

**FILE COPY**



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

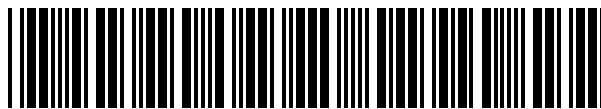
Company Number **15213485**

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

**CELLINA 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 and Wales

Given at Companies House, Cardiff, on **16th October 2023**



\*N15213485G\*



**Companies House**



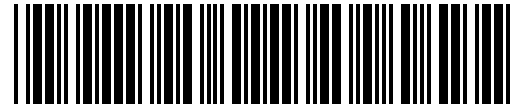
**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**



Companies House

**IN01**<sub>(ef)</sub>

**Application to register a company**



Received for filing in Electronic Format on the: **14/10/2023**

XCE4PFKG

*Company Name in full:*

**CELLINA LIMITED**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**SUITE 111 43 BEDFORD STREET  
LONDON  
UNITED KINGDOM WC2E 9HA**

*Sic Codes:*

**47990  
47770**

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

**Private (Ltd by Shares)**

*Company Director*      *1*

*Date of Birth:*    **\*\*/08/1967**                      *Nationality:*        **BRITISH**  
*Occupation:*     **COMPANY DIRECTOR**

**Electronically filed document for Company Number:**

**15213485**

*Company Director* 2

*Type:* **Person**

*Full Forename(s):* **MRS HOLLI MARIE**

Surname: **GIUSTI**

*Former Names:*

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

Country/State Usually Resident: UNITED KINGDOM

*Date of Birth:*   **\*\*/06/1982**                      *Nationality:*       **AMERICAN**

*Occupation:* **COMPANY DIRECTOR**

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

*Company Director* 3

*Type:* **Person**

*Full Forename(s):* **MS SABRINA JADE**

Surname: **CIAURI**

*Former Names:*

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

Country/State Usually Resident: UNITED KINGDOM

*Date of Birth:*     **\*\*/10/2001**                      *Nationality:*     **BRITISH**

*Occupation:*      **COMPANY DIRECTOR**

*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>100</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>100</b>
<i>Prescribed particulars</i>			

### **FULL RIGHTS REGARDING VOTING, PAYMENT OF 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>100</b>
		<i>Total aggregate nominal value:</i>	<b>100</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

## ***Initial Shareholdings***

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*Name:* **STACEY CIAURI**

*Address* **SUITE 111 43 BEDFORD  
STREET  
LONDON  
UNITED KINGDOM  
WC2E 9HA**

*Class of Shares:* **ORDINARY**

*Number of shares:* **45**

*Currency:* **GBP**

*Nominal value of each  
share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

*Name:* **HOLLI GIUSTI**

*Address* **SUITE 111 43 BEDFORD  
STREET  
LONDON  
UNITED KINGDOM  
WC2E 9HA**

*Class of Shares:* **ORDINARY**

*Number of shares:* **45**

*Currency:* **GBP**

*Nominal value of each  
share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

*Name:* **SABRINA CIAURI**

*Address* **SUITE 111 43 BEDFORD  
STREET  
LONDON  
UNITED KINGDOM  
WC2E 9HA**

*Class of Shares:* **ORDINARY**

*Number of shares:* **10**

*Currency:* **GBP**

*Nominal value of each  
share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

## ***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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## ***Individual Person with Significant Control details***

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*Names:* **MRS STACEY MIA CIAURI**

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

*Date of Birth:* **\*\*/08/1967** *Nationality:* **BRITISH**

*Service address recorded as Company's registered office*

*The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.*



<i>Nature of control</i>	<b>The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The person 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 person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.</b>

## ***Individual Person with Significant Control details***

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*Names:* **MRS HOLLI MARIE GIUSTI**

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

*Date of Birth:* **\*\*/06/1982** *Nationality:* **AMERICAN**

*Service address recorded as Company's registered office*

*The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.*

<i>Nature of control</i>	<b>The person holds, directly or indirectly, more than 25% but not more than 50% of the voting rights in the company.</b>
<i>Nature of control</i>	<b>The person 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 person has the right, directly or indirectly, to appoint or remove a majority of the board of directors of 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.*

*Name:* **STACEY CIAURI**

*Authenticated* **YES**

*Name:* **HOLLI GIUSTI**

*Authenticated* **YES**

*Name:* **SABRINA CIAURI**

*Authenticated* **YES**

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## ***Authorisation***

*Authoriser Designation:* **subscriber**

*Authenticated* **YES**

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# COMPANY HAVING A SHARE CAPITAL

## Memorandum of Association of CELLINA 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.

Name of each subscriber	Authentication
STACEY CIAURI	Authenticated Electronically
HOLLI GIUSTI	Authenticated Electronically
SABRINA CIAURI	Authenticated Electronically

Dated: 14/10/2023