the Spanish Notary Mr. Xavier Roca Ferrer, on November 26th, 2009, under its protocol number 4352. The Incorporation Document has not been amended or modified in any manner since the filing thereof and remains in full force and effect on and as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate this January 28th, 2010.

EDREAMS ENTERPRISES, SL

By: ______________________

Mr. Ajit Nedungadi

Secretary

NOTARIA DE D. XAVIER ROCA FERRER · BARCELONA ·

D. Jaime Gascón Fernández
INTÉRPRETE JURADO
Francés, Inglés y Alemán
C/ Rutlla, 11, entlo. 6.ª - 17002 GIRONA
Móvil 626 72 33 37

20904352.009

NÚMERO CUATRO MIL TRESCIENTOS CINCUENTA Y DOS.

CONSTITUCIÓN DE SOCIEDAD LIMITADA

En Barcelona, mi residencia, a veintiséis de Noviembre del año dos mil nueve. -----------------

Ante mí, XAVIER ROCA FERRER, Notario del Ilustre Colegio de Catalunya, personado al efecto en el Edificio World Trade Center, Torre Norte, 6ª planta, sito en la calle Moll de Barcelona s/n. ---

==================COMPARECEN:====================

Don JAVIER PÉREZ-TENESSA DE BLOCK, mayor de edad, casado en el régimen legal supletorio de separación de bienes y vecino de Barcelona 08005, calle Salvador Espriu número 81; con D.N.I. número 07.229.444-S. -----------------------------------

Don JAMES-OTIS HARE, mayor de edad, de nacionalidad estadounidense, casado en régimen de separación de bienes y con domicilio en Barcelona, calle Avinyo, 39, 3° 4ª; con pasaporte de su nacionalidad número 701786001 en vigor y N.I.E. número X-3091124-Q. ------------------------------

Y Don AJIT NEDUNGADI, mayor de edad, de nacionalidad británica y con domicilio en 25 Knightsbridge, Londres SW1X7RZ; con pasaporte de su nacionalidad número 308644625, en vigor, en trámite de obtención del NIF español. --------------------

INTERVIENEN: --------------------------------

a) Los señores Pérez-Tenessa y Hare en su propio nombre y particular interés. --------------

Y b) El señor Nedungadi como Apoderado y en nombre y representación de la sociedad de nacionalidad estadounidense denominada **EDREAMS HOLDINGS, LLC**, con domicilio social en 1209 Orange Street, Wilmington, New Castle County, Delaware 19801 (Estados Unidos), debidamente inscrita en la Secretaria de Estado de Delaware (Estados Unidos) con el número 4235999 y con NIF español número N-4005447-J. -------------------------------------

Me acredita la existencia de dicha sociedad mediante certificación emitida por la Secretaria del Estado de Delaware (EEUU), el cual extendido en idioma inglés, por mi conocido y debidamente apostillado me exhibe y del que deduzco fotocopia conforme que protocolizo con esta matriz. ---------

Asimismo me exhibe y deduzco fotocopia conforme que protocolizo con la presente, un certificado emitido en idioma inglés por mi conocido, por el Órgano de Administración de la sociedad **EDREAMS HOLDINGS, LLC**, del que resulta los Estatutos sociales y los cargos vigentes de dicha sociedad. -

Usa del poder especial en su favor conferido en méritos de documento intervenido por el Notario de Massachussets (Estados Unidos), Doña Cristyl W. Patterson, en fecha 11 de septiembre de 2009, el cual extendido en idioma inglés, por mi conocido y debidamente apostillado me entrega y protocolizo con esta matriz. ----------------------------------

En referido poder está facultado sin restricción alguna para llevar a término, desde la parte negocial que asume y en relación con el objeto que se consignará, los actos y negocios jurídicos descritos en el encabezamiento o título del presente instrumento, encabezamiento que aquí se da por reproducido a los efectos de dejar constancia de la esencia de su facultación. -------

Afirma la integra subsistencia del poder y facultades que alega y que no ha variado la personalidad jurídica de su representada. ---------

