

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7902882

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

REYNOSA MANAGEMENT LTD

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 9th January 2012



N07902882N



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: 09/01/2012



X107BJHU

<i>Company Name in full:</i>	REYNOSA MANAGEMENT LTD
<i>Company Type:</i>	Private limited by shares
<i>Situation of Registered Office:</i>	England and Wales
<i>Proposed Register Office Address:</i>	CORNWALL BUILDINGS 45 NEWHALL STREET, SUITE 211 BIRMINGHAM UNITED KINGDOM B3 3QR

I wish to adopt entirely bespoke articles

Company Secretary 1

Type: **Corporate**

Name: **B2B COMPANY SECRETARY LIMITED**

*Registered or
Principal Office
Address:* **CORNWALL BUILDINGS 45 NEWHALL STREET, SUITE 211
BIRMINGHAM
UNITED KINGDOM
B3 3QR**

European Economic Area (EEA) Company

Register Location: **GBR**

Registration Number: **07789221**

Consented to Act: **Y**

Date authorised: **09/01/2012**

Authenticated: **YES**

Company Director 1

Type: **Person**
Full forename(s): **ANDREAS**

Surname: **KAKOURIS**

Former names:

Service Address: **CORNWALL BUILDINGS 45 NEWHALL STREET, SUITE 211
BIRMINGHAM
UNITED KINGDOM
B3 3QR**

Country/State Usually Resident: **CYPRUS**

Date of Birth: **22/11/1971** *Nationality:* **CYPRIOT**

Occupation: **DIRECTOR**

Consented to Act: **Y** *Date authorised:* **09/01/2012** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	1000
		<i>Aggregate nominal value</i>	1000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ALL THE SHARES ARE ORDINARY SHARES AND ENTITLE THE MEMBER TO ONE VOTE FOR EACH ORDINARY SHARE HELD. THE ORDINARY SHARES ARE ENTITLED TO ANY DIVIDEND DECLARED. EACH ORDINARY SHARE RANKS PARI PASSU WITH ALL OTHER ORDINARY SHARES.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1000
		<i>Total aggregate nominal value</i>	1000

Initial Shareholdings

Name: **ANDREAS KAKOURIS**

Address: **CORNWALL BUILDINGS 45
NEWHALL STREET, SUITE 211
BIRMINGHAM
UNITED KINGDOM
B3 3QR**

Class of share: **ORDINARY**

Number of shares: **1000**

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.

Name: ANDREAS KAKOURIS

Authenticated: YES

Authorisation

Authoriser Designation: **subscriber**

Authenticated: **Yes**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of REYNOSA MANAGEMENT LTD

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

Name of each subscriber

Andreas Kakouris

Dated 09 January 2012

The Companies Act 2006

COMPANY LIMITED BY SHARES

Articles of Association

OF

REYNOSA SERVICES LTD

1. Subject as hereinafter provided, the regulations contained or incorporated in Schedule 1 in the Companies Regulations 2008 (Model articles for private companies limited by shares), hereinafter referred to as "Schedule 1" shall apply to the Company.

2. Regulation 24 of the Schedule 1 is incorporated in the Company's Articles save that each share certificate shall be authenticated by the signature of a director of the Company and so signed shall stand as evidence of title of a member to the shares which the certificate specifies to be held by him.

3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

4. At the date of the adoption of these Articles the capital of the Company is £1,000 divided into 1,000 Ordinary Shares of £1.00 each.

6(a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Sections 549, 550 and 551 of the Act) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

6(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will not expire unless renewed, varied or revoked by the Company in general meeting in accordance with section 549 of the Act.

6(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

7(a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5

hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the, the Director may, subject to these Articles, allot or otherwise dispose of the same such persons and upon such terms as they think most beneficial to the Company. The Director may in like manner dispose of any such shares as aforesaid which, by reason of the proportion none by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in opporting the same, cannot in the opinion of the Directors be conveniently offered in manner herein before provided.

8.The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time respect of that share and the company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two joint holders for all monies presently payable by him or his estate to the Company; but the Director may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend at all dividends payable thereon.

9.The Director may, in their absolute discretion and without assigning any reason therefore, decline to register and transfer of any share, whether or not it is a fully paid share.

10.In accordance with section 325 of the Act in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.

11.Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles. The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies.

12.The Company have at least one director who is a natural person, i.e. individual, and he should be no younger than 16 years.

13.No person other than a Director retiring by rotation shall be elected a Director at any general meeting:-

(i)he is recommended by the Directors; or

(ii)not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

14.A Director shall not be required to hold any share qualification, but shall nevertheless be entitled to receive notice of and to attend general Meetings of the Company and at all separate General Meetings of holders of shares in the capital of the Company.

NAMES AND ADDRESSES OF SUBSCRIBERS

Mr. Andreas Kakouris

Address:
4 Alkimou Street
Limassol
3083
Cyprus

Authorised signatory

ANDREAS KAKOURIS