

FILE COPY



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

Company No. 4733579

The Registrar of Companies for England and Wales hereby certifies that
SWIFT FORMATIONS LIMITED

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

Given at Companies House, Cardiff, the 14th April 2003



N04733579P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

PEAPOD SOLUTIONS LTD.

12

Please complete in typescript,
or in bold black capitals.

CHFP004

Declaration on application for registration

Company Name in full

SWIFT FORMATIONS

LIMITED

I,

NIKOLAS MAKINDE

of

6 CUMBERLAND CLOSE, DARWEN, LANC'S BB3 2TR

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] 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.

Please delete as appropriate.

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

MANCHESTER

Day Month Year

On

10 04 2003

**Please print name.

before me **

MR. ERIC MOORE

Signed

Date

10.04.03

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

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

NIK MAKINDE

Tel 07950411690

DX number

DX exchange



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

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh
Peapod Solutions Ltd.

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**

SWIFT FORMATIONS LIMITED

Proposed Registered Office

6 CUMBERLAND CLOSE

(PO Box numbers only, are not acceptable)

SPRINGVALE VILLAGE

Post town

DARWEN

County / Region

LANCASHIRE

Postcode

BB3 2TR

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.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

☐

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of the
person Companies House should
contact if there is any query.

NIK MAKINDE.

Tel: 07950 411690

DX number

DX exchange

When you have completed and signed the form please send it to the
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Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh
Peapod Solutions Ltd.



Company Secretary (see notes 1-5)

Company name

SWIFT FORMATIONS LIMITED

NAME

*Style / Title

MISS

*Honours etc

* Voluntary details

Forename(s)

AMANDA

Surname

ASPINALL

Previous forename(s)

Previous surname(s)

Address

6 CUMBERLAND CLOSE

Usual residential address

For a corporation, give the registered or principal office address.

SPRINGVALE VILLAGE

Post town

DARWEN

County / Region

LANCSASHIRE

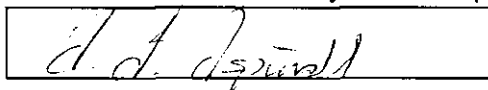
Postcode

BB3 2TR

Country

England

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

Consent signature**Date**

31/03/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR

*Honours etc

Forename(s)

NIKOLAS

Surname

MAKINDE

Previous forename(s)

Previous surname(s)

Address

6 CUMBERLAND CLOSE

Usual residential address

For a corporation, give the registered or principal office address.

SPRINGVALE VILLAGE

Post town

DARWEN

County / Region

LANCASHIRE

Postcode

BB3 2TR

Country

England

Day Month Year

Date of birth

0 8 0 3 1 9 6 8

Nationality

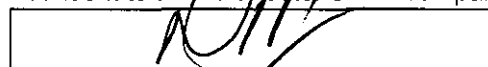
English

Business occupation

Business Services Provider

Other directorships

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

Consent signature**Date**

31/03/03

Directors' (continued) (see notes 1-5)

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address**Usual residential address**

For a corporation, 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**

Signed

Date

Or the subscribers

Signed

Date

(i.e. those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date _____

Signed

Date

001026 4733579

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2

11867 NSW

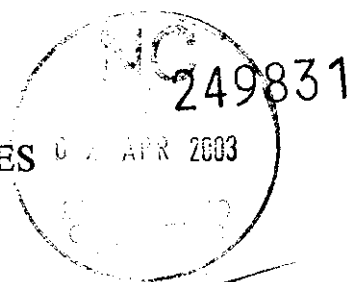
COMPANIES ACTS 1985 & 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

Of

SWIFT FORMATIONS LIMITED



1. The name of the Company is **SWIFT FORMATIONS LIMITED**

2. The Registered office of the company is situated in England & Wales.

3. The objects for which the Company is established are:

3.1 to carry on the business of a General Commercial Company

3.2 to design manufacture and deal in any materials, articles or components and to provide any services which may be required for the purposes of a business of the above description or which may conveniently or advantageously made or supplied in connection with it

3.3 to promote and to acquire all or any of the share or loan capital of any company wherever incorporated and engaging or proposing to engage in any activity an interest in which appears likely to be advantageous to the Company; to provide administrative financial and other services and facilities for any company in which the Company is interested or for any other persons and to sell or dispose of the undertaking or any property or assets of the Company for such consideration as may be thought fit including the share or loan capital or other obligation of any body corporate.

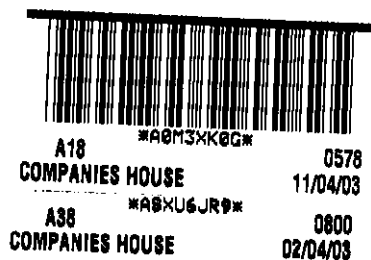
3.4 to borrow or raise money in any manner and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or entered into by the Company, and in particular by the issue of debentures secured on all or any of the Company's property (both present and future) including its uncalled capital; and to purchase, redeem or pay off any securities.