De los referidos documentos y manifestaciones resulta a mi juicio -y así lo declaro bajo mi responsabilidad-, suficientemente facultado para el otorgamiento de la presente escritura de constitución de sociedad limitada, todo ello con arreglo a los artículos 98 de La Ley 24/2001, de 27 de diciembre, y 34 de la Ley 24/2005, de 18 de Noviembre. --

TIENEN, a mi juicio, según obran, la capacidad legal y la facultación necesarias para este acto, y. ---

================ E X P O N E N: =================

I.- Que es su voluntad constituir una compañía mercantil, de responsabilidad limitada, que se denominará "**EDREAMS ENTERPRISES, S.L.**". -----------

II.- Que con dicha denominación no existe ninguna otra en el Registro de Sociedades, lo que acreditan con la oportuna certificación del mismo, que me entregan y dejo unida a la presente matriz, para transcribir en sus copias. ------------------

III.- Y en virtud de lo expuesto. ------------

NOTARIA DE D. XAVIER ROCA FERRER · BARCELONA ·

================O T O R G A N:================

PRIMERO.- Los señores comparecientes, como únicos socios, constituyen una compañía mercantil, de responsabilidad limitada, que se denomina "**EDREAMS ENTERPRISES, S.L.**", y que se regirá por los estatutos contenidos en siete hojas de papel común, que me entregan los comparecientes y a su instancia protocolizo con esta matriz, firmándolas aquéllos a su pie, previa su lectura y aprobación íntegra.---

En dichos estatutos se comprenden las determinaciones pertinentes en cuanto al objeto, domicilio, duración de la compañía, fecha de cierre del ejercicio social, órganos rectores de la misma, y demás requisitos exigidos por la vigente Ley de Sociedades de Responsabilidad Limitada, dándose aquí todo ello por íntegramente reproducido para evitar innecesarias repeticiones.-----------------

SEGUNDO.- El capital social de la compañía que se constituye, se cifra a tenor del contenido de tales estatutos en **VEINTICUATRO MIL EUROS (24.000 €)**, dividido en 40.000 participaciones sociales, números 1 al 40.000, ambos inclusive, de **SESENTA CÉNTIMOS DE EURO (0,60 €)** de valor nominal cada una de ellas. --

Se distribuye entre los socios constituyentes, en los términos siguientes: ----------------------

La sociedad **EDREAMS HOLDINGS, LLC** participa en la suma de **VEINTITRÉS MIL NOVECIENTOS NOVENTA Y OCHO EUROS CON OCHENTA CÉNTIMOS (23.998,80 €)**, y se le atribuyen 39.998 participaciones sociales, números 1 al 39.998, ambos inclusive. -------------

Don JAVIER PÉREZ-TENESSA DE BLOCK participa en la suma de **CERO EUROS CON SESENTA CÉNTIMOS (0,60 €)** atribuyéndosele la participación número 39.999. ---

Don JAMES OTIS HARE participa en la suma de **CERO EUROS CON SESENTA CÉNTIMOS (0,60 €)** atribuyéndosele la participación número 40.000. ---

Dicho capital social ha sido ingresado en cuenta bancaria de la sociedad, según me acreditan los señores comparecientes mediante certificación que me entregan y dejo unida a esta matriz, expedida por DEUTSCHE BANK, S.A.E. ----------------

TERCERO.- Que constituidos los señores

comparecientes, en lo menester, en Junta General de Socios de la compañía que se constituye, acuerdan por unanimidad: ------------------------------------

Determinar que la compañía se rija inicialmente por un Consejo de Administración, formado por tres miembros, que son designados por los socios fundadores, unánimemente, por plazo indefinido y del siguiente modo: -------------------------------

- **Don AJIT NEDUNGADI** (cuyas circunstancias personales obran en la comparecencia de la presente). --

- **Don MORGAN SEIGLER** (mayor de edad, de nacionalidad estadounidense, con domicilio en Flat 62, Crompton Court, Brompton Road, Chelsea, London, SW3 2AP, Reino Unido y provisto del pasaporte numero 433755432, en vigor) y, -------------------

- **Don BIRKER BAHNSEN** (mayor de edad, de nacionalidad danesa, con domicilio en Marina Court 22, Alfred Street, London, E3 2BH, Reino Unido y provisto de pasaporte numero 101674215, en vigor).

