

FILE COPY



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

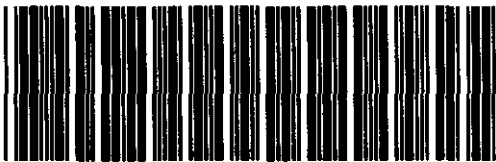
Company No. 3824462

The Registrar of Companies for England and Wales hereby certifies that

234 CRICKLEWOOD LANE LIMITED

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

Given at Companies House, London, the 9th August 1999



N03824462G

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



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

PEAPOD SOLUTIONS LTD.

12

Declaration on application for registration

Please complete in typescript, or in bold black capitals.

CHFP004

3824462

Company Name in full

234 Cricklewood Lane Limited

I,

Julian Alister Turnbull

of

59 Lafone Street, Shad Thames, London, SE1 2LX

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

Julian Turnbull

Declared at

59 Lafone Street, Shad Thames, London, SE1 2LX

Day Month Year

On

0 9 0 8 1 9 9 9

**Please print name.

before me **

J. Sewell

Signed

J. Sewell

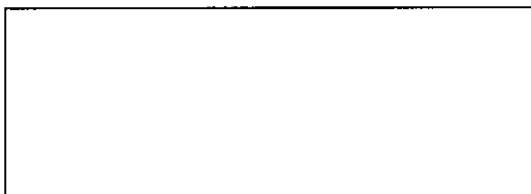
Date

9 August 1999

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.

MacRae & Co.
59 Lafone Street, Shad Thames, London, SE1 2LX
Tel 0171 378 7716
DX number N/A DX exchange N/A



When you have completed and signed the form please send it to the Registrar of Companies at: Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff for companies registered in England and Wales or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh for companies registered in Scotland

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

3824462

Company Name in full

234 Cricklewood Lane Limited

Proposed Registered Office

234b Cricklewood Lane

(PO Box numbers only, are not acceptable)

Post town

London

County / Region

Greater London

Postcode

NW2 2PU

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

MacRae & Co

Address

59 Lafone Street

Shad Thames

Post town

London

County / Region

Greater London

Postcode

SE1 2LX

Number of continuation sheets attached

0

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.

MacRae & Co

59 Lafone Street

Shad Thames

London SE1 2LX

DX number N/A DX exchange N/A

Empty box for agent details.

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 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

234 Cricklewood Lane Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

MacRae Secretaries Limited

Previous forename(s)

Previous surname(s)

Address

59 Lafone Street

Usual residential address

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

Shad Thames

Post town

London

County / Region

Postcode

SE1 2LX

Country

England

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

Consent signature

Julian Timbrell
For and on behalf of
MacRae Secretaries Limited

Date

9 August 1999

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Lafone Nominees Limited

Previous forename(s)

Previous surname(s)

Address

59 Lafone Street

Usual residential address

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

Shad Thames

Post town

London

County / Region

Postcode

SE1 2LX

Country

England

Date of birth

Day Month Year

| | | | |

Nationality

Business occupation

Other directorships

See attached

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

Consent signature

Julian Timbrell
For and on behalf of
Lafone Nominees Limited

Date

9 August 1999

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
	Address	<input type="text"/>		
	Usual residential address	<input type="text"/>		
	For a corporation, give the registered or principal office address.	<input type="text"/>		
	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Date of birth	Day <input type="text"/>	Month <input type="text"/>	Year <input type="text"/>
				Nationality <input type="text"/>
	Business occupation	<input type="text"/>		
	Other directorships	<input type="text"/>		
		<input type="text"/>		
		I consent to act as director of the company named on page 1		
	Consent signature	<input type="text"/>	Date	<input type="text"/>

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

LAFONE NOMINEES LIMITED

DIRECTORSHIPS

COMPANY

RESIGNED

TFP INTERNATIONAL LIMITED

10 July 1997

MANRICO (UK) LTD

4 June 1998

EUROKENT FOOD & DISTRIBUTION LIMITED

4 August 1999

FOCAL CONSULTANTS LIMITED

RENAISSANCE RESOURCES LIMITED

EURO FINANCIAL VENTURES LIMITED

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

234 CRICKLEWOOD LANE LIMITED

Incorporated the day of August 1999

3824462



THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

234 CRICKLEWOOD LANE LIMITED

1. The Name of the Company is 234 Cricklewood Lane Limited.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - 3.1 To acquire by purchase, exchange or otherwise, either for an estate in fee simple or for any limited interest, certain land, houses and buildings known as 234 Cricklewood Lane, London, NW2 2PU and any other lands and premises of any tenure, whether subject or not to any charges or encumbrances, and to hold or to sell, let alienate, mortgage, charge or otherwise deal with all or any such lands or premises;
 - 3.2 To carry on any business of any nature which may seem expedient to the Company or which the Company may consider capable of being conveniently carried on in connection or conjunction with or as ancillary to any other business of the Company hereby authorised or which the Company may consider likely to enhance the value of or render profitable or more profitable any of the Company's property, assets or to utilise any of its know-how or experience or to further any of its objects;
 - 3.3. To establish or promote or concur in establishing or promoting, to be and cease to be a member of or otherwise beneficially interested in and to act and cease to act directly and indirectly as the holding company of any other body corporate;
 - 3.4. To acquire, by purchase, manufacture, lease or otherwise howsoever, and to hold, deal with and turn to account, and to dispose of by sale, transfer, lease, grant or otherwise howsoever, any estate or interest in (including any security

NTinc-2100 -
BB 105796
Slay

interest in) or right to or over, any and every manner of property or asset (including liabilities);

- 3.5. To purchase or otherwise acquire all or any part of any undertaking (including all or any of the assets or liabilities used or arising in such undertaking), to conduct, develop and carry on all or any part of any undertaking owned by the Company or in which the Company is interested from time to time and to sell or otherwise dispose of or to liquidate and wind up all or any part of any such undertaking;
- 3.6. To borrow, raise, receive or take up money and to lend or advance money and to pay and charge interest and to give credit with or without security and on such terms and when with security on such security of whatsoever kind or kinds as may seem expedient;
- 3.7. To acquire and hold and to deal, spot and forward, in and dispose of all manner of currency, foreign exchange and bullion including present and future interests therein and rights and options thereover;
- 3.8. To stand surety for, to guarantee, to support or to provide indemnities for, the discharge or performance of all or any of the obligations of any person as may be considered expedient;
- 3.9. To secure, whether by personal covenant or by mortgage, charge, lien, pledge or other security interest of or over the whole or any part of the undertaking property and assets (present and future) including uncalled capital of the Company or by all or any of such methods, the repayment of any money borrowed, raised or owing or the discharge or performance of any obligation or liability (including guarantees and indemnities) whatsoever undertaken or incurred by the Company or any other person whatsoever;
- 3.10. To draw, make, accept, endorse, discount, negotiate and deal in bills of exchange, promissory notes and all other instruments and mercantile documents or whatsoever kind which are transferable or negotiable;
- 3.11. To join, exercise membership rights of and undertake the membership obligations of and to leave and to acquire, hold and dispose of membership of all manner of trade associations, exchanges, markets, clearing or payment systems and to enter into all manner of arrangements whereby any officer, employee or nominee of the Company does any of the foregoing;
- 3.12. To undertake the office of custodian, trustee, executive, administrator, receiver, sequestration, treasurer, registrar, secretary, nominee, representative, proxy or attorney and also and without prejudice to the generality of the

foregoing to act as trustee of any deeds or other instruments constituting or securing securities, including debentures, debenture stock, and the like, and to undertake and execute any other trusts;

- 3.13. To enter into partnership, arrangements for profit-sharing, amalgamation, union of interest, co-operation and joint venture with any other person and to do all or any of the things the Company is authorised to do either alone or in conjunction with others in any manner howsoever;
- 3.14. To do all or any of the things the Company is authorised to do in any part of the world;
- 3.15. To procure the registration or establishment of the Company in or under the laws of any territory outside England and Wales;
- 3.16. To make such payments and to furnish such other consideration (including by way of exchange) for any undertaking, property or asset acquired by, or any service rendered to, or in connection with the formation or promotion of, the Company, and to accept such payment or other consideration (including by way of exchange) for any undertaking, property or asset disposed of by, or any service rendered by, the Company as the Company shall in any case consider expedient;
- 3.17. To issue, redeem and purchase its own shares, debentures and other securities (including options or rights in respect thereof) in such manner, to or from such persons, for such purposes and on such terms as shall be permitted by law and as the Company may consider expedient;
- 3.18. To subscribe and guarantee money for any useful object of a general or public nature and for any national, charitable, benevolent or political purpose or for any other purpose which the Company considers likely to further the interests of the Company or its members;
- 3.19 (a) establish, maintain, fund and contribute to pensions and superannuation funds for the benefit of such individuals (together with their families and dependants) presently or formerly employed by or otherwise associated with the Company or for the benefit of such individuals (together with their families and dependants) presently or formerly associated with the Company in business as the Company shall consider expedient;
- (b) To give or procure the giving of gratuities pensions and allowances to any such individuals (together with their families and dependants);

- (c) To make payments for or towards all manner of insurance for the benefit of such individuals (together with their families and dependants);
 - (d) To establish and subsidise and subscribe to any institution, association, fund or club which the Company considers likely to benefit any such individuals (together with their families and dependants);
- 3.20. To sell or otherwise dispose of the whole or any part of the undertaking and assets of the Company in such manner and on such terms as the Company shall consider expedient and to liquidate and wind up in any circumstances in which it seems expedient to the Company so to do the whole or any part of the undertaking of the Company;
- 3.21. To distribute among members of the Company, in specie or otherwise, by way of dividend or bonus or reduction of capital all or any of the property and assets of the Company or any proceeds of sale or other disposal proceeds thereof with and subject to any incident authorised and consent required by law;
- 3.22. To do all such things as the Company may consider incidental or conducive to the attainment of any or all of the Company's objects;

AND it is hereby declared that:

- (a) where the context so admits
 - (i) the word "person" includes natural persons, firms, all manner of bodies corporate and all other entities having legal personality or otherwise capable of assuming legally enforceable rights and obligations;
 - (ii) the singular includes the plural and vice versa;
 - (iii) words and expressions used or defined in the Companies Acts 1985 shall bear the same meanings in this clause;
- (b) where some description of thing is stated to be a particular instance of another thing or to include some other thing, the particular instance or as the case may require the inclusion shall be without prejudice to the generality of the other or any other thing

And it is hereby further declared that each of the paragraphs of this clause shall be taken as embodying a separate and distinct object of the Company and that accordingly the terms of each such paragraph shall in no wise be limited or restricted

(except where otherwise expressed herein) by reference to or inference from the terms of any other paragraph or the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each defined the objects of a separate and distinct company.

4. The liability of the members is limited.
5. The share capital of the Company is £2 divided into 2 shares of £1.00 each.

WE, the person whose name and address is subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite our name.

NAME ADDRESS AND DESCRIPTION
OF SUBSCRIBER

Number of Shares taken
by Subscriber (in words)

Min Turnbull
For and on behalf of
Lafone Nominees Limited

.....

Lafone Nominees Limited
59 Lafone Street
Shad Thames
London
SE1 2LX

One

DATED the 9th day of August 1999

WITNESS to the above signature:

Signature:

P A Wells

Name: P.A. Wells

Address: 3 Tilkey Road,
Coggeshall,
Colchester,
Essex

Occupation: Secretary

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

234 CRICKLEWOOD LANE LIMITED

PRELIMINARY

- 1 The Regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ('Table A') as at the date of the Company's incorporation shall apply to the Company except in so far as they are excluded or varied by these articles.

