

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7700283

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

ENSTOA (UK) 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 11th July 2011



N07700283E



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: 11/07/2011



X5L52VQF

<i>Company Name in full:</i>	ENSTOA (UK) LTD
<i>Company Type:</i>	Private limited by shares
<i>Situation of Registered Office:</i>	England and Wales
<i>Proposed Register Office Address:</i>	48 DALKEITH GROVE STANMORE MIDDLESEX UNITED KINGDOM HA7 4SF

I wish to entirely adopt the following model articles: **Private (Ltd by Shares)**

Company Director ***I***

Type: **Person**

Full forename(s): **ARNAUD**

Surname: **GIRET**

Former names:

Service Address: **401 EAST 80TH STREET APT 19B
NEW YORK
USA
NY 10028**

Country/State Usually Resident: **USA**

Date of Birth: **22/12/1969** *Nationality:* **FRENCH**

Occupation: **MANAGEMENT CONSULTANT**

Consented to Act: **Y** *Date authorised:* **11/07/2011** *Authenticated:* **YES**

Company Director **2**

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

Surname: **CRAM**

Former names: **CRAM**

Service Address: **12 WEST 31ST STREET
NEW YORK
USA
NY 10001**

Country/State Usually Resident: **USA**

Date of Birth: **16/04/1974** *Nationality:* **USA**

Occupation: **MANAGEMENT CONSULTANT**

Consented to Act: **Y** *Date authorised:* **11/07/2011** *Authenticated:* **YES**

Statement of Capital (Share Capital)

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

Prescribed particulars

CLASS OF SHARE: ORDINARY SHARES OF £1 EACH PRESCRIBED PARTICULARS: (A) UNDER SECTIONS 284 AND 285 OF THE COMPANIES ACT 2006 (AS AMENDED) EACH SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION; ON A VOTE ON A RESOLUTION ON A SHOW OF HANDS AT A MEETING, EACH MEMBER PRESENT IN PERSON (AND EVERY PROXY PRESENT WHO HAS BEEN DULY APPOINTED BY ONE OR MORE MEMBERS ENTITLED TO VOTE ON THE RESOLUTION) HAS ONE VOTE (BUT A PROXY HAS ONE VOTE FOR AND ONE VOTE AGAINST THE RESOLUTION IF THE PROXY HAS BEEN DULY APPOINTED BY MORE THAN ONE MEMBER ENTITLED TO VOTE ON THE RESOLUTION, AND THE PROXY HAS BEEN INSTRUCTED BY ONE OR MORE OF THOSE MEMBERS TO VOTE FOR THE RESOLUTION AND BY ONE OR MORE OTHER OF THOSE MEMBERS TO VOTE AGAINST); AND, ON A VOTE ON A RESOLUTION ON A POLL TAKEN AT A MEETING, EVERY MEMBER HAS ONE VOTE IN RESPECT OF EACH SHARE HELD BY HIM (ALL OR ANY OF THE VOTING RIGHTS OF A MEMBER MAY BE EXERCISED BY ONE OR MORE DULY APPOINTED PROXIES BUT WHERE A MEMBER APPOINTS MORE THAN ONE PROXY, THIS DOES NOT AUTHORISE THE EXERCISE BY THE PROXIES TAKEN TOGETHER OF MORE EXTENSIVE VOTING RIGHTS THAN COULD BE EXERCISED BY THE MEMBER IN PERSON). (B) THE SHARES ALL RANK PARI PASSU AS RESPECTS DIVIDEND DISTRIBUTIONS. (C) THE SHARES ALL RANK PARI PASSU AS RESPECTS CAPITAL DISTRIBUTIONS MADE OTHER THAN ON A WINDING UP; ON A WINDING UP EACH SHARE CARRIES THE RIGHT TO A REPAYMENT OF CAPITAL OF UP TO £1 PAID UP CAPITAL AND THE SHARES ALL RANK PARI PASSU AS RESPECTS DISTRIBUTIONS OF ANY SURPLUS REMAINING AFTER ALL SUCH CAPITAL HAS BEEN REPAYED. (D) THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1
		<i>Total aggregate nominal value</i>	1

Initial Shareholdings

Name: ENSTOA INC

Address: 12 WEST 31ST STREET
 8TH FLOOR
 NEW YORK
 USA
 NY 10001

Class of share: ORDINARY

Number of shares: 1

Currency: GBP

*Nominal value of
each share:* 1

Amount unpaid: 1

Amount paid: 0

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

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

Agent's Name: **THE LONDON LAW AGENCY LIMITED**

Agent's Address: **THE OLD EXCHANGE 12 COMPTON ROAD
WIMBLEDON, LONDON
UNITED KINGDOM
SW19 7QD**

Authorisation

Authoriser Designation: **agent**

Authenticated: **Yes**

Agent's Name: **THE LONDON LAW AGENCY LIMITED**

Agent's Address: **THE OLD EXCHANGE 12 COMPTON ROAD
WIMBLEDON, LONDON
UNITED KINGDOM
SW19 7QD**

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ENSTOA (UK) 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.

<u>Name of each subscriber</u>	<u>Authentication by each subscriber</u>
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ENSTOA INC

Dated 11 July 2011