Hacen constar los comparecientes que los Consejeros nombrados gestionarán la sociedad desde sus respectivos domicilios antes consignados. -----

El señor Nedungadi, presente en este acto, y teniendo a mi juicio capacidad suficiente al respecto, declara que acepta el cargo y toma en este acto posesión del mismo; promete desempeñarlo con lealtad y diligencia; y asegura no estar incursos en causa legal de incapacidad o incompatibilidad legal para ejercerlo. ------------

CUARTO.- La compañía da inicio a sus operaciones sociales conforme se indica en los estatutos protocolizados. ------------------------

En consecuencia, los socios fundadores, por unanimidad, acuerdan en relación con lo dispuesto en el artículo 11 de la Ley de Sociedades de Responsabilidad Limitada, facultar expresamente a los Administradores designados, de tal manera: ----

a) Que los actos y contratos celebrados con terceros por los Administradores, antes de la inscripción de la sociedad y dentro del ámbito de sus facultades estatutarias, quedarán automáticamente aceptados y asumidos por la sociedad, por el mero hecho de la inscripción de la

NOTARIA DE D. XAVIER ROCA FERRER · BARCELONA ·

misma en el Registro Mercantil. ------------------

y b) Que puedan realizar los actos y contratos que el desarrollo de la actividad de la empresa que constituye el objeto social haga necesarios o simplemente útiles, especialmente en el orden interno y organizativo, como el otorgamiento, modificación y revocación de poderes de todas clases. --

QUINTO.- Los comparecientes se facultan y apoderan recíprocamente para que cualquiera de ellos, por sí, y actuando en representación de los demás, pueda otorgar cuantos documentos públicos sean precisos, de carácter subsanatorio o rectificatorio de la presente escritura, para posibilitar la inscripción de la misma en el Registro Mercantil. ------------------------------

En cuyos términos dejan establecida la presente escritura, interesando su inscripción en el Registro Mercantil, solicitándose expresamente la inscripción parcial de la misma, en el supuesto de que alguna de sus cláusulas, o de los hechos, actos o negocios jurídicos contenidos en ella y susceptibles de inscripción, adoleciese de algún defecto, a juicio del Registrador, que impida la práctica de la misma, y ello de conformidad con lo establecido en el Reglamento del Registro Mercantil. --

De acuerdo con lo establecido en la Ley Orgánica 15/1999, los señores comparecientes quedan informados y aceptan la incorporación de sus datos a los ficheros automatizados existentes en la Notaría, datos que se conservarán en la misma, con carácter confidencial, al estar amparados por el secreto del Protocolo, sin perjuicio de las remisiones de obligado cumplimiento impuestas por la normativa vigente. -----------------------------

HECHAS las reservas y advertencias legales, y en especial las fiscales, quedando unida a esta matriz la liquidación arancelaria de la presente escritura, que se reproducirá en todas las copias que de la misma se libren, así como la obligatoriedad de inscripción de esta escritura en el Registro Mercantil. ----------------------------

ASÍ LO DICEN Y OTORGAN, después de leída la presente escritura y documentación protocolizada, conforme al artículo 150 del Reglamento Notarial, en idioma inglés por mi conocido, a los señores Hare y Nedungadi. ---------------------------------

Y YO EL NOTARIO, de identificar a los comparecientes por sus reseñados documentos personales de identidad, de que firman a continuación; de la unidad del acto así como de que el consentimiento ha sido libremente prestado y el otorgamiento se adecua a la legalidad y a la voluntad debidamente informada de los otorgantes, según aseguran; y, en lo procedente de lo demás contenido en este instrumento público extendido en seis folios de papel sellado, para usos exclusivos notariales, el presente firmado y los cinco anteriores en orden inverso correlativo, DOY FE.

