

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 303436

The Registrar of Companies for Scotland hereby certifies that

MACROCOM (948) LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the 6th June 2006



NSC303436A



C O M P A N I E S H O U S E

PEAPOD SOLUTIONS LTD.

Declaration on application for registration

Please complete in typescript,
or in bold black capitals.

CHFP004

303436

Company Name in full

MACROCOM (948) LIMITED

I, ROBERT BURNS

of 152 BATH STREET, GLASGOW, G2 4TB

† Please delete as appropriate.

do solemnly and sincerely declare that I am a Solicitor engaged in the formation of the company and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature



Declared at

152 BATH STREET, GLASGOW, G2 4TB

Day Month Year

On

02 06 2006

* Please print name.

before me *

Fraser Dawson - Notary Public

Signed



Date

2/6/06

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

MACROBERTS SOLICITORS

152 BATH STREET,
GLASGOW
G2 4TB

JMG/RB/MAC/594/49 Tel 01413329988

DX number 70 DX exchange GW



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 companies registered in England and Wales

or

DX 235 Edinburgh
or LP - 4 Edinburgh

Form revised 10/03

PEAPOD SOLUTIONS LTD.

100 GB
2

10

Please complete in typescript,
or in bold black capitals.

CHFP004

Notes on completion appear on final page

First directors and secretary and intended situation of
registered office

Company Name in full

MACROCOM (948) LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

152 BATH STREET

Post town

GLASGOW

County / Region

Postcode G2 4TB

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

X

Agent's Name

MACROBERTS SOLICITORS

Address

152 BATH STREET

Post town

GLASGOW

County / Region

Postcode G2 4TB

Number of continuation sheets attached

0

You do not have to give any contact
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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh

Peapod Solutions Ltd.

Company Secretary (see notes 1-5)

Company name

MACROCOM (948) LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

MACROBERTS - (FIRM)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

152 BATH STREET

Post town

GLASGOW

County / Region

Postcode G2 4TB

Countr

UK

I consent to act as secretary of the company named on page 1

Consent signature

Date

02.06.06

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style /

*Honours etc

Forename(s)

Surname

MACROBERTS CORPORATE SERVICES LIMITED

Previous forename(s)

Previous surname(s)

Address ††

152 BATH STREET

Post town

GLASGOW

County / Region

Postcode G2 4TB

Country

Day Month Year

Date of birth

Nationality BRITISH

Business occupation

LIMITED COMPANY

Other directorships

SEE PAPER APART

I consent to act as director of the company named on page 1

Consent signature

Date

02.06.06

PAPER APART

MACROBERTS CORPORATE SERVICES LIMITED

DIRECTORSHIPS

ISUKI BUREAU SERVICES LIMITED (SC186490) DISSOLVED 18.06.2002

THE CLAIREMONT GROUP LIMITED (SC180114) DISSOLVED 21.01.2005

NMB EUROPE LIMITED (03495148) DISSOLVED 12.07.2005

PALMYRA INVESTMENTS LIMITED (SC193174) DISSOLVED 08.03.2002

OSMOSIS (FACILITIES SERVICES) LIMITED (04203333)

MILLENNIUM GATE HOTEL COMPANY LIMITED (04230708) DISSOLVED 11.03.2003

MANGO HOTELS (CAMBRIDGE) LIMITED (04335104) DISSOLVED 13.05.2003

MANGO HOTELS (HEMEL HEMPSTEAD) LIMITED (04335108) DISSOLVED 13.05.2003

MANGO HOTELS (NORWICH) LIMITED (04337328) DISSOLVED 13.05.2003

MANGO HOTELS (EDINBURGH) LIMITED (04405125) DISSOLVED 10.06.2003

DAC MIDDLE EAST LIMITED (05152338) DISSOLVED 06.12.2005

TELECOM MONITORING SYSTEMS LIMITED (03873154) RESIGNED 21.09.2001

CURTISS-WRIGHT FLOW CONROL (UK) LIMITED (04169258) RESIGNED 14.03.2001

VOLANTIA HOLDINGS LIMITED (04286917) RESIGNED 26.03.2002

UMBRA VENTURES LIMITED (04384466) RESIGNED 04.03.2002

LAX SECURITY COMPANY LIMITED (04185627) RESIGNED 06.06.2002

HOWCO CRITICAL COMPONENTS LIMITED (04457692) RESIGNED 11.06.2002

R & D DEVELOPMENTS (SCOTLAND) LIMITED (SC239849) RESIGNED 28.03.2003

Please list directors in alphabetical order

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ^{††}

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date _____

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Signed

Signed

Signed

Signed

Signed

Signed

Date _____

Date _____

Date _____

Date _____

Date _____

Date _____

Date _____

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was**:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

