

FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7685517

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

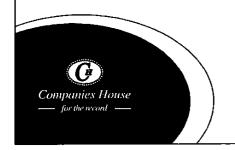
FORTUNE FLOWERS LIMITED

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 28th June 2011



N07685517Q





In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company



100953-40

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

What this form is NOT f You cannot use this form a limited liability partners this, please use form LL IN



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27/06/2011 COMPANIES HOUSE

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Part 1 Company details

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

All fields are mandatory unless specified or indicated by *

		1 specified of malcated by			
A1	Company details				
	Please show the proposed company name below	Opplicate names Duplicate names are not permitted A			
Proposed company	FORTUNE FLOWERS LIMITED	list of registered names can be found on our website There are various rules			
name in full •		that may affect your choice of name. More information is available at.			
For official use		www.companieshouse.gov.uk			
A2	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	Ocompany name restrictions A list of sensitive or restricted words or expressions that require consent can be found in guidance 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 1 attach a copy of their response	on our website www.companieshouse.gov.uk			
A3	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	● Name ending exemption Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this For more details, please go to our website			
Δ4	Company type9	www.companieshouse.gov.uk			
A4	Company type [©]				
	Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)	OCompany type If you are unsure of your company's type, please go to our website			
	Public limited by shares	www.companieshouse.gov.uk			
	Private limited by shares				
	Private limited by guarantee Private unlimited with share capital				
	Private unlimited without share capital				
	1				

	Application to register a company					
A5	Situation of registered office •					
	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 ଡ					
Building name/number	Please give the registered office address of your company FIRST FLOOR	Registered office address You must ensure that the address shown in this section is consistent				
Street	27 GLOUCESTER PLACE	with the situation indicated in section A5 You must provide an address in				
Post town	LONDON	England or Wales for companies to be registered in England and Wales				
County/Region		You must provide an address in				
Postcode	W 1 U 8 H U	Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively				
A7	Articles of association					
	Please choose one option only and tick one box only	● 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	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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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 •	
	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) •		the 'Secretary appointments' continuation page
		Pformer 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 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
County/Region		Registered Office' if your service address will be recorded in the
Postcode		proposed company's register of secretaries as the company's registered office
Countrý		If you provide your residential address here it will appear on the public record
В3	Signature	
_	I consent to act as secretary of the proposed company named in Section A1	⊙ Signature
	Signature	The person named above consents to act as secretary of the proposed
	×	company
	1	1

Application to register a company

Corporate secretary

<u> </u>				
C1	Corporate secretary appointments •			
	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	MAPSBURY SECRETARIES LTD	'Corporate secretary appointments' continuation page Registered or principal address		
Building name/number	FIRST FLOOR	This is the address that will appear on the public record. This address		
Street	27 GLOUCESTER PLACE	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	LONDON	LP (Legal Post in Scotland) number		
County/Region				
Postcode	W 1 U 8 H U			
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			
C3	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 car be found in our guidance		
Where the company/	ENGLAND	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	5076703	,		
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.	ONOn-EEA Where you have provided details the register (including state) when 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 FOR & ON BEHALF OF MAPSBURY SECRETARIES LTD X SECRETARY	The person named above consents to act as corporate secretary of the proposed company		
		CHFP000 04/11 Version 4.1		

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)	ANTHONY JOHN	which must be an individual				
Surname	DUNN	Officer name(s) Please provide any previous names				
Former name(s) ②		which have been used for business purposes in the last 20 years Marned women do not need to give former names unless previously used				
Country/State of residence •	UNITED KINGDOM	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 d d d d d d d d d d d d d d d d d d	section D4				
Business occupation (if any) •	LECTURER	Business occupation If you have a business occupation, please enter here If you do not,				
	ļ	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		on the public record This does not have to be your usual residential				
Street		address Please state 'The Company's Registered Office' if your service				
Post town		address will be recorded in the proposed company's register of				
County/Region		office office				
Postcode		If you provide your residential address here it will appear on the				
Country		public record				
D3	Signature ⁶					
	I consent to act as director of the proposed company named in Section A1	• Signature The person named above consents				
Signature	× A.J. Duren	to act as director of the proposed				

Application to register a company

Director

	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)		which must be an individual				
Surname		• 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 €		for business purposes				
Nationality Date of birth	[d d m m y y y	Ocountry/State of residence This is in respect of your usual residential address as stated in Section D4				
Business occupation (if any) •		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 9					
	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		on the public record This does not have to be your usual residential address				
Street		Please state 'The Company's Registered Office' if your service				
Post town		address will be recorded in the proposed company's register of				
County/Region		directors as the company's registered office				
Postcode		If you provide your residential				
Country		address here it will appear on the public record				
D3	Signature ^O	1				
	I consent to act as director of the proposed company named in Section A1.	O Signature				
Signature	Signature X	The person named above consents to act as director of the proposed company				

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Corporate director

E1	Corporate director appointments •		
	Please use this section to list all the corporate directors taken on formation	Additional appointments	
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	
Street		This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be	
Post town		a PO box number (unless contained 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	1	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
ЕЗ	EEA companies Output Description:		
	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 quidance	
Where the company/ firm is registered €		www.companieshouse.gov.uk	
iiiii is registered •		This is the register mentioned in Article 3 of the First Company Law	
Registration number		Directive (68/151/EEC)	
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			
E5	Signature &		
	I consent to act as director of the proposed company named in Section A1	9 Signature	
Signature	Signature X	The person named above consents to act as corporate director of the proposed company	

Part 3	Statemer	nt of capital					
	Does your company have share capital?						
		omplete the sections bel to to Part 4 (Statement					
F1	<u>'</u>	in pound sterling		1			
	-	w each class of shares he					
			and then go to Section F4				
Class of shares (E.g. Ordinary/Preference etc	c)	Amount paid up on each share •	Amount (if any) unpaid on each share •	Number of shares	Aggregate nominal value		
ORDINARY		GBP1 00		100	£ 100		
					£		
					£		
					£		
			Totals	100	£ 100		
F2	Share capital	in other currencies	s				
Please complete the to Please complete a sep		w any class of shares hel th currency	d in other currencies				
Currency							
Class of shares (E g Ordinary/Preference etc	:)	Amount paid up on each share •	Amount (if any) unpaid on each share	Number of shares	Aggregate nominal value		
			l Totals				
		·		1			
Currency							
Class of shares (E g Ordinary/Preference etc	<u> </u>	Amount paid up on each share $lacktriangle$	Amount (if any) unpaid on each share	Number of shares	Aggregate nominal value		

			Totals				
F3.	Totals						
		Please give the total number of shares and total aggregate nominal value of issued share capital O Total aggregate nominal value of Please list total aggregate value.					
Total number of shares					different currencies separately For example £100 + €100 + \$10 etc		
fotal aggregate nominal value •	GBP100 00						
 Including both the nome share premium Total number of issued s 		 Number of shares issu nominal value of each 	share Plea	ntinuation Pages ase use a Statement e if necessary	of Capital continuation		

F4	Statement of capital (Prescribed particulars of rights attached to shares)					
	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		The particulars are				

Class of share	
Prescribed particulars O	oPrescribed particulars of rights attached to shares The particulars are a particulars of any voting rights, including rights that anse 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
-	

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	-	-

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

subscribers usual residential address				continuation page it necessary		
Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
FORDWYCH NOMINEES LIMITED	ORDINARY	100	GBP	GBP1 00		GBP100 00
Address				- 		
FIRST FLOOR 27 GLOUCESTER PLACE						
LONDON W1U 8HU						
Name						
Address						
Name					}	
Nasilie						
Address						:
Name						
Address .						
•						
Name	[
Address						
			<u> </u>		4EPOOO	<u> </u>

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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 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 cease to be a member, - payment of costs, charges and expenses of winding up, and,	Name Please use capital letters Address The addresses in this section will appear on the public record They do not have to be the subscribers' usual residential address Amount guaranteed Any valid currency is permitted Continuation pages	
	Please use a 'Subscribers' continuation page if necessary		
	Subscriber's details	_	
Forename(s) •		_	
Surname •		_	
Address •		-	
Postcode			
Amount guaranteed		-	
	Subscriber's details	-	
Forename(s) •		na l	
Surname •		_	
Address ⊙		- -	
Postcode			
Amount guaranteed		-	
	Subscriber's details	-	
Forename(s) •		_ [
Surname •		–	
Address ②		-	
Postcode			
Amount guaranteed	· · · · · · · · · · · · · · · · · · ·	-	

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

Statement of compliance Part 5 This section must be completed by all companies is the application by an agent on behalf of all the subscribers? → No Go to Section H1 (Statement of compliance delivered by the → Yes Go to Section H2 (Statement of compliance delivered by an agent) H1 Statement of compliance delivered by the subscribers • OStatement of compliance Please complete this section if the application is not delivered by an agent delivered by the subscribers for the subscribers of the memorandum of association Every subscriber to the memorandum of association must sign the statement of compliance I confirm that the requirements of the Companies Act 2006 as to registration have been complied with Subscriber's signature Signature X X Subscriber's signature X X Subscriber's signature X X Subscriber's signature X Subscriber's signature X X Subscriber's signature X X Subscriber's signature X Subscriber's signature X X

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	×	
Subscriber's signature	Signature	×	
Subscriber's signature	Signature	×	
H2	Statement of compliance delivered by an agent	ŀ	
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association		
Agent's name			
Building name/number			
Street			
Post town			
County/Region			
Postcode			
Country			
	t 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

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	£ How to pay			
AMPANACO INTERNATIONAL LIMITED EIRST FLOOR 27 GLOUCESTER PLACE	A fee is payable on this form Make cheques or postal orders payable to 'Companies House' For information on fees, go to www.companieshouse.gov.uk			
LONDON W1U 8HU	☑ Where to send			
Post town County/Region	You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below For companies registered in England and Wales The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff			
Postcode Country				
DX				
Telephone 02070344448	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 or LP - 4 Edinburgh 2 (Legal Post) For companies registered in Northern Ireland: The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street,			
✓ Certificate We will send your certificate to the presenters address (shown above) or if indicated to another address shown below □ At the registered office address (Given in Section A6) □ At the agents address (Given in Section H2)				
✓ Checklist				
We may return forms completed incorrectly or with information missing	Belfast, Northern Ireland, BT2 8BG 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	7 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	forms page on the website at			
☐ You have enclosed the Memorandum of Association	www.companieshouse.gov.uk			

Important information

 $\hfill \square$ You have enclosed the correct fee

The Companies Act 2006

Company Limited by Shares

MEMORANDUM OF ASSOCIATION

OF

FORTUNE FLOWERS LIMITED

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

Names of subscribers

Authentication by subscribers

FORDWYCH NOMINEES LIMITED

Dated the 27th day of June 2011

L6ETTVCY LD3 27/06/2011

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