Están las firmas de los comparecientes. -------

Signado. XAVIER ROCA FERRER.- Rubricados y sellado. --

DILIGENCIA.- La pongo para hacer constar que dejo protocolizada con esta matriz, la copia de los impresos D-1A , cursados a la Dirección General de Transacciones Exteriores. --------------

Y para que conste, extiendo la presente, que signo, firmo y rubrico en Barcelona, a veintiséis de noviembre de dos mil nueve.- Xavier Roca Ferrer. Rubricado. Sellado. -------------------------------

DOCUMENTOS UNIDOS: ----------------------------

INFRASCRITO NOTARIO, DOY FE:------------------

Que al pie de la matriz cuya primera copia antecede obra la diligencia que es del siguiente tenor literal: ------------------------------------

DILIGENCIA: La pongo para hacer constar que por parte interesada se me manifiesta que los Consejeros nombrados en la constitución de sociedad formalizada en la matriz que antecede, gestionarán dicha sociedad desde el domicilio profesional de todos ellos situado en **25 Knightsbridge, Londres SW1X7RZ (Reino Unido)** y no desde los domicilios consignados en su nombramiento. ------------------

En fe de lo cual, extiendo la presente diligencia, iniciada en una hoja de papel sellado para usos exclusivos notariales, número 9N4200247 y concluida en la presente, que signo, firmo y rubrico, en Barcelona, a dieciséis de Diciembre del año dos mil nueve. Xavier Roca Ferrer.- Rubricado y sellado. --

Y PARA QUE CONSTE, libro el presente testimonio que empieza en un folio de papel sellado número 9N4217941 y concluye en el presente, que signo, firmo, rubrico y sello en Barcelona, a dieciséis de diciembre del año dos mil nueve.

REGISTRO MERCANTIL CENTRAL
SECCION DE DENOMINACIONES

CERTIFICACION Nº. 09130240

DON José Miguel Masa Burgos , Registrador Mercantil Central, en base a lo interesado por:
D/Da. **EDREAMS HOLDINGS, LLC,**
en solicitud presentada al Diario con fecha 16/09/2009, asiento 09132204,

CERTIFICO: Que NO FIGURA registrada la denominación

EDREAMS ENTERPRISES, S.L.

En consecuencia, **QUEDA RESERVADA DICHA DENOMINACION** a favor del citado interesado, por el plazo de **SEIS MESES** a contar desde esta fecha, conforme a lo establecido en el articulo 412.1 del reglamento del Registro Mercantil.

Madrid, a Dieciséis de Septiembre de Dos Mil Nueve.

EL REGISTRADOR,

REGISTRO MERCANTIL CENTRAL
JOSE MIGUEL MASA BURGOS
MADRID

*NOTA.- Esta certificación tendrá una vigencia, a efectos de otorgamiento de escritura, de TRES MESES contados desde la fecha de su expedición, de conformidad a lo establecido en el art. 414.1 del Reglamento del Registro Mercantil.

ESTATUTOS SOCIALES DE "EDREAMS ENTERPRISES, S.L."

TITULO I

Denominación, objeto, domicilio y duración.

ARTICULO 1º Bajo la denominación "**EDREAMS ENTERPRISES, S.L.**" se constituye una sociedad mercantil de responsabilidad limitada que se regirá por lo establecido en los presentes Estatutos, por los preceptos de la Ley 2/1.995, de 23 de marzo, de Sociedades de Responsabilidad Limitada y por las demás disposiciones vigentes que resulten de aplicación.

ARTICULO 2º La Sociedad tiene por objeto la tenencia e inversión de activos financieros, obligaciones, acciones, participaciones de otras compañías, así como la compra, venta, arrendamiento y gravamen, en cualquiera de sus formas, de valores, a excepción del arrendamiento financiero y de las actividades reservadas a las entidades de inversión colectiva, sociedades y agencias de valores.

ARTICULO 3º Quedan excluidas del objeto social aquellas actividades para cuyo ejercicio la Ley exija requisitos especiales que no queden cumplidos por esta Sociedad.

Si las disposiciones legales exigiesen para el ejercicio de algunas de las *actividades comprendidas* en el objeto social algún título profesional, autorización administrativa, o inscripción en Registros públicos, dichas actividades deberán realizarse por medio de persona que ostente dicha titularidad profesional y, en su caso, no podrán iniciarse antes de que se hayan cumplido los requisitos administrativos exigidos.