MACROCOM (948) LIMITED

Incorporated:

macROBERTS
s o l i c i t o r s

COMPANIES HOUSE
FEE PAID
EDINBURGH

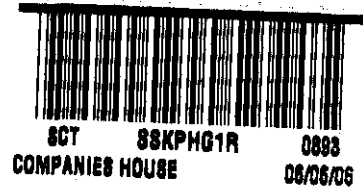
THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

MACROCOM (948) LIMITED



- I. The Company's name is "MACROCOM (948) LIMITED".
- II. The Company's Registered Office is to be situated in Scotland.
- III. The objects for which the Company is established are:-
 - (1) To carry on business as a general commercial company.
 - (2) To carry on for profit, directly or indirectly, whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere in all or any of its branches any business, undertaking, project or enterprise of any description whether of a private or public character and all or any trades, processes and activities connected therewith or ancillary or complementary thereto.
 - (3) To carry on any other businesses which can be advantageously or conveniently carried on by the Company by way of extension of or in connection with the above or are calculated directly or indirectly to benefit the Company or to enhance the value of or render profitable any of the Company's property or rights.
 - (4) To acquire, erect, construct, lay down, enlarge, alter, maintain, improve and from time to time renew, any docks, harbours, wharves, quays, railways, aerodromes, houses or other buildings, machinery, plant, roads and other works necessary or convenient for carrying on said trades and businesses and the purposes of the Company generally.
 - (5) To apply for, purchase or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, privileges, concessions and licences, secret processes, trade marks, trade names, brands and copyrights and the like which may seem capable of being used for any of the purposes of the Company, and to use, exercise, develop, prolong and grant licences of the same.
 - (6) To apply for or concur with others in applying for any Provisional Order, Act of Parliament, Licence of the Board of Trade or other authority for enabling the Company to carry out all or any of its objects or for any other purpose which may seem expedient, to subscribe to the expense of obtaining the same, and to oppose or subscribe to the expense of opposing any Provisional Order, Bill or any proceedings in Parliament or elsewhere which may seem directly or indirectly to affect prejudicially the Company's interests.
 - (7) To purchase or otherwise acquire the whole or any part of the undertaking, property or assets of any company or person carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company, and as part of the consideration for such acquisition to undertake all or any part of the liabilities of such company or person.

- (8) To pay for any property or rights acquired by the Company in cash, by instalments, or in shares, stocks, debentures, debenture stocks or other securities, whether fully or partly paid up, of the Company, or partly in one mode and partly in another and generally on such terms as may be agreed upon.
- (9) To amalgamate or enter into partnership, or into any arrangement for sharing profits, co-operation, union of interest, reciprocal concession, joint adventure, mutual interest, or assistance or otherwise with any company or person carrying on any business or having any objects similar to or kindred with any of the businesses or objects of the Company and that in such manner and on such terms and conditions as may be found expedient.
- (10) To subscribe for, take, or otherwise acquire and hold shares, stock, debentures, debenture stock or other securities of, or other interests in, any company having any objects similar to or kindred with any of the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (11) Whether with or without the Company receiving any consideration to guarantee and give security for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under securities or obligations of any company which is for the time being the Company's holding company or a subsidiary of the Company's holding company or any other company which may be promoted or established by the Company either alone or in conjunction with others or which may purchase or take over the whole or any part of the undertaking of the Company and to guarantee and give security for the payment of dividends and premiums on, and the repayment of the capital of, stocks and shares of all kinds and descriptions.
- (12) To lend and advance money or give credit to any company or person and in particular to customers and others having dealings with the Company and on such terms as may be thought fit and to guarantee and give security for the payment of any moneys or the performance of any contracts, liabilities or obligations of any company or person and to become liable or responsible for money and undertake obligations of every kind and description all upon such terms as may from time to time be considered desirable in the interests of the Company.
- (13) To borrow or raise money in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the undertaking, property or assets of the Company or any part thereof, including its uncalled capital, and also by a similar mortgage, charge or lien to secure any debt, liability or obligation of any holding or subsidiary company of the Company or of any other company or of any person.
- (14) To receive money on deposit or temporary loan upon such terms as may be thought fit.
- (15) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures, charter parties, bills of lading, and other negotiable or transferable documents.
- (16) To invest, or deal with moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (17) To procure the Company to be registered or recognised in any part of the world outside the United Kingdom.
- (18) To establish or promote or concur in establishing or promoting any other company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem calculated to advance directly or indirectly the objects or interests of the Company and to place or guarantee the placing of,

