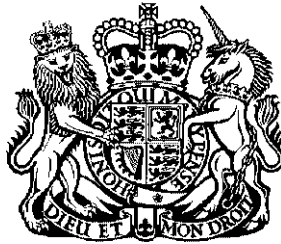


File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 8378088

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

MATRIX TORERO LIMITED

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 28th January 2013



N08378088T



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: 28/01/2013



X20ZC712

*Company Name
in full:*

MATRIX TORERO LIMITED

Company Type:

Private limited by shares

*Situation of Registered
Office:*

England and Wales

*Proposed Register
Office Address:*

**145 SMITHS LANE
WINDSOR
BERKSHIRE
ENGLAND
SL4 5PF**

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

Company Director **1**

Type: **Person**
Full forename(s): **MR RAYMOND**

Surname: **ANTIEUL**

Former names:

Service Address: **145 SMITHS LANE
WINDSOR
BERKSHIRE
ENGLAND
SL4 5PF**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **27/12/1954** *Nationality:* **BRITISH**

Occupation: **QUALIFIED ACCOUNTANT**

Consented to Act: **Y** *Date authorised:* **28/01/2013** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	ORD	<i>Number allotted</i>	2
		<i>Aggregate nominal value</i>	2
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ONE SHARE EQUALS ONE VOTE, EACH HAVING RIGHTS TO DIVIDENDS. SO LONG AS THERE ARE NO RIGHTS ATTACHED TO SHARES ON WINDING-UP ETC OR REDEMPTION RIGHTS.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	2
		<i>Total aggregate nominal value</i>	2

Initial Shareholdings

Name: JON GOLD

Address: PENTHOUSE 37 GREAT
CUMBERLAND PLACE
LONDON
UNITED KINGDOM
W1H 7TD

Class of share: ORD

Number of shares: 1

Currency: GBP

*Nominal value of
each share:* 1

Amount unpaid: 0

Amount paid: 1

Name: TOM RALIS

Address: PENTHOUSE 37 GREAT
CUMBERLAND PLACE
LONDON
UNITED KINGDOM
W1H 7TD

Class of share: ORD

Number of shares: 1

Currency: GBP

*Nominal value of
each share:* 1

Amount unpaid: 0

Amount paid: 1

Statement of Compliance

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

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **COMPANIES MADE SIMPLE LTD**

Agent's Address: **145 - 157
ST. JOHN STREET
LONDON
ENGLAND
EC1V 4PY**

Authorisation

Authoriser Designation: **agent**

Authenticated: **Yes**

Agent's Name: **COMPANIES MADE SIMPLE LTD**

Agent's Address: **145 - 157
ST. JOHN STREET
LONDON
ENGLAND
EC1V 4PY**

Companies Act 2006

SCHEDULE 1 COMPANY HAVING A SHARE CAPITAL Memorandum of Association of MATRIX TORERO LIMITED

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.

Subscriber:

Jon Gold

Authentication: Authenticated Electronically

Subscriber:

Tom Ralis

Authentication: Authenticated Electronically

Dated: 28 Jan 2013