ARTICULO 4º Las actividades integrantes del objeto social podrán ser desarrolladas por la sociedad total o parcialmente de modo indirecto, mediante la titularidad de acciones o de participaciones en sociedades con objeto idéntico o análogo.

ARTICULO 5º El domicilio de la Sociedad se fija en Madrid, c/ Velázquez, 86-B, bajos, dónde la Sociedad tendrá establecida su representación legal.

El domicilio social podrá trasladarse, dentro de la misma población donde se halle establecido, por acuerdo del Órgano de Administración. Del mismo modo, podrán ser creadas, suprimidas o trasladadas las sucursales, agencias o delegaciones que el desarrollo de la actividad social haga necesarias o convenientes, tanto en territorio nacional como extranjero.

<u>ARTICULO 6º</u> La Sociedad se constituye por tiempo indefinido, dando comienzo a sus actividades en el día del otorgamiento de su escritura de constitución, y podrá disolverse en cualquier momento de acuerdo con los presentes estatutos y con la Ley.

TITULO II

Capital social y participaciones sociales.

<u>ARTICULO 7º</u> El capital social es de VEINTICUATRO MIL (24.000) EUROS, dividido en 40.000 participaciones sociales, de SESENTA CÉNTIMOS DE EURO (0,60€) de valor nominal cada una de ellas, numeradas correlativamente del 1 al 40.000, ambos inclusive, acumulables e indivisibles, totalmente asumidas y desembolsadas.

<u>ARTICULO 8º</u> Las participaciones sociales están sujetas al régimen previsto en la Ley.

La transmisión de participaciones sociales y la constitución del derecho real de prenda deberán constar en documento público. La constitución de otros derechos reales deberá constar en Escritura Pública.

Los derechos frente a la Sociedad se podrán ejercer desde que ésta tenga conocimiento de la transmisión o constitución del gravamen

La Sociedad llevará un Libro Registro de Socios que cualquier socio podrá examinar y del que los titulares podrán obtener certificaciones de los derechos registrados a su nombre.

<u>ARTICULO 9º</u> La transmisión de participaciones sociales se regirá por lo dispuesto en los artículos 29 y siguientes de la Ley. En consecuencia, será libre la transmisión voluntaria de participaciones por actos inter vivos entre socios, o a favor del cónyuge, ascendientes o descendientes del socio o

NOTARIA DE D. XAVIER ROCA FERRER · BARCELONA ·

de Sociedades pertenecientes al mismo grupo que la transmitente, así como las transmisiones mortis causa.

ARTICULO 10° En caso de Usufructo de participaciones, la cualidad de socio reside en el nudo propietario, pero el usufructuario tendrá derecho en todo caso a los dividendos acordados por la Sociedad durante el usufructo. En el caso de Prenda corresponderá al propietario el ejercicio de los derechos del socio.

TITULO III

Gobierno y Administración de la Sociedad.

ARTICULO 11° Los órganos sociales son la Junta General y los Administradores, y en lo no previsto en estos Estatutos se regirán por lo dispuesto en los artículos 43 y siguientes de la Ley.

SECCIÓN I

Junta de Socios.

ARTICULO 12° Los socios reunidos en Junta General decidirán, por la mayoría legal, en los asuntos propios de la competencia de la Junta.

ARTICULO 13° La Junta General será convocada por los Administradores o liquidadores, en su caso, mediante comunicación individual y escrita del anuncio a todos los socios al domicilio que conste en el Libro Registro, por correo certificado, con acuse de recibo.

ARTICULO 14° Todos los socios tienen derecho a asistir a la Junta General por sí o representados por otra persona *aunque no sea socio*. La representación comprenderá la totalidad de las participaciones de que sea titular el socio representado, deberá conferirse por escrito y si no consta en documento publico deberá ser especial para cada Junta.

SECCIÓN II

Órgano de Administración.

ARTICULO 15º La Sociedad será regida y administrada, a elección de la Junta General por:

a) Un Administrador único.

b) Varios Administradores solidarios, con un mínimo de dos y un máximo de cuatro.

c) Dos Administradores mancomunados

d) Un Consejo de Administración, integrado por un mínimo de tres y un máximo de siete miembros.