underwrite, subscribe for or otherwise acquire shares, stock, debentures, debenture stock or other securities of any such company.

- (19) To give or award pensions, annuities, gratuities, superannuation or other allowances or benefits, to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is the holding company of, or a subsidiary company of, or allied or associated with, the Company or any such holding company or subsidiary company, and to the wives, widows, children and other relatives and dependants of any such persons; to set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) and to make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them; to support or subscribe to any charitable funds or institutions the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its officers or employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees; and to subscribe or guarantee money for any exhibition or for any public, general or useful object.
- (20) To sell, feu, lease, exchange, mortgage or otherwise deal with or dispose of the whole or any part of the undertaking, property or assets of the Company, or any right over or interest in the same, for such consideration, and in such manner and upon such terms and subject to such conditions, as the Company may think fit, and in particular for shares, stocks, debentures, debenture stocks or other securities, whether fully or partly paid up, of any other company.
- (21) To distribute any of the property of the Company among the Members in specie or kind.
- (22) To remunerate any company or person for services rendered or to be rendered in placing or procuring the subscription of, or otherwise assisting in the issue of, any shares, stock, debentures, debenture stock or other securities of the Company or of any company promoted by the Company.
- (23) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (24) To do all such other things as are incidental or conducive to the attainment of the aforesaid objects or any of them.

And it is hereby declared that in this Memorandum words denoting the singular number shall include the plural number and vice versa and the word "company", except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in the United Kingdom or elsewhere and that the objects specified in each of the foregoing paragraphs of this Clause shall be regarded as independent objects and, accordingly, shall, except where otherwise expressed in such paragraphs, be in no wise limited or restricted by reference to or inference from any other paragraph.

IV. The liability of the Members is limited.

V. The Company's Share Capital is £100 divided into 100 shares of £1 each.

We, the subscriber to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum of Association, and we agree to take the number of shares set opposite our name.

Name and Address of Subscriber

Number of Shares
taken by Subscriber

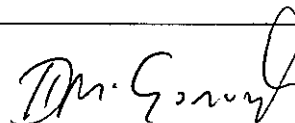
MacRoberts Corporate Services Limited
152 Bath Street
Glasgow
G2 4TB

Two

AUTHORISED SIGNATORY



Dated the 2nd day of June 2006.



WITNESS to the above signature:-

John D. McGonagle
Trainee Solicitor
152 Bath Street
Glasgow G2 4TB

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MACROCOM (948) LIMITED

macROBERTS
solicitors

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MACROCOM (948) LIMITED

1. DEFINITIONS AND INTERPRETATION

1.1 In these articles:-

Act means the Companies Act 1985 and any statutory re-enactment or modification thereof from time to time;

Directors means the directors of the Company from time to time (or any duly constituted committee of them) and Director means any director of the Company;

Shares means shares in the capital of the Company;

Table A means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and as amended by the Companies Act 1985 (Electronic Communications) Order 2000.

1.2 The singular includes the plural and vice versa and reference to any gender includes all genders.

1.3 Words and expressions defined in the Act and/or Table A shall, save where otherwise defined in these articles, bear the same meanings herein.

2. MODIFICATIONS TO TABLE A

2.1 The regulations contained in Table A, insofar as not excluded or varied by or inconsistent with these articles, shall apply to the Company and be deemed to be incorporated herein.

