

FILE COPY



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

Company Number **11898946**

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

**OXTON VENTURES 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 **22nd March 2019**



\* N11898946X \*



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**Application to register a company**



Received for filing in Electronic Format on the: **21/03/2019**

X81PCKB6

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*Company Name in full:* **OXTON VENTURES LTD**

*Company Type:* **Private company limited by shares**

*Situation of Registered Office:* **England and Wales**

*Proposed Registered Office Address:* **5-9 HATTON WALL  
LONDON  
ENGLAND EC1N 8HX**

*Sic Codes:* **47910**

*I wish to entirely adopt the following model articles:*

**Private (Ltd by Shares)**

## *Proposed Officers*

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### *Company Director*     **1**

*Type:*                               **Person**

*Full Forename(s):*               **THOMAS**

*Surname:*                           **MCDONNELL**

*Former Names:*

*Service Address:*               **recorded as Company's registered office**

*Country/State Usually Resident:*   **UNITED KINGDOM**

*Date of Birth:*   **\*\*/06/1978**                               *Nationality:*   **BRITISH**

*Occupation:*    **CEO**

*The subscribers confirm that the person named has consented to act as a director.*



## ***Statement of Capital (Share Capital)***

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<i>Class of Shares:</i>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>1000000</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>10000</b>
<i>Prescribed particulars</i>			

**EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS.**

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### **Statement of Capital (Totals)**

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<i>Currency:</i>	<b>GBP</b>	<i>Total number of shares:</i>	<b>1000000</b>
		<i>Total aggregate nominal value:</i>	<b>10000</b>
		<i>Total aggregate unpaid:</i>	<b>10000</b>

## *Initial Shareholdings*

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*Name:* **WOOSTER AND GRAND  
LLC**

*Class of Shares:* **ORDINARY**

*Address* **401 BROADWAY  
SUITE 800  
NEW YORK  
UNITED STATES  
NY 10013**

*Number of shares:* **500000**

*Currency:* **GBP**

*Nominal value of each  
share:* **0.01**

*Amount unpaid:* **0.01**

*Amount paid:* **0**

*Name:* **MONTEROSA  
PRODUCTIONS LIMITED**

*Class of Shares:* **ORDINARY**

*Address* **5-9 HATTON WALL  
LONDON  
ENGLAND  
EC1N 8HX**

*Number of shares:* **500000**

*Currency:* **GBP**

*Nominal value of each  
share:* **0.01**

*Amount unpaid:* **0.01**

*Amount paid:* **0**

## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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**On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company**

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## ***Relevant Legal Entity (RLE) details***

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***Company Name:*** WOOSTER AND GRAND LLC

***Service Address:*** 401 BROADWAY  
SUITE 800  
NEW YORK  
UNITED STATES  
NY 10013

***Legal Form:*** LIMITED LIABILITY COMPANY (LLC)

***Governing Law:*** NEW YORK STATE LIMITED LIABILITY COMPANY LAW

***Register Location:*** NEW YORK STATE

***Country/State:*** NEW YORK

***Registration Number:*** 833398330



<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.</b>

## ***Relevant Legal Entity (RLE) details***

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***Company Name:*** MONTEROSA PRODUCTIONS LIMITED

***Service Address:*** 5-9 HATTON WALL  
LONDON  
ENGLAND  
EC1N 8HX

***Legal Form:*** PRIVATE LIMITED COMPANY

***Governing Law:*** COMPANIES ACT 2006

***Register Location:*** REGISTRAR FOR COMPANIES OF ENGLAND AND WALES

***Country/State:*** UNITED KINGDOM

***Registration Number:*** 04716325

<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the shares in the company.</b>
<i>Nature of control</i>	<b>The relevant legal entity holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.</b>

## ***Statement of Compliance***

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*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:*                      **SHERIDANS SOLICITORS**

*Agent's Address:*                      **76 WARDOUR STREET  
LONDON  
ENGLAND  
W1F 0UR**

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## ***Authorisation***

*Authoriser Designation:*   **agent**

*Authenticated*   **YES**

*Agent's Name:*                      **SHERIDANS SOLICITORS**

*Agent's Address:*                      **76 WARDOUR STREET  
LONDON  
ENGLAND  
W1F 0UR**

# COMPANY HAVING A SHARE CAPITAL

## Memorandum of association of

### OXTON VENTURES 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.

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<b>Name of each subscriber</b>	<b>Authentication</b>
Wooster and Grand LLC	Authenticated Electronically
Monterosa Productions Limited	Authenticated Electronically

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Dated: 21/03/2019