ARTICULO 16º La representación de la Sociedad, en juicio y fuera de él, corresponderá al órgano de administración con sujeción a las normas que seguidamente se establecen en función de cual sea la modalidad de órgano de administración que, en cada momento, dirija y administre la compañía:

a) Al Administrador único.

b) A cada uno de los administradores solidarios.

c) A los dos administradores mancomunados conjuntamente.

d) Al Consejo de Administración de forma colegiada.

El órgano de administración, por tanto, podrá hacer y llevar a cabo, con sujeción al régimen de actuación propio que corresponda, en cada caso, a la modalidad adoptada, todo cuanto esté comprendido dentro del objeto social, así como ejercitar cuantas facultades no estén expresamente reservadas por la Ley o por estos Estatutos a la Junta General.

ARTICULO 17º Para ser nombrado Administrador no será necesaria la condición de socio.

NOTARIA DE D. XAVIER ROCA FERRER · BARCELONA · NIHIL PRIUS FIDE

ARTICULO 18º El cargo se ejercerá por tiempo indefinido, sin perjuicio de poder ser cesados en cualquier momento, por acuerdo en Junta General de los socios, aún cuando la separación no conste en el Orden del Día.

ARTICULO 19º El cargo de Administrador será gratuito.

ARTICULO 20º El Consejo de Administración, de haberlo, estará integrado por un mínimo de tres y un máximo de siete miembros.

El Consejo quedará válidamente constituido cuando concurran a la reunión, presentes o representados, la mitad más uno de sus miembros, y con la asistencia de la mayoría de los consejeros residentes en el Reino Unido. A estos efectos, los Consejeros que ostenten dicha condición la deberán notificar fehacientemente a la sociedad. La representación se conferirá mediante carta dirigida al Presidente. Los acuerdos se adoptarán por mayoría absoluta de los asistentes a la reunión, que deberá ser convocada por el Presidente o Vicepresidente, en su caso. La votación por escrito y sin sesión será válida si ningún Consejero se opone a ello. En caso de empate, el Presidente no tendrá voto dirimente.

El Consejo se reunirá siempre que lo acuerde su Presidente, bien a iniciativa propia o cuando lo soliciten sus miembros. La convocatoria se cursará mediante carta o telegrama dirigidos a todos y cada uno de sus componentes, con 24 horas de antelación.

Designará en su seno a su Presidente y a un Secretario.

TITULO IV

Ejercicio social.

ARTICULO 21º El ejercicio social se cerrará el 31 de diciembre de cada año.

TITULO V

Separación y exclusión de los Socios.

ARTICULO 22° Los socios tendrán derecho a separarse de la Sociedad y podrán ser excluidos de la misma por acuerdo de la Junta General, por las causas y en la forma prevista en el artículo 95 y siguientes de la Ley.

TITULO VI

Disolución de la Sociedad.

ARTICULO 23° La Sociedad se disolverá y liquidará por cualquiera de las causas y de acuerdo con el régimen establecido en el artículo 104 y siguientes de la Ley.

ARTICULO 24° Los Administradores al tiempo de la disolución quedarán convertidos en liquidadores, salvo que la Junta General hubiese designado otros al acordar la disolución.

Los Liquidadores ejercerán su cargo por tiempo indefinido. Transcurridos tres años desde la apertura de la liquidación sin que se haya sometido a la aprobación de la Junta General el balance final de la liquidación, cualquier socio o persona con interés legítimo podrá solicitar del Juez de Primera Instancia del domicilio social la separación de los liquidadores en la forma prevista por la Ley.

ARTICULO 25° La cuota de liquidación correspondiente a cada socio será proporcional a su participación en el capital social.

ARTICULO 26° Acordada la disolución y mientras no se haya iniciado el pago de la cuota de liquidación de los socios, la Junta podrá acordar el retorno de la sociedad a su vida activa siempre que haya desaparecido la causa de disolución y el patrimonio contable no sea inferior al capital social.

No obstante, no podrá acordarse la reactivación de la Sociedad en los casos de disolución de pleno derecho.

NOTARIA DE D. XAVIER ROCA FERRER · BARCELONA ·

TITULO VII

Sociedad unipersonal.