3.5 to do all or any of the above things either alone or as a member of a partnership trading group or consortium and in any part of the world

3.6 to do all such other things as may appear incidental or conducive to the pursuit or attainment of any of the above objectives or to the exercise of any power (whether express or implied) possessed by the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.



We the Subscribers to this Memorandum of Association wish to be formed
Into a Company pursuant to this Memorandum; and we agree to take the
Number of shares specified opposite are respective names.

Name and Address
Of Subscribers

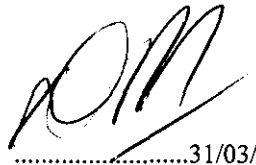
Signature

Date

Number of shares taken

DIRECTOR

NIKOLAS MAKINDE
6 CUMBERLAND CLOSE
SPRINGVALE VILLAGE
DARWEN
BB3 2TR

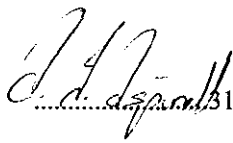


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1

COMPANY SECRETARY

AMANDA ASPINALL
6 CUMBERLAND CLOSE
SPRINGVALE VILLAGE
DARWEN
BB3 2TR



.....31/03/03

1

Total Shares taken

.....
2

WITNESS TO THE ABOVE SIGNATURES

NIGEL HECTOR
IMEX BUSINESS PARK
HAMILTON ROAD
MANCHESTER
M13 0PD



.....31/03/03

COMPANIES ACTS 1985 & 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
Of
SWIFT FORMATIONS LIMITED

1. Preliminary

1.1 The regulations constituting Table A in the schedule to the Companies Acts (Table A to F) Regulations 1985 (Table A) shall apply to the Company except in so far as they are excluded or varied by these articles.

1.2 Expressions defined in Regulation 1 of Table A shall where the context admits bear in these articles the meaning so defined.

2. Share Capital

2.1 The Share Capital of the Company is £100 divided into Ordinary Shares of £1 each

2.2 In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine"

3. Lien and Forfeiture

3.1 The Lien conferred by Regulation 8 of Table A shall attach to Fully paid as well as partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or Under liability to the Company. The registration of a transfer of a Share shall operate as a waiver of any lien of the Company on that Share.

3.2 In regulation 8 of Table A there shall be substituted for the words "Any amount payable in respect of it" the words "all distributions and other moneys or property attributable to it", and the same words shall be substituted in Regulation 19 for the words "all dividends or other moneys payable in respect of the forfeited shares".

4. Transfer of Shares

Regulation 24 of Table A shall not apply.

5. Alteration of Share Capital

5.1 In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)"

5.2 In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act, the Company)" shall be omitted.

6. Votes of Members

6.1 In Regulation 54 of Table A there shall be inserted after the second occurrence of the words "every member" the words "present in person or proxy"

6.2 In Regulation 61 of Table A there shall be substituted for the words following "the instrument appointing a proxy shall be in" The words "any form which enables the members to direct how

Their votes are to be exercised on each of the resolutions comprised In the business meeting for which it is to be used".

7. Number of Directors

The number of directors shall not be less than one.

8. Appointment and Retirement of Directors

Regulations 73 to 83 Table A shall not apply to the Company.

9. Proceedings of Directors

Regulation 94 shall not apply to the Company.

10. Disqualified Directors

In Regulation 81 of Table A there shall be inserted in paragraph (d) After the words "to the Company" the words "left at the office".

11. Dividends

In Regulation 104 of Table A there shall be inserted after the words "As from a particular date" the words "or a particular event".

12. Notices

In Regulation 115 of Table A the words "unless the contrary is proved" shall be omitted.

Name and Address Of Subscribers	Signature	Date	Number of shares taken
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DIRECTOR

NIKOLAS MAKINDE
6 CUMBERLAND CLOSE
SPRINGVALE VILLAGE
DARWEN
BB3 2TR

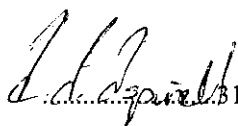


.....31/03/03

1

COMPANY SECRETARY

AMANDA ASPINALL
6 CUMBERLAND CLOSE
SPRINGVALE VILLAGE
DARWEN
BB3 2TR



.....31/03/03

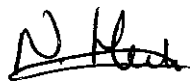
1

Total Shares taken

.....
2

WITNESS TO THE ABOVE SIGNATURES

NIGEL HECTOR
IMEX BUSINESS PARK
HAMILTON ROAD
MANCHESTER
M13 0PD



.....31/03/03