

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 06772746

The Registrar of Companies for England and Wales hereby certifies that
RODRIGOS CO LTD

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

Given at Companies House on 15th December 2008



N06772746Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated in non-legible form and authenticated by the
Registrar of Companies under section 710A of the Companies Act 1985



Companies House

— *for the record* —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

6772746

Company name

RODRIGOS CO LTD

I,

RODRIGO MATAMIS

of

**FLAT 22 GREENWICH HEIGHTS
MASTER GUNNER PLACE
LONDON
UNITED KINGDOM
SE18 4NW**

a

person named as a secretary of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution



Companies House
— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**

Received for filing in Electronic Format on the: **12/12/2008**



XC1RF5L6

*Company Name
in full:*

RODRIGOS CO LTD

*Proposed Registered
Office:*

**FLAT 22 GREENWICH HEIGHTS
MASTER GUNNER PLACE
LONDON
UNITED KINGDOM
SE18 4NW**

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

Agent's Name:

PETER OSALOR & CO

Agent's Address:

**9 GREENWICH QUAY
CLARENCE ROAD
LONDON
LONDON
UNITED KINGDOM
SE8 3EY**

Company Secretary

Name

Address:

Consented to Act: **Y**

Date authorised

Authenticated: **ERRO**

—

Director]:

Name **MR RODRIGO MATAMIS**

Address: **FLAT 22 GREENWICH HEIGHTS
MASTER GUNNER PLACE
LONDON
UNITED KINGDOM
SE18 4NW**

Nationality: **BRITISH**

Business occupation: **DIRECTOR**

Date of birth: **06/06/1971**

Consented to Act: **Y** *Date Authorised:* **15/12/2008** *Authenticated:* **YES**

Authorisation

Authoriser Designation: **agent**

Date Authorised: **02/12/2008**

Authenticated: **Yes**

COMPANY LIMITED BY SHARES

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION

OF
RODRIGOS CO LTD**

DATE OF INCORPORATION:

COMPANY NUMBER:

**PETER OSALOR AND CO
9 GREENWICH QUAY
LONDON, SE8 3EY
0208 691 3930**

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

RODRIGOS CO LTD

1. The name of the company is "**RODRIGOS CO LTD**".
2. The registered office of the company will be situated in England or Wales.
3. The objects for which the company is established are:-

- 1) The object of the company is to carry on business as a general commercial company.

Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:

- 2) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, and manage any estate or interest in lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real or personal property of any kind.
- 3) To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, copyrights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention, process or development which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, to use, exercise, develop, grant licences in respect of or otherwise turn to account any of the same and with a view to the working and development of the same to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects.
- 4) To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- 5) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person or company for the purpose of carrying on business within any of the object of the Company.
- 6) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- 7) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for any of the purposes of the Company.
- 8) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the company may think fit, and in particular for cash or shares, debentures or securities of any other company.
- 9) To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant machinery, tools, or equipment as may desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- 10) To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.

- 11) To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.
- 12) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations for the Company by a trust deed or other assurance.
- 13) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business.
- 14) To grant indemnities of every description and to undertake obligations of every description.
- 15) To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan.
- 16) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate and person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the information or promotion of the Company or the conduct of its business.
- 17) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- 18) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgage or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- 19) While the Company remains a private company, and subject to the provisions of the Companies Act 1985 to: (a) remunerate or undertake to remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of shares or securities of the Company credited as paid in full or in part or otherwise; and (b) give financial assistance (within the meaning of section 152(1)(a) Companies Act 1985).
- 20) To make loans or donations to such persons and in such cases (and in the case of loans either of cash or of other assets) as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- 21) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company but so that distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being require by law.
- 22) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debenture stock, or other securities or obligations of any company and to invest or lend any of the moneys of the Company not immediately required for immediately required for its operations in such manner, with or without security, and whether at home or abroad, as the Company may think fit.

- 23) To amalgamate with any other company whose objects are or include objects similar to those of the Company and on any terms whatsoever.
- 24) To procure the Company to be registered or recognised in any country or place abroad.
- 25) To obtain any provisional or other order or Act of Parliament of this country or of the legislature of any State for enabling the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- 26) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- 27) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- 28) To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons: to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment, or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business: to institute and maintain any institution, association, society, club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or such person; to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to prescribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition; the said persons are any persons who are or were at time in the employment or service of the Company or of any company which is for the time being the holding company or a subsidiary (both as defined by section 736 Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company in its business or who are or were at any time directors or officers of the Company or of such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families or dependents of any such persons.
- 29) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- 30) To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- 31) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them. It is hereby declared that: (a) the word "company" in this clause, 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 whether now existing or hereafter to be formed; and (b) the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation should be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by application of the ejusdem generis rule or by reference to or inference from any other objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company; none of such sub-clause or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. (c) In this clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each

