



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE UNLIMITED COMPANY**

Company No NI605374

The Registrar of Companies for Northern Ireland hereby certifies that

DR BRENDAN CONLON

is this day incorporated under the Companies Act 2006 as a private company and that the company is unlimited, and the situation of its registered office is in Northern Ireland

Given at Companies House on **3rd December 2010**



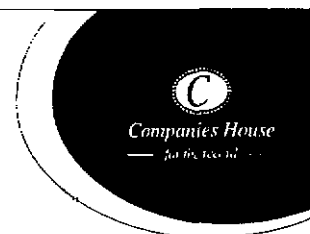
NNI605374H



Companies House
— for the record —

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

✗ **What this form is NOT for**
You cannot use this form
to register a limited liability partnership
this please use form LL IN

FRIDAY



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JNI

03/12/2010

102

COMPANIES HOUSE

Part 1 Company details

→ **Filling in this form**
Please complete in type or print in
bold black capitals

All fields are mandatory unless
specified or indicated by

A1 Company details

Please show the proposed company name below

Proposed company
name in full ① DR BRENDAN CONLON

For official use

① **Duplicate names**
Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

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

② **Company name restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with Limited or Cyfyngedig ③

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

③ **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
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☐ Private limited by guarantee
☒ Private unlimited with share capital
☐ Private unlimited without share capital

④ **Company type**
If you are unsure of your company's
type please go to our website
www.companieshouse.gov.uk

03 DEC 2010

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Application to register a company

A5

Situation of registered office ①

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

① 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 ②

Please give the registered office address of your company

Building name/number 138

Street UNIVERSITY STREET

Post town BELFAST

County/Region NORTHERN IRELAND

Postcode B T 7 1 H J

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

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 ③

Please choose one option only and tick one box only

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

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

③ For details of which company type can adopt which model articles please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

④ 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 ①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary complete Sections C1 C5.

Title	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments please complete section C1 C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary please use the Secretary appointments continuation page.

② 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 for business purposes.

B2

Secretary's service address ①

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.


Please state The Company's Registered Office. If your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3

Signature ①

I consent to act as secretary of the proposed company named in Section A1.

Signature	<div style="text-align: center;">  </div>
-----------	--

① Signature

The person named above consents to act as secretary of the proposed company.

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Application to register a company

Corporate secretary

C1

Corporate secretary appointments ①

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Additional appointments

If you wish to appoint more than one corporate secretary please use the Corporate secretary appointments continuation page

Registered or principal address

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 a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

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 ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③	
Registration number	

② EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the registration mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

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

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ④	
Registration number	

④ Non EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5

Signature ⑤

I consent to act as secretary of the proposed company named in **Section A1**

Signature	<div>Signature</div> <div>X</div>
-----------	-----------------------------------

⑤ Signature

The person named above consents to act as corporate secretary of the proposed company

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Application to register a company

Director

D1

Director appointments ^①

Please use this section to list all the director appointments taken on formation
For a corporate director complete Sections E1 E5

Title													
Full forename(s)	BRENDAN												
Surname	CONLON												
Former name(s) ^②													
Country/State of residence ^③	IRELAND												
Nationality	IRISH												
Date of birth	<table border="1"><tr><td>d</td><td>0</td><td>d</td><td>6</td><td></td><td>0</td><td>2</td><td></td><td>1</td><td>9</td><td>6</td><td>5</td></tr></table>	d	0	d	6		0	2		1	9	6	5
d	0	d	6		0	2		1	9	6	5		
Business occupation (if any) ^④	MEDICAL CONSULTANT												

① Appointments

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.

② 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 for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ 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 ^①

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	33								
Street	WELLINGTON PLACE								
Post town	BALLSBRIDGE								
County/Region	DUBLIN 4								
Postcode	<table border="1"><tr><td>N</td><td>1</td><td>A</td><td></td><td></td><td></td><td></td><td></td></tr></table>	N	1	A					
N	1	A							
Country	IRELAND								

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state The Company's Registered Office. If your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ^①

I consent to act as director of the proposed company named in Section A1.

Signature	
-----------	---

① Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Director

D1 Director appointments																					
Please use this section to list all the directors appointed to the company. For a corporate director complete Sections E1-E5																					
Title																					
Full name(s)																					
Surname																					
Company name(s)																					
Country/State of residence																					
Nationality																					
Date of birth	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>																				
Business occupation (if any)																					

1 Appointments
Corporate companies must appoint at least one director who is a natural person. Public companies must appoint at least two directors, one of whom must be an individual.