2.2 Regulations 5, 64, 73 to 77 inclusive, 80, 94 to 98 inclusive and 101 of Table A shall not apply to the Company.

2.3 The following regulations of Table A shall be modified:-

2.3.1 regulation 1 by the deletion of the words "'the seal' means the common seal of the company";

2.3.2 regulation 6 by the deletion of the words "shall be sealed with the seal" and by the substitution therefor of the words "shall be signed by two Directors or by one Director and the Secretary";

2.3.3 regulation 23 by the deletion of the words "and, unless the share is fully paid, by or on behalf of the transferee";

2.3.4 regulation 35 by the deletion of the words "otherwise than out of.....issue of shares" and the substitution therefor of the words "whether out of distributable profits of the Company, the proceeds of a fresh issue of shares and/or otherwise";

- 2.3.5 regulation 40 by the deletion of the second sentence thereof and the substitution therefor of the words "One member shall be a quorum.";
- 2.3.6 regulation 46 by the deletion of:-
 - (a) the words "two members" where they appear in paragraph (b) and the substitution therefor of the words "one member";
 - (b) the word "or" at the end of paragraph (b); and
 - (c) the whole of paragraphs (c) and (d);
- 2.3.7 regulation 78 by the deletion of the words "and may also determine the rotation in which any additional directors are to retire";
- 2.3.8 regulation 79 by the deletion of the second and third sentences; and
- 2.3.9 regulation 89 by the deletion of the word "two" and the substitution therefor of the word "one".

3. ISSUE OF SHARES

- 3.1 The Directors shall have authority, for the purposes of section 80 of the Act, to allot relevant securities up to an aggregate nominal amount equal to the authorised share capital of the Company on the date of its incorporation and that at any time or times during the period of five years from such date or at any time thereafter if allotted pursuant to an offer or agreement entered into during such period.
- 3.2 The Directors shall be entitled to allot and issue relevant securities as they think fit.
- 3.3 Pursuant to section 91(1) of the Act, the application to the Company of sections 89(1) and 90(1) to (6) inclusive of the Act shall be excluded.

4. TRUSTS

The Company shall not be bound to recognise but shall be entitled to recognise, in such manner and to such extent as it may think fit, any trusts in respect of any Shares. Notwithstanding any such recognition, the Company shall not be bound to see to the execution, administration or observance of any trust, whether expressed, implied or constructive, in respect of any Shares and shall be entitled to recognise and give effect to the acts and deeds of the holders of such Shares as if they were the absolute owners thereof.

5. TRANSFER OF SHARES

The Directors may, in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of any Share and the right to transfer Shares is restricted accordingly.

6. DIRECTORS

- 6.1 The minimum number of Directors shall be one. There shall be no maximum number of Directors.
- 6.2 Any person may be appointed as a Director and any Director may be removed from such office, at any time, by:-
 - 6.2.1 the holder of a majority in nominal value of the Shares carrying the right of attending and voting at general meetings of the Company sending to (or leaving at) the registered office of the Company, a written notice effecting such appointment or removal (and such appointment or removal shall take effect from the date and time specified in such notice (which shall not be earlier than the date and time of the notice) or, if no date and time is specified, from the date and time of the notice); or

6.2.2 the Company in general meeting.

6.3 A Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and shall be taken into account in determining whether a quorum is present at the meeting at which such contract or arrangement is under consideration.

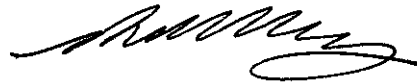
6.4 All or any of the Directors may participate in a meeting of the Directors by means of a conference telephone or any other communication equipment which allows all of those participating in the meeting to hear each other. A Director so participating shall be deemed to be present, in person, at the meeting and, accordingly, shall be entitled to vote and shall be taken into account in determining whether a quorum is present. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is at the time of the meeting.

7. BORROWING POWERS

The Directors may exercise all the powers of the Company to borrow money, to mortgage or charge its undertaking, property and uncalled capital (or any part thereof) and, subject to section 80 of the Act, to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Name and Address of Subscriber

MacRoberts Corporate Services Limited
152 Bath Street
Glasgow
G2 4TB



AUTHORISED SIGNATORY

Dated the 2nd day of June 2006.

WITNESS to the above signature:-

John D. McGonagle
Trainee Solicitor
152 Bath Street
Glasgow G2 4TB