We the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Name, Addresses and
Description of subscribers

Number of Shares
taken by the subscribers

Rodrigo Matamis
Flat 22
Greenwich Heights
Master Gunner Place
London
SE18 4NW

2

DATED

21 November 2008

WITNESS TO THE ABOVE SIGNATURES:-

Peter Osalor & Co
9 Greenwich Quay
Clarence Road
London, SE8 3EY

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

RODRIGOS CO LTD

PRELIMINARY

1. In these Articles and in Table A: "the Act" means the Companies Act 1985 and any statutory modification or re-enactment for the time being in force. "Table A" means Table A in the Companies (Tables A to F) Regulations 1985
2. Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.
3. Regulations 24, 68, 73 to 78 inclusive 87, and 118 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

SHARES

4. Subject to the provisions of Article 5 and to any directions which may be given by the Company in General Meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and without prejudice to the generality of the foregoing any shares unissued at the date of incorporation of the Company and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.
5. The maximum nominal amount of share capital which the Directors may allot, grant options or subscription or conversation rights over, create, deal with or otherwise dispose of in accordance with Article 4 shall be the total amount stated in clause 5 of the Memorandum of Association of the Company or such other amount as shall be authorised by the Company in General Meeting.
6. The authority conferred on the Directors by Article 4 shall expire on the day preceding the fifth anniversary of the date of incorporation of the Company.
7. The provisions of section 89(1) of the Act shall not apply to the Company.

LIEN

8. The lien conferred by regulation 8 of Table A shall apply to all shares of the Company whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders.

TRANSFER OF SHARES

9. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
10. An instrument of transfer of fully paid shares need not be signed by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETING

11. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
12. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

13. A resolution in writing in accordance with regulation 53 of Table A shall be deemed to have been duly executed by a corporation is signed by one of its directors or its secretary. In the case of a joint holder of a share the signature of any one of such joint holders shall be sufficient for the purposes of regulation 53 as aforesaid.

DIRECTORS

14. The Directors need not exceed one and regulation 64 of Table A shall be notified accordingly.
15. The first Director or Directors shall be appointed in writing by completion of the statement required to be delivered for registration by section 10 of the Act.
16. A Director shall not be required to hold any qualification shares in the Company.

POWERS AND DUTIES OF DIRECTORS

17. Subject to the provisions of the Act, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract of arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated thereof. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 of Table A shall be modified accordingly.
18. The Directors may exercise all the powers of the Company contained in Clause 3.28 of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

19. Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time by notice to the Company to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its directors and shall take effect upon being lodged at the registered office of the Company.
20. The office of a Director shall be vacated if he is removed from office under Article 19. Regulation 81 of Table A shall be modified accordingly.

ROTATION OF DIRECTORS

21. The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 of Table A shall be deleted.

ALTERNATE DIRECTORS

22. Any appointment or removal of an alternate Director made under Table A shall be effected by an instrument in writing delivered at the registered office of the Company and signed by the appointor.
23. If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose of signing instruments to which the seal is affixed and regulation 101 of Table A shall be modified accordingly.
24. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except

only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

PROCEEDINGS OF DIRECTORS

25. Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
26. The following sentence shall be inserted after the first sentence of regulation 72 Table A: "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company."
27. A sole Director may exercise all the powers conferred by these Articles on the Directors and for such time as there is not more than one director of the Company there shall be no requirement for a quorum or meetings of directors: regulations 88 and 89 shall be modified accordingly.

OFFICIAL SEAL FOR USE ABROAD

28. The Company may have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the Common Seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the Common Seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

NOTICES

29. Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his address or such other address as he may notify to the Company) in addition to the persons so entitled under the Act. The third sentence of regulation 112 of Table A shall be deleted.

INDEMNITY

30. Subject to the provisions of and so far as may be consistent with the Act but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceeding are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

MISCELLANEOUS PROVISIONS

31. Table A shall be further modified as follows:
 - (a) in regulation 37 the words "within the United Kingdom" shall be deleted;
 - (b) in regulation 88 the third sentence shall be deleted;
 - (c) in regulation 90 the words "but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting shall be deleted;
 - (d) in regulation 112 the words "(or to such other address, whether within or outside the United Kingdom, as he may supply to the Company for that purpose)" shall be inserted after "registered address";

- (e) regulation 116 shall be modified by the substitution of the words "at the address, if any, whether within or outside the United Kingdom" for "the address, if any, within the United Kingdom".

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Name, Addresses and Descriptions of subscribers	
<hr/>	
-	
Rodrigo Matamis Flat 22 Greenwich Heights Master Gunner Place London SE18 4NW	2

DATED

21 November 2008

WITNESS TO THE ABOVE SIGNATURES:-

Peter Osalor & Co
9 Greenwich Quay
Clarence Road
London SE8 3EY

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