ARTICULO 27º En caso de que la sociedad sea unipersonal se estará a lo dispuesto en los artículos 125 y siguientes de la Ley, y el socio único ejercerá las competencias de la Junta General.

Transcurridos seis meses desde que un único socio sea propietario de todas las participaciones sociales, sin que esta circunstancia se hubiese inscrito en el Registro Mercantil, aquél responderá personal, ilimitada y solidariamente de las deudas sociales contraídas durante el periodo de unipersonalidad. Inscrita la unipersonalidad, el socio único no responderá de las deudas contraídas con posterioridad.

TITULO VIII

Disposiciones adicionales.

ARTICULO 28º En los casos no excluidos por la Ley, todas las cuestiones que se susciten entre la Sociedad y cualquiera de sus socios, tanto durante el desarrollo ordinario de sus actividades como durante la fase de liquidación, serán resueltas por arbitraje de equidad efectuado conforme a la Ley de Arbitraje de 23 de diciembre de 2003, obligándose las partes a cumplir el laudo arbitral.

No obstante lo anterior, para la impugnación de acuerdos sociales se estará a lo establecido en las disposiciones legales aplicables.

* * * *

Deutsche Bank

DEUTSCHE BANK, SOCIEDAD ANONIMA ESPAÑOLA, con domicilio social Ronda General Mitre 72-74 - 08017 Barcelona, y actuando en su nombre y representación como apoderados de la misma:

D. Emilio Ibarra y D. Alberto Ribo

HACE CONSTAR:

Que con fecha 23.11.2009 hemos recibido del Bank of America NA,San Francisco(USA) por cuenta de EDREAMS HOLDINGS LLC (USA), orden de pago en Euros.23.998,80 (euros veintitrés mil novecientos noventa y ocho con ochenta cents); Que con fecha 24.11.2009 hemos recibido del Bankinter (Madrid) por cuenta de Javier Pérez-Tenessa de Block, orden de pago en Euros.0,60 (sesenta céntimos); y que con fecha 23.11.2009 hemos recibido del Barclays (Barcelona) por cuenta de James Otis Hare II, orden de pago en Euros.0,60 (sesenta céntimos), todas ellas a favor de EDREAMS ENTERPRISES S.L.(en constitución) y cuyos importes han sido abonados en la cuenta que mantiene con nosotros 0019.0020.95.4010217876 en concepto de aportación de capital por cuenta de EDREAMS HOLDINGS LLC (USA), Javier Pérez-Tenessa de Block y James Otis Hare II, respectivamente.

Y para que conste, por petición expresa de nuestro cliente, expedimos el presente documento, **sin que por la citada declaración asuma Deutsche Bank, Sociedad Anónima Española, responsabilidad o garantía alguna**, en Barcelona a veinticinco de Noviembre de dos mil nueve.

DEUTSCHE BANK, Sociedad Anónima Española

D. ALBERTO RIBO
7281

D. EMILIO IBARRA
7120

EDREAMS ENTERPRISES, SL

SECRETARY'S CERTIFICATE

January 28th, 2010

The undersigned, being the duly appointed Secretary of eDreams Enterprises, SL, a Spanish limited liability company (the "Company"), hereby certifies in his capacity as Secretary of the Company, and not individually, as follows:

- Attached hereto as **Exhibit A** is a true and complete copy of the Incorporation Public Deed (the "Incorporation Document") of the Company as granted by the Spanish Notary Mr. Xavier Roca Ferrer, on November 26^{th}, 2009, under its protocol number 4352. The Incorporation Document has not been amended or modified in any manner since the filing thereof and remains in full force and effect on and as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate this January 28th, 2010.

EDREAMS ENTERPRISES, SL

By: ____________________
Mr. Ajit Nedungadi

Secretary

FILE COPY

CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Registration of a UK establishment)

Company No. FC029421

UK Establishment No. BR014403

The Registrar of Companies hereby certifies that

EDREAMS ENTERPRISES, S.L.

has this day been registered under the Companies Act 2006 as having established a branch in the United Kingdom.

Given at Companies House on **3rd February 2010**.

Companies House
— for the record —

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES