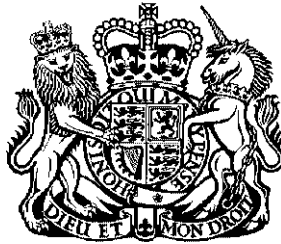


File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 07410222

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

ACONCAGUA OFFSHORE LTD

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on 18th October 2010



N074102225



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: **15/10/2010**



XNVCZO9N

*Company Name
in full:* **ACONCAGUA OFFSHORE LTD**

Company Type: **Private limited by shares**

*Situation of Registered
Office:* **England and Wales**

*Proposed Register
Office Address:* **60 CEMETERY ROAD
PORTH
MID GLAMORGAN
UNITED KINGDOM
CF39 0BL**

I wish to entirely adopt the following model articles: **Private (Ltd by Shares)**

Company Secretary 1

Type: **Corporate**

Name: **VARJAG LTD**

*Registered or
Principal Office
Address:* **KOLSASLIA 30 B
KOLSAS
NORWAY
NO 1352**

European Economic Area (EEA) Company

Register Location: **UNITED KINGDOM**

Registration Number: **04887693**

Consented to Act: **Y** *Date authorised:* **18/10/2010** *Authenticated:* **YES**

Company Director **I**

Type: **Person**

Full forename(s): **CHRISTOPHER**

Surname: **HEIDENREICH-ANDERSEN**

Former names:

Service Address: **ERLING SKJALGSSONS GATE 21 C
OSLO
NORWAY
NO 0267**

Country/State Usually Resident: **NORWAY**

Date of Birth: **14/12/1978**

Nationality: **NORWEGIAN**

Occupation: **NONE**

Consented to Act: **Y**

Date authorised: **18/10/2010**

Authenticated: **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	100
		<i>Aggregate nominal value</i>	1000
<i>Currency</i>	NOK	<i>Amount paid per share</i>	10
		<i>Amount unpaid per share</i> ⁰	

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

<i>Currency</i>	NOK	<i>Total number of shares</i>	100
		<i>Total aggregate nominal value</i>	1000

Initial Shareholdings

<i>Name:</i>	CHRISTOPHER HEIDENREICH-ANDERSEN	<i>Class of share:</i>	ORDINARY
<i>Address:</i>	ERLING SKJALGSSONS GATE 21 C OSLO NORWAY NO 0267	<i>Number of shares:</i>	100
		<i>Currency:</i>	NOK
		<i>Nominal value of each share:</i>	10
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	10

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Name: CHRISTOPHER
Authenticated: HEIDENREICH-ANDERSEN
YES

Authorisation

Authoriser Designation: subscriber

Authenticated: Yes

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

ACONCAGUA OFFSHORE LTD

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share each.

Name of each subscriber

Authentication by each subscriber

Christopher Heidenreich-Andersen

Dated: 5 October 2010