SHARE CAPITAL

2. The directors shall have authority to allot all or any part of the share capital with which the Company is formed for a period of 5 years from the date of incorporation.

NUMBER OF MEMBERS

3. The Company may in accordance with the Company (Single Members Private Limited Companies) Regulations 1992 have one member and these Articles of Association and Table A shall be construed accordingly.

SHARE TRANSFERS

4. No transfer of shares shall be permitted save for a transfer pursuant to Article 6 below, and the directors shall decline to register any transfer of any share other than pursuant to Article 6, whether or not fully paid.
5. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and unless the share is fully paid, by or on behalf of the transferee.
6. Transfers of the shares in the Company will be regulated as follows

6.1 Interpretations

For the purposes of this Article:

- (A) "Buyer" means the person to whom the legal estate in a flat at 234 Cricklewood Lane is transferred.
- (B) "Sale" means a transfer of the legal estate in a flat at 234 Cricklewood Lane to any person.

6.2 Transfer of shares

6.2.1 Contemporaneously with the Sale the holder who is the owner of the legal estate in such a flat at 234 Cricklewood Lane prior to the sale shall be obliged to transfer his share in the Company to the Buyer.

6.2.2 No transfer other than pursuant to Articles 6.2.1 shall be permitted.

6.3 Compulsory Transfer

6.3.1 To give effect to the provisions above the Company may appoint any person to execute an instrument of transfer to the Buyer in certificated form if any share has not been transferred to the Buyer as required by this Article within 7 days of the relevant Sale.

6.3.2 The instrument of transfer by the Company to the Buyer shall be effective as if it had been executed by the registered holder of, or the person entitled to the transmission to the share. The Buyer shall not be bound to see the application of the proceeds of the sale, nor shall this title to the share be affected by any irregularity in or invalidity of the proceedings relating to the sale.

DIRECTORS

- 7. The directors shall not be less than one in number and when there is only one director he shall be entitled to exercise alone all the powers of the directors.
- 8. The directors shall not be subject to retirement by rotation and Regulations 73 to 75 and the second and third sentence of Regulation 79 shall not apply to the Company and other references in Table A to retirement by rotation shall be disregarded.
- 9. Except in relation to the first director appointed on incorporation, only members shall be directors. Any member shall have power to appoint himself as a director. If a member consists of two or more persons only one such person may be appointed a director so that the number of the directors shall not exceed the number of members. Any director ceasing to be a member shall vacate office as a director.

10. Not less than seven days' notice of every meeting of the directors shall be given to every director (whether resident in the UK or elsewhere) unless notice of the meeting is waived in writing prospectively or retrospectively by each director to whom such notice is not given.
11. On any matter in which a director is in any way interested he may nevertheless vote and be taken into account for the purpose of a quorum and save as otherwise agreed may retain for his own absolute use and profit all profits and advantages directly or indirectly accruing to him thereunder or in consequence hereof.
12. Any director may participate in any meeting by means of a conference telephone or similar communications equipment whereby all directors participating in the meeting can hear each other and any director participating in this manner shall be deemed to be present in person at such meeting.

NOTICES

13. A member whose registered address is not in the United Kingdom shall be entitled to notice notwithstanding that he has not given the Company an address within the United Kingdom at which notices may be given to him.

NAME ADDRESS AND DESCRIPTION
OF SUBSCRIBER

Kevin Tomhall
For and on behalf of
Lafone Nominees Limited

.....

Lafone Nominees Limited
59 Lafone Street
Shad Thames
London
SE1 2LX

DATED the 9 day of August 1999

WITNESS to the above signature:

Signature: *P. A. Wells*

Name: P.A. Wells

Address: 3 Tilkey Road,
Coggeshall,
Colchester,
Essex
CO6 1PG

Occupation: Secretary

THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY SHARES

**Memorandum of Association
and
Articles of Association**

of

**234 CRICKLEWOOD LANE
LIMITED**

Incorporated the day of August 1999
