

PEAPOD SOLUTIONS LTD

19 FEB 2006

FREE PAID
COMPANIES
HOUSE

909142

LLP2

(Section 2 LLP Act 2000)

Please complete in typescript,
or in bold black capitals.

Application for Incorporation of a Limited Liability Partnership

CHFP004

Please leave this box blank

OC 317 859

Full Name of Limited
Liability Partnership

Saphire Invest & Trade LLP

Situation of Registered
Office

England and Wales

Insert "England and Wales", "Wales" or "Scotland"

PO Box number
only is not
acceptable

Registered Office
Address

95 The Promenade

Post town

Cheltenham

County / Region

Gloucestershire

UK

Postcode

GL50 1HH

Will all Member from time to
time be designated members?
(List members overleaf)



YES



NO

If no, at least two of the
listed members must be
designated members

Number of continuation sheets
attached to this application for
incorporation



I certify that I am a: (Please tick appropriate box)



Solicitor engaged in the formation of this LLP



Member named overleaf of the LLP

And that the two or more persons named overleaf are associated for
carrying on a lawful business with a view to profit.

Signed

C. J. C.

Date

13/2/06

Please give the name, address,
telephone number and e-mail address
(if available) of the person Companies
House should contact if there is any
query. (DX addresses are acceptable
for this purpose if you have one).

Wiggin Osborne Fullerlove

95 The Promenade, Cheltenham, Gloucestershire, GL50 1HH

Ref: TWO/CJC

Tel 01242 710 200

E-mail

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for partnerships registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for partnerships registered in Scotland DX ED235 Edinburgh

Peapod Solutions Ltd.

A08
COMPANIES HOUSE

750
14/02/2006

0000.0268.CJC.05.C2D.LLP2

List of Members on Incorporation

Peers or others
known by a title may
use the title instead
of or in addition to
their name

Surname or
Corporate name

Lalara Universal Associates S.A.

Forename(s)

Member Reference Number *
(as advised by Companies
House)

Date of
Birth

Day Month Year

* Voluntary
information

Usual Residential Address
(or registered or principal office
address in the case of a
corporation or Scottish firm)

Pasea Estate

Road Town

Post town

Tortola

County / Region

UK
Postcode

Country

British Virgin Islands

I consent to act as a member of the limited liability partnership named on
page 1

(Please tick this box if consenting to act as a designated member)



Signed

Date

09/02/2006

(Member to sign and date)

Peers or others
known by a title may
use the title instead
of or in addition to
their name

Surname or
Corporate name

Vedette International Inc

Forename(s)

Member Reference Number *
(as advised by Companies
House)

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I consent to act as a member of the limited liability partnership named on
page 1

(Please tick this box if consenting to act as a designated member)



Signed

Date

09/02/2006

(Member to sign and date)

NOTE: Unless there are at least two designated members, all members will be designated members.

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A
LIMITED LIABILITY PARTNERSHIP**

Partnership No. OC317859

The Registrar of Companies for England and Wales hereby certifies that

SAPHIRE INVEST & TRADE LLP

is this day incorporated under the Limited Liability Partnerships Act 2000
as a limited liability partnership and that the partnership is limited.

Given at Companies House, London the 16 February 2006



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —