

FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7226071

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

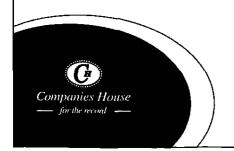
PROTECTED GROWTH PLAN NO6 LTD

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/Wales

Given at Companies House on 16th April 2010



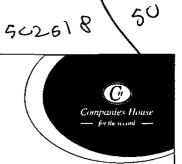
N07226071C





In accordance with Section 9 of the Companies Act 2006 **IN01**

Application to register a company



A fee is payable with this form Please see 'How to pay' on the last page

What this form is for You may use this form to register a private or public company

X What this form is NO You cannot use this for a limited liability partn this, please use form LI



14/04/2010 COMPANIES HOUSE

→ Filling in this form Please complete in typescript or in bold black capitals

	All fields are mandatory unless specified or indicated by *			
Company details				
Please show the proposed company name below	O Duplicate names Duplicate names are not permitted A			
oposed company ame in full • PROTECTED GROWTH PLAN NO6 LTD				
	More information is available at www.companieshouse.gov.uk			
Company name restrictions o				
Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body	© Company name restrictions A list of sensitive or restricted words or expressions that require consent can be found in quidance available			
I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response	on our website www.companieshouse.gov.uk			
Exemption from name ending with 'Limited' or 'Cyfyngedig' 😥				
Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative	Only private companies that are limited by guarantee and meet other			
I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative	specific requirements are eligible to apply for this For more details, please go to our website www.companieshouse.gov.uk			
Company type o				
Please tick the box that describes the proposed company type and members'	Ocompany type If you are unsure of your company type, please go to our website			
liability (only one box must be ticked)	type, please go to our website			
Public limited by shares				
Public limited by shares Private limited by shares	type, please go to our website			
Public limited by shares	type, please go to our website			
	Please show the proposed company name below PROTECTED GROWTH PLAN NO6 LTD Company name restrictions • Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response Exemption from name ending with 'Limited' or 'Cyfyngedig' • Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative Company type Company type Company type Company type			

	INO1 Application to register a company	
A5	Situation of registered office o	
	Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked) England and Wales Wales Scotland Northern Ireland	Registered office Every company must have a registered office and this is the address to which the Registrar will send correspondence For England and Wales companies, the address must be in England or Wales For Welsh, Scottish or Northern Ireland companies, the address must
		be in Wales, Scotland or Northern Ireland respectively
A6	Registered office address o	•
Building name/number	Please give the registered office address of your company 117	Registered office address You must ensure that the address shown in this section is consistent
Street	CHARTERHOUSE STREET	with the situation indicated in section A5 You must provide an address in England or Wales for companies to
Post town	LONDON	be registered in England and Wales.
County/Region Postcode	E C 1 M 6 A A	You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively
A7	Articles of association o	
	Please choose one option only and tick one box only	⑤ For details of which company type
Option 1	i wish to adopt one of the following model articles in its entirety. Please tick only one box. Private limited by shares. Private limited by guarantee. Public company	can adopt which model articles, please go to our website www.companieshouse gov.uk
Option 2	I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box. Private limited by shares. Private limited by guarantee. Public company	
Option 3	I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application	
A8	Restricted company articles o	
	Please tick the box below if the company's articles are restricted	O Restricted company articles Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

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Application to register a company

Part 2 **Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary

Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

Secretary		
B1	Secretary appointments o	
	Please use this section to list all the secretary appointments taken on formation For a corporate secretary, complete Sections C1-C5	• Corporate appointments For corporate secretary appointments, please complete
Title*		section C1-C5 instead of section B
Full forename(s)		Additional appointments
Surname		If you wish to appoint more than one secretary, please use
Former name(s) 2		the 'Secretary appointments' continuation page
		Please provide any previous names which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used for business purposes
B2	Secretary's service address ®	
Building name/number		Service address
Street		This is the address that will appear on the public record This does not have to be your usual residential address
Post town		Please state 'The Company's Registered Office' if your service
County/Region		address will be recorded in the proposed company's register
Postcode		of secretaries as the company's registered office
Country		If you provide your residential address here it will appear on the public record
B3	Signature o	
	I consent to act as secretary of the proposed company named in Section A1	O Signature The person named above consents
Signature	Signature	to act as secretary of the proposed
	X	35
		1

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments o	
	Please use this section to list all the corporate secretary appointments taken on formation	• Additional appointments If you wish to appoint more than one corporate secretary, please use the
Name of corporate body/firm		'Corporate secretary appointments' continuation page Registered or principal address
Building name/number		This is the address that will appear on the public record This address
Street		must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or
Post town		LP (Legal Post in Scotland) number
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)?	
	 → Yes Complete Section C3 only → No Complete Section C4 only 	
СЗ	EEA companies [©]	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	● EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk
Where the company/ firm is registered €		This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number		Directive (00/13/1/LEC)
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	O Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,
Legal form of the corporate body or firm		you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered •		
Registration number		
C5	Signature 9	
	I consent to act as secretary of the proposed company named in Section A1	© Signature
Signature	Signature X	The person named above consents to act as corporate secretary of the proposed company
		I

INO1
Application to register a company

Director

D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	Appointments Private companies must appoint at least one director who is an
Title*		individual Public companies must appoint at least two directors, one of
Full forename(s)	TERRY	which must be an individual
Surname	McMILLAN	O Former name(s) Please provide any previous names
Former name(s) •		which have been used for business purposes in the last 20 years Married women do not need to give former names unless previously used
Country/State of residence ©	UK	for business purposes Country/State of residence
Nationality	BRITISH	This is in respect of your usual residential address as stated in
Date of birth	d 0 d 7 m 0 m 5 y 1 y 9 y 6 y 7	section D4
Business occupation (if any) ©	DIRECTOR	O Business occupation If you have a business occupation, please enter here If you do not, please leave blank
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page
D2	Director's service address [©]	
	Please complete the service address below You must also fill in the director's usual residential address in Section D4	Service address This is the address that will appear
Building name/number	STUDIO ONE	on the public record. This does not have to be your usual residential.
Street	197 LONG LANE	address. Please state 'The Company's
		Registered Office' if your service address will be recorded in the
Post town	LONDON	proposed company's register of directors as the company's registered
County/Region	<u> </u>	office
Postcode	S E 1 4 P D	If you provide your residential address here it will appear on the
Country	UK	public record
D3	Signature [©]	
_	I consent to act as director of the proposed company named in Section A1	O Signature The person named above consents
Signature		THE DEISON HAINED ADOVE CONSENS

Application to register a company

D			

D1	Director appointments •	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E5	Appointments Private companies must appoint at least one director who is an
Title* Full forename(s)		individual Public companies must appoint at least two directors, one of which must be an individual
Surname		⊘ Former name(s)
Former name(s) •		Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used
Country/State of residence •		for business purposes
Nationality Date of birth	d d m m	◆ Country/State of residence This is in respect of your usual residential address as stated in Section D4
Business occupation (if any) o		O Business occupation If you have a business occupation, please enter here If you do not, please leave blank
		Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page
D2	Director's service address [©]	
Building name/number	Please complete the service address below You must also fill in the director's usual residential address in Section D4	Service address This is the address that will appear on the public record. This does not
Street		have to be your usual residential address
<u> </u>		Please state 'The Company's Registered Office' if your service address will be recorded in the
Post town		proposed company's register of directors as the company's registered
County/Region		office
Postcode		If you provide your residential address here it will appear on the
Country		public record
D3	Signature o	<u>· </u>
	I consent to act as director of the proposed company named in Section A1	O Signature The person named above consents
Signature	Signature	to act as director of the proposed
	X	company

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Application to register a company

Corporate director

E1	Corporate director appointments •	
	Please use this section to list all the corporate directors taken on formation	Additional appointments If you wish to appoint more than one.
Name of corporate body or firm		If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page
Building name/number		Registered or principal address This is the address that will appear
Street		on the public record This address must be a physical location for the delivery of documents it cannot be a PO box number (unless contained
Post town		within a full address), DX number or
County/Region		LP (Legal Post in Scotland) number
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
邽	EEA companies [®]	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	PEEA A full list of countries of the EEA can be found in our guidance
Where the company/		www companieshouse gov uk
firm is registered •		This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	O Non-EEA Where you have provided details of the register (including state) where the company or firm is registered,
Legal form of the corporate body or firm		you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered ©		
If applicable, the registration number		
E 5	Signature [©]	
	I consent to act as director of the proposed company named in Section A1	Signature The person partial above concepts
Signature	Signature X	The person named above consents to act as corporate director of the proposed company
		<u> </u>

	INO1 Application to re	egister a company				
Part 3	Statemen	t of capital				
	Does your compa	ny have share capital?		.		
	→ Yes Co	mplete the sections bel				
	!	to Part 4 (Statement				
F1	Share capital i	in pound sterling ((£)			
		each class of shares he y complete Section F1	eld in pound sterling and then go to Section F4			
Class of shares (E.g. Ordinary/Preference etc	•)	Amount paid up on each share •	Amount (if any) unpaid on each share ①	Number of sha	res Ø	Aggregate nominal value 🕄
ORDINARY		1 00	NIL	1		£ 1 00
						£
						£
						£
			Totals	1	<u>-</u>	£ 1 00
F2	Share capital i	in other currencies	<u> </u>			<u></u>
Currency Class of shares (E.g. Ordinary/Preference etc.)	:)	Amount paid up on each share 0	Amount (if any) unpaid on each share	Number of sha	res 🔮	Aggregate nominal value €
				<u> </u>		
			Totals	i		
Currency						
Class of shares (E.g. Ordinary/Preference etc	:)	Amount paid up on each share •	Amount (if any) unpaid on each share	Number of sha	res 😉	Aggregate nominal value
				_		
			Totals	5		
F3	Totals					
	Please give the to issued share capi		nd total aggregate nominal	value of	Please	aggregate nominal value list total aggregate values ir
Total number of shares						nt currencies separately For le £100 + €100 + \$10 etc
Total aggregate nominal value O						
• Including both the nome share premium		Number of shares issu- nominal value of each	share Ple	ntinuation Pag ase use a Statei ge if necessary		oital continuation

Total number of issued shares in this class

Application to register a company

	Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2	OPrescribed particulars of rights attached to shares
Class of share	ORDINARY	The particulars are a particulars of any voting rights.
Class of share Prescribed particulars	<u> </u>	

INO1 Application to register a company

Class of share	 OPrescribed particulars of rights
Class of share Prescribed particulars	O Prescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that arise only in certain circumstances, b particulars of any rights, as respects dividends, to participate in a distribution, c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares
	A separate table must be used for each class of share
	Continuation pages Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary
	CHEPOOO

Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Jabachioera	usuai residentiai addre	:33		J	continuation page	,
Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name TERRY McMILLAN	ORDINARY	1	GBP	1 00	NIL	1 00
Address						
STUDIO ONE 197 LONG LANE						
LONDON SE1 4PD						
Name						
Address						
Name	F					
Address		1				
Name						
Address						
Name						
Address						
				<u> </u>	HEP000	<u> </u>

	Application to register a company		
Part 4	Statement of guarantee		
	Is your company limited by guarantee?	-	
	→ Yes Complete the sections below		
	→ No Go to Part 5 (Statement of compliance)		
G1	Subscribers		
	Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.	Name Please use capital letters Address The addresses in this section will	
	I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for - payment of debts and liabilities of the company contracted before I	appear on the public record They do not have to be the subscribers' usual residential address O Amount guaranteed	
	cease to be a member,	Any valid currency is permitted	
	 payment of costs, charges and expenses of winding up, and, adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below 	Continuation pages Please use a 'Subscribers' continuation page if necessary	
	Subscriber's details	-	
Forename(s) •		-	
Surname •		-	
Address @		_	
Addless G		-	
Postcode			
Amount guaranteed €		_	
	Subscriber's details	_	
Forename(s) •	Substituer's details	-	
Surname •		_	
		_	
Address 2		-	
Postcode			
Amount guaranteed 6		-	
	Subscriber's details	-	
Forename(s) •		-	
Surname •		-	
Address 2			
		-	
Postcode			
Amount guaranteed 6		-	

INO1 Application to register a company

w-	Subscriber's details	⊙ Name
Forename(s) •		Please use capital letters
Surname 0		O Address The addresses in this section will
Address @		appear on the public record They do not have to be the subscribers' usual residential address
Postcode		Amount guaranteed Any valid currency is permitted
Amount guaranteed 9		Continuation pages Please use a 'Subscribers'
	Subscriber's details	continuation page if necessary
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 2		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname 0		
Address 0		
Postcode		
Amount guaranteed 9		
	Subscriber's details	
Forename(s) •		
Surname •		
Address 9		
Postcode		
Amount guaranteed		
3 - ···	I	

Application to register a company

This section must be completed by all companies	_
Is the application by an agent on hehalf of all the subscriber?	i '
Is the application by an agent on behalf of all the subscribers?	_
 → No Go to Section H1 (Statement of compliance delivered by the subscribers) → Yes Go to Section H2 (Statement of compliance delivered by an agent 	ıt)
Statement of compliance delivered by the subscribers •	
Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association	Statement of compliance delivered by the subscribers Every subscriber to the memorandum of association must
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	sign the statement of compliance
X Addition	×
Signature	X
Signature X	×
Signature	X
Signature	_ X
Signature	_ X
Signature	×
Signature	_
	Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association I confirm that the requirements of the Companies Act 2006 as to registration have been complied with Signature X Signature

	INO1 Application to register a company		
Subscriber's signature	Signature	×	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature	X	more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature	×	
H2	Statement of compliance delivered by an agent Please complete this section if this application is delivered by an agent for		
Agent's name	the subscribers to the memorandum of association		
Building name/number			
itreet			
Post town			
County/Region			
Postcode			
Country		—	
,	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	 n	
Agent's signature	Signature	×	

Application to register a company

Presenter information	Important information			
You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.	Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses			
Contact name				
Company name SMITHFIELD ACCOUNTANTS LLP	£ How to pay			
	A fee of £20 is payable to Companies House to register a company			
Address 117 CHARTERHOUSE STREET	Make cheques or postal orders payable to 'Companies House'			
	☑ Where to send			
Post town LONDON County/Region Postcode	You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below			
Country UK DX	For companies registered in England and Wales ¹ The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff			
Certificate We will send your certificate to the presenters address (shown above) or if indicated to another address shown below	For companies registered in Scotland The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1			
☐ At the registered office address (Given in Section A6) ☐ At the agents address (Given in Section H2)	or LP - 4 Edinburgh 2 (Legal Post) For companies registered in Northern Ireland			
Checklist We may return forms completed incorrectly or with information missing	The Registrar of Companies, Companies House, First Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, Northern Ireland, BT1 3BS DX 481 N R Belfast 1			
Please make sure you have remembered the following: You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.	Section 243 exemption If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE			
If the name of the company is the same as one already on the register as permitted by The Company	<i>t</i> Further information			
and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent You have used the correct appointment sections Any addresses given must be a physical location	For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk			
They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number	This form is available in an alternative format. Please visit the			
☐ The document has been signed, where indicated				
☐ All relevant attachments have been included ☐ You have enclosed the Memorandum of Association	forms page on the website at			
☐ You have enclosed the correct fee	www.companieshouse.gov.uk			

You have enclosed the correct fee

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of PROTECTED GROWTH PLAN NO6 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

Name of each subscriber

Authentication by each subscriber

TERRY McMILLAN