



FILE COPY

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

Company No. 6925128

The Registrar of Companies for England and Wales hereby certifies that

FXPRO UK LIMITED

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

Given at Companies House on **5th June 2009**



N06925128K



Companies House
— by the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Please complete in typescript, or in bold black capitals.

CHFP025

Declaration on application for registration

[Empty box]

Company Name in full

FxPro UK Limited

I, Oliver Riley

of First Floor Flat, 47 Sherriff Road, London NW6 2AS

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~PERSON NAMED AS DIRECTOR OR SECRETARY OF THE COMPANY IN THE STATEMENT DELIVERED TO THE REGISTRAR UNDER SECTION 10 OF THE COMPANIES ACT 1985~~ 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.

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

Oliver Riley

Declared at

NORTON ROSE LLP, 3 MORE LONDON RIVERSIDE, LONDON, SE1 2AQ

Day Month Year

On

04 06 2009

① Please print name.

before me ①

STEPHEN FARRON

Signed

Sfarron

Date

04/06/2009

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Lawrence Graham LLP
4 More London Riverside
London
SE1 2AU

Tel 020 7379 0000

DX number 132076

DX exchange London Bridge 4

Companies House receipt date barcode

When you have completed and signed the form please send it to the Registrar of Companies at:

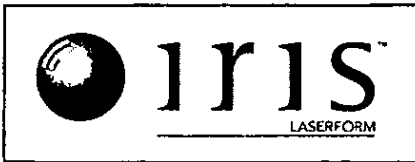
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales

or

Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF

for companies registered in Scotland

DX 235 Edinburgh or LP - 4 Edinburgh 2



Please complete in typescript, or in bold black capitals.

First directors and secretary and intended situation of registered office

CHFP025

Notes on completion appear on final page

[Empty box]

Company Name in full

FxPro UK Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

4 More London Riverside

[Empty box]

Post town

London

County / Region

[Empty box]

Postcode

SE1 2AU

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.

X

Agent's Name

LAWRENCE GRAHAM LLP

Address

4 MORE LONDON RIVERSIDE

[Empty box]

Post town

LONDON

County / Region

[Empty box]

Postcode

SE1 2AU

Number of continuation sheets attached

[Empty box]

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

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4 More London Riverside
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SE1 2AU
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Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF DX 235 Edinburgh or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Nicholas Roy

Surname

Heather

Previous forename(s)

Previous surname(s)

Address

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

19 Gironde Road

Fulham

London

SW6 7DY

UK

Day Month Year

Date of birth

0 4 0 6 1 9 6 1

Nationality

British

Business occupation

Solicitor

Other directorships

None

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

Consent signature

Date

NR Heather

4 June 2009

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc	
* Voluntary details	Forename(s)	Oliver		
	Surname	Riley		
	Previous forename(s)			
	Previous surname(s)			
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	First Floor Flat		
	<input type="checkbox"/>	47 Sherriff Road		
	Post town	London		
	County / Region	London	Postcode	NW6 2AS
	Country	UK		
Date of birth	Day	Month	Year	Nationality
	0 9	0 5	1 9 7 5	British
Business occupation	Solicitor			
Other directorships				
	I consent to act as director of the company named on page 1			
Consent signature	Oliver Riley		Date	4/06/09

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed	Lawrence Graham LLP	Date	04/06/09
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

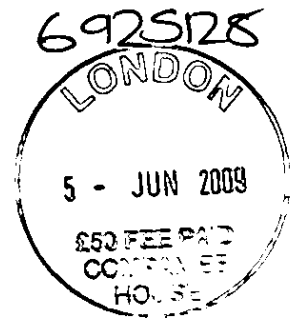
- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was** :
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES



758813

MEMORANDUM OF ASSOCIATION

of

FxPro UK LIMITED



LD1 05/06/2009 51
COMPANIES HOUSE

FRIDAY

1. The name of the Company is "FxPro UK Limited".
2. The registered office of the Company is to be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company.

The Company shall have powers:

- 3.1 To purchase or by any other means acquire and take options over any property whatever and any rights or privileges of any kind over or in respect of any property.
- 3.2 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.3 To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- 3.4 To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
- 3.5 To invest and deal with the moneys of the Company not immediately required in

such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

- 3.6 To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- 3.7 To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 3.8 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 3.9 To apply for, promote and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.10 To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions.
- 3.11 To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- 3.12 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- 3.13 To promote any other company for the purpose of acquiring the whole or part of the business or property or undertaking or any of the liabilities of the Company, or of

undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- 3.14 To sell, let, licence, develop, give, transfer or otherwise dispose of the undertaking, property and assets of the Company, or any part thereof, whether at a profit or not and whether at full market value or not (including in whole or in part by way of gift), or otherwise as the directors think fit, with power to accept shares, debentures or securities of, or interest in, any other company.
- 3.15 To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts.
- 3.16 To remunerate any person, firm or company rendering services to the Company either by cash payments or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- 3.17 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.
- 3.18 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served, the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and for the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- 3.19 Subject to and in accordance with the Act (if and so far as such provisions shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.
- 3.20 To distribute among the members of the Company in kind any property of the Company of whatever nature.
- 3.21 To procure the Company to be registered or recognised in any part of the world.

