

File Copy



CERTIFICATE OF INCORPORATION OF A PUBLIC LIMITED COMPANY

Company No. 07533338

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

SPINGLO HOLDINGS EUROPE PLC

is this day incorporated under the Companies Act 2006 as a public 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 17th February 2011



N07533338J



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: 17/02/2011



XSJ3VRQN

*Company Name
in full:* **SPINGLO HOLDINGS EUROPE PLC**

Company Type: **Public limited by shares**

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

*Proposed Register
Office Address:* **7TH FLOOR
52/54 GRACECHURCH STREET
LONDON
ENGLAND
EC3V 0EH**

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

Proposed Officers

Company Secretary 1

Type: **Person**

Full forename(s): **RUAIRI**

Surname: **LAUGHLIN MCCANN**

Former names:

Service Address: **142 THE FAIRWAY
RUISLIP
MIDDLESEX
UNITED KINGDOM
HA4 0SH**

Consented to Act: **Y** *Date authorised:* **17/02/2011** *Authenticated:* **YES**

Company Director ***I***

Type: **Person**
Full forename(s): **MICHAEL JOHN**

Surname: **CONROY**

Former names:

Service Address: **27 MILL STREET
EAST MALLING
WEST MALLING
KENT
UNITED KINGDOM
ME19 6DA**

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

Date of Birth: **27/11/1977** *Nationality:* **BRITISH**

Occupation: **NONE**

Consented to Act: **Y** *Date authorised:* **17/02/2011** *Authenticated:* **YES**

Company Director 2

Type: **Person**
Full forename(s): **DAVID IAN**

Surname: **BOSLEY**

Former names:

Service Address: **15 KENNEDY CRESCENT, CHOLSEY
WALLINGFORD
OXFORDSHIRE
UNITED KINGDOM
OX10 9QZ**

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

Date of Birth: **01/03/1971** *Nationality:* **BRITISH**

Occupation: **NONE**

Consented to Act: **Y** *Date authorised:* **17/02/2011** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	10000000
		<i>Aggregate nominal value</i>	50000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0.005
		<i>Amount unpaid per share</i> ⁰	

Prescribed particulars

THE SHARES HAVE ATTACHED TO THEM FULL VOTING, DIVIDEND AND CAPITAL DISTRIBUTION (INCLUDING ON WINDING UP) RIGHTS; THEY DO NOT CONFER ANY RIGHTS OF REDEMPTION.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	10000000
		<i>Total aggregate nominal value</i>	50000

Initial Shareholdings

<i>Name:</i>	ATC NOMINEES (UK) LIMITED	<i>Class of share:</i>	ORDINARY
<i>Address:</i>	27 MILL STREET EAST MALLING WEST MALLING KENT UNITED KINGDOM ME19 6DA	<i>Number of shares:</i>	1
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	0.005
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	0.005

<i>Name:</i>	SYNKRONICE MEMBERS CLUB LIMITED	<i>Class of share:</i>	ORDINARY
<i>Address:</i>	P.O BOX 3340 ROAD TOWN TORTOLLA VIRGIN ISLANDS, BRITISH XXX XXX	<i>Number of shares:</i>	9999999
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	0.005
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	0.005

Statement of Compliance

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

Name: **ATC NOMINEES (UK)
LIMITED**
Authenticated: **YES**

Name: **SYNKRONICE MEMBERS
CLUB LIMITED**
Authenticated: **YES**

Authorisation

Authoriser Designation: **subscriber**

Authenticated: **Yes**

COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

Spinglo Holdings Europe PLC

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

Authentication by each subscriber

ATC Nominees (UK) Limited

Synkronice Members Club Limited

Dated: 16 February 2011