2 Other names(s)
Please declare 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.

3 Country/State of residence
This is in respect of your usual residential address as stated in Section D4.

4 Business occupation
If you have a business occupation please enter it. If you do not please enter nil.

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	
Building/flat number	
Street	
Postcode	
Country	

3 Service address
This is the address that will appear on the public record. This does not have to be the usual residential address.

Please state The Company's registered office if your service address will be recorded in the proposed company's records of directors as the company's registered office.

If you provide your residential address it will appear on the public record.

D3 Signature	
I/We are a director of the proposed company named in Section A1	
Signature	<div style="border: 1px solid black; width: 100px; height: 40px; display: flex; align-items: center; justify-content: center;"> X </div>

3 Signature
The person named above consents to act as director of the proposed company.

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Application to register a company

Corporate director

E1	Corporate director appointments ①		① Additional appointments If you wish to appoint more than one corporate director please use the Corporate director appointments continuation page Registered or principal address 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 a PO box number (unless contained within a full address). DX number or LP (Legal Post in Scotland) number
	Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
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		
E3	EEA companies ②		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		
Where the company/firm is registered ①			
Registration number			
E4	Non EEA companies		④ Non EEA Where you have provided details of the register (including state) where the company or firm is registered you must also provide its number in that register
	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		
Legal form of the corporate body or firm			
Governing law			
If applicable where the company/firm is registered ①			
If applicable the registration number			
E5	Signature ⑤		⑤ Signature The person named above consents to act as corporate director of the proposed company
	I consent to act as director of the proposed company named in Section A1		
Signature	Sd: <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="font-size: 2em; font-weight: bold;">X</div> <div style="font-size: 2em; font-weight: bold;">X</div> </div>		

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
ORDINARY	£1.00	0	1	£ 1
				£
				£
				£
Totals			1	£ 1

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares 1

Total aggregate nominal value ❶ £1

❶ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + €100 + \$10 etc

❶ Including both the nominal value and any
share premium

❷ Total number of issued shares in this class

❷ Number of shares issued multiplied by
nominal value of each share

Continuation Pages

Please use a Statement of Capital continuation
page if necessary

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Application to register a company

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**

Class of share

ORDINARY

Prescribed particulars

1

All the rights and privileges of ordinary shares including full voting rights the right to participate in dividends and in a distribution including a distribution on winding up

1 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

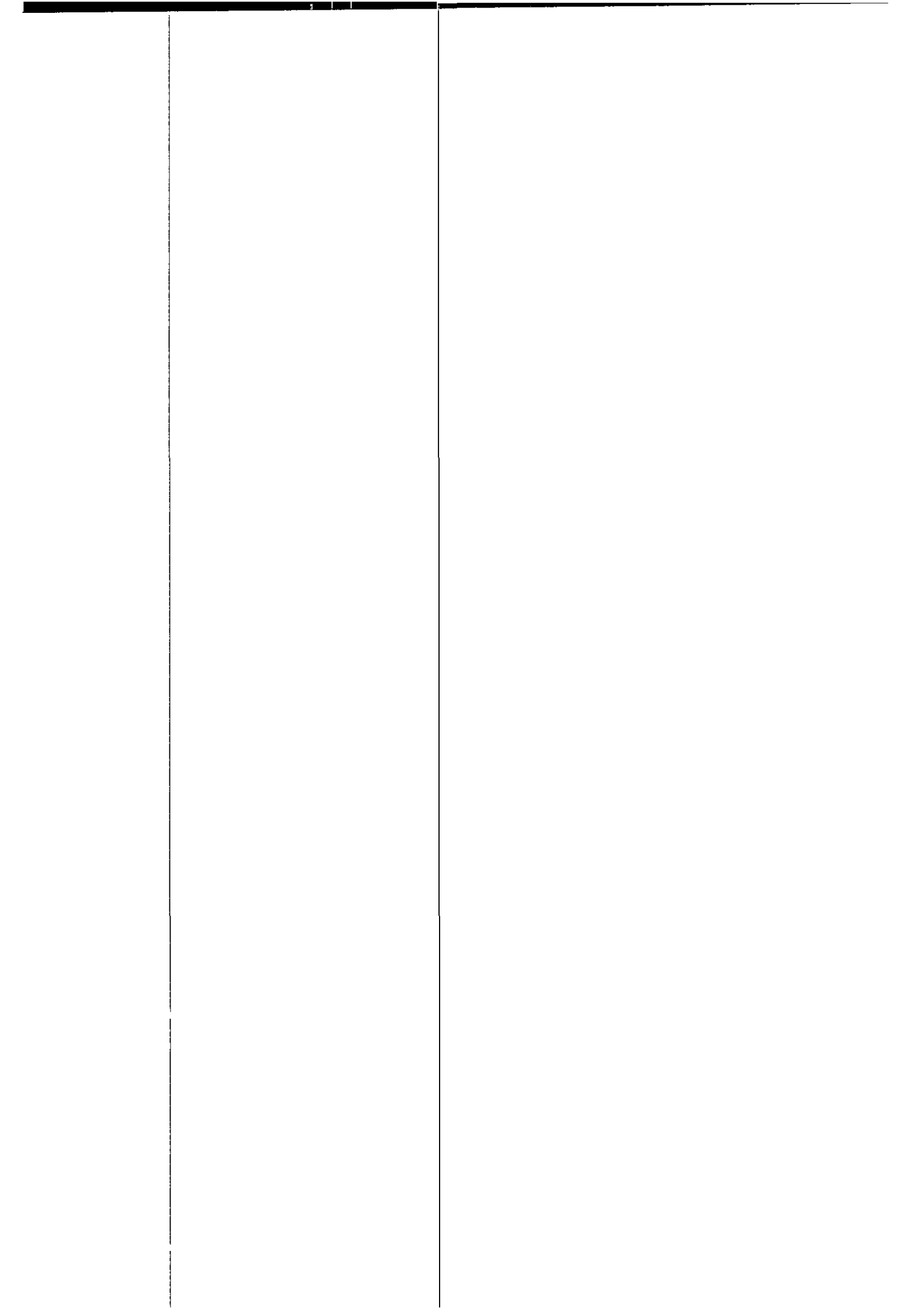
Continuation pages

Please use the next page or a Statement of Capital (Prescribed particulars of rights attached to shares) continuation page if necessary

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Application to register a company

Class of share		
Prescribed particulars ①		<p>① Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> 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 <p>A separate table must be used for each class of share</p> <p>Continuation pages Please use a Statement of capital (Prescribed particulars of rights attached to shares) continuation page if necessary</p>



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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.

Subscriber details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) paid	Amount paid
N BRENDAN CONLON	ORDINARY	1	£ sterling	£1	0	£1
Address 33 WELLINGTON PLACE BALLSBRIDGE DUBLIN 4						
Add						
N						
Address						
Add						
N						
Add						

IN01

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 adjustment of the rights of the contributors among ourselves not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a Subscribers continuation page if necessary

Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

Subscriber's details

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

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Application to register a company

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

❶ Name

Please use capital letters.

❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a Subscribers continuation page if necessary.

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber s details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

IN01

Application to register a company

Part 5 Statement of compliance

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 subscribers)
- Yes Go to Section H2 (Statement of compliance delivered by an agent)

H1

Statement of compliance delivered by the subscribers ①

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

① **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature

Sc

X

X

Subscriber's signature

Sc

X

X

Subscriber's signature

Sc

X

X

Subscriber's signature

Sc

X

X

Subscriber's signature

Sc

X

X

Subscriber's signature

Sc

X

X

Subscriber's signature

Sc

X

X

Subscriber's signature

Sc

X

X

IN01

Application to register a company

Subscriber's signature	<div>Sig</div> <div>X</div>	X	Continuation pages Please use a Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	<div>Sig</div> <div>X</div>	X	
Subscriber's signature	<div>Sig</div> <div>X</div>	X	
Subscriber's signature	<div>Sig</div> <div>X</div>	X	

H2

Statement of compliance delivered by an agent

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	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	<div>Sig</div> <div>X</div>	X

IN01

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.

Contact name DOROTHY KANE

Company name HOLDFAST LIMITED

T/A COMPANY REGISTRATION AGENTS

Address 138 UNIVERSITY STREET

Post town BELFAST

County CO ANTRIM

Postcode

B	T	7		1	H	J
---	---	---	--	---	---	---

Country NORTHERN IRELAND

DX

Telephone 02890 329984

Certificate

We will send your certificate to the presenter's 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

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.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company 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. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record apart from information relating to usual residential addresses.

How to pay

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to Companies House.

Where to send

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

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
First Floor Waterfront Plaza, 8 Laganbank Road
Belfast, Northern Ireland BT1 3BS
DX 481 NR Belfast 1

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

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Companies Act 2006

**An Unlimited Private Company
Having a Share Capital**

Memorandum & Articles Of Association

Of

DR BRENDAN CONLON

Companies Act 2006

An Unlimited Private Company
Having a Share Capital

Memorandum of Association of

DR BRENDAN CONLON