3.22 To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

3.23 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

3.23.1 None of the powers set forth in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such power, and none of such powers shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other power or powers set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this clause, or by reference to or inference from the name or object of the Company.

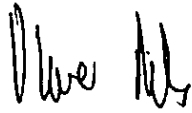
3.23.2 The word "company" in this clause, except where used in the reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

3.23.3 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 and any provision of the Companies Act 2906 for the time being in force.

4. The liability of the members is limited.

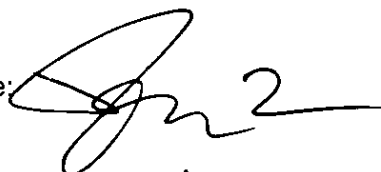
5. The Company's share capital is £100 divided into 100 ordinary shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of Subscriber	Number of shares taken by Subscriber
Mr Oliver Riley First Floor Flat 47 Sherriff Road London NW6 2AS	1
	_____
Total shares taken	1

Dated: 4 June 2009

Witness to the above signature:



NEERAJ TAH
198 NETTLETON RD
LONDON
SE14 5UJ
OCCUPATION: SOLICITOR

THE COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

FxPro UK LIMITED

PRELIMINARY

1. In these Articles "Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Table A to F) (Amendment) (No.2) Regulations 2007 and "the Act" means the Companies Act 1985, but so that any reference in these Articles 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 and any provision of the Companies Act 2006 for the time being in force.
2. Regulations 24, 40, 41, 66, 76, 77, 81(e), 89, 94, 95 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.
3. Any branch or kind of business, which the Company is either expressly or by implication authorised to undertake may be undertaken at such time or times as the directors think fit, and may be suffered to be in abeyance, whether already commenced or not, so long as the directors deem it expedient not to commence or proceed with such branch or kind of business.
4. The Company is a private company and accordingly:
 - 4.1 any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company; and
 - 4.2 any allotment of or agreement to allot any shares in or debentures of the Company (whether for cash or otherwise) with a view to all or any of those shares or debentures being offered for sale to the public;is prohibited.

SHARES

- 4.3 The directors shall have a general and unconditional authority for the purposes of Section 80 of the Act to allot any unissued shares of the Company forming part of its original capital upon such terms and conditions as they may determine (but so that no shares shall be issued at a discount) for a period of five years from the date of the incorporation of the Company unless and until such authority shall have been previously revoked or varied by the Company in general meeting.

- 4.4 Before the expiry of the authority given in Article 4.3 the directors shall have a general and unconditional authority for the purposes of Section 80 of the Act to allot any unissued shares of the Company forming part of its original capital upon such terms and conditions as they may determine (but so that no shares shall be issued at a discount) for a period of five years from the date of the incorporation of the Company unless and until such authority shall have been previously revoked or varied by the Company in general meeting above the Company by its directors or otherwise may make any offer or agreement which would or might require unissued shares of the Company to be allotted after such expiry and the directors may notwithstanding such expiry allot unissued shares of the Company pursuant to such offer or agreement.
- 4.5 Section 89(1) of the Act shall be excluded in respect of any allotment of shares whether by the directors or otherwise.
5. The lien conferred by Regulation 8 of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFERS OF SHARES

6. Regulation 23 of Table A shall be modified by the addition at the end thereof of the words "The Transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register of members in respect thereof".
7. The directors may in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

GENERAL MEETINGS

8. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum, except that if the Company has only one member for the time being, one member present in person or by proxy shall be a quorum.
9. If a quorum in accordance with Article 8 is not present within half an hour from the time appointed for the meeting, or if during a meeting such quorum ceases to be present, the meeting if convened upon the requisition of members shall be dissolved; in any other case the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, or if during the adjourned meeting such quorum ceases to be present, the meeting shall be dissolved.

DIRECTORS

10. The number of directors (other than alternate directors) shall not be subject to a maximum but shall not be less than one. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors.
11. A director shall not require any share qualification but shall nevertheless be entitled.

**NAME AND ADDRESS
OF SUBSCRIBER**

Mr Oliver Riley
First Floor Flat
47 Sherriff Road
London
NW6 2AS

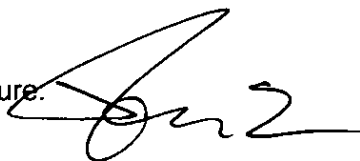
Oliver Riley

Dated: 4 June

2009

Witness to the above signature.

Occupation: SOLICITOR



MEHRAJ TAH
19B NETTLETON RD
LONDON
SE4 5UJ