FILE COPY

CERTIFICATE OF INCORPORATION

OF A PUBLIC LIMITED COMPANY

Company No. 5267512

The Registrar of Companies for England and Wales hereby certifies that

SHELLCO PLC

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

Given at Companies House, London, the 22nd October 2004

N05267512F

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House
— for the record —

201295

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THE COMPANIES ACT 1985 AND 1989

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SHELLCO PLC

C84961



1. The Company's name is "Shellco Plc".

2. The company is to be a Public Limited Company

3. The company's registered office is to be situated in England and Wales.

4. The company's objects are as follows:-

a) To carry on any trade or business whatsoever as a general commercial company.

b) To carry on any other business that, in the opinion of the company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the company and is calculated to enhance the value of the company's property.

c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the company.

d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the company.

e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the company.

f) To invest and deal with the monies of the company in such shares or upon such securities or otherwise in such manner as from time to time may be determined.

g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the company or any part thereof.

h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this company or any other consideration any other company or business which, in the opinion of the company, may be carried on so as directly or indirectly to benefit the company.

i) To sell or otherwise dispose of the whole or any part of the business or property of the company for any consideration, shares, or debentures as the company may think fit.

j) To lend money to customers, associates and others whether incorporated or not and to guarantee the observance and performance of obligations and contracts by customers and others.

k) To borrow or raise money in such manner as the company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.

l) To pay or remunerate any person, firm or company for rendering services to the company in the promotion of the company or the placing and issue of shares, debentures, debenture stock or other securities of the company.

m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.

n) To draw, make accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments,.

o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.

p) To promote by way of advertising the company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the company.

q) To distribute in specie any of the shares, debentures or securities of the company between the members of the company in accordance with their rights.

r) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the company.

4. The liability of the members is limited.

5. The company's share capital is £50,000 divided into 50,000 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 shown opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber
1. Gower Nominees Limited 55 Gower Street London WC1E 6HQ Nominee FOR GOWER NOMINEES LTD	ONE
2. Gower Secretaries Limited 55 Gower Street London WC1E 6HQ Nominee FOR GOWER SECRETARIES LTD	ONE
Total Shares taken	TWO

Dated the 15TH October 2004

Witness to the above signatures,

Dominic Traynor

Solicitor
55 Gower Street
London
WC1E 6HQ

FILE COPY

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

Company No. 5267512

The Registrar of Companies for England and Wales hereby certifies that

SHELLCO PLC

having by special resolution changed its name, is now incorporated

under the name of

ZAREBA PLC

Given at Companies House, Cardiff, the 2nd December 2004

C052675121

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House
for the record

HC006B

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

Company No. 5267512

The Registrar of Companies for England and Wales hereby certifies that

ZAREBA PLC

having by special resolution changed its name, is now incorporated under the name of

QUADRISE FUELS INTERNATIONAL PLC

Given at Companies House, London, the 19th April 2006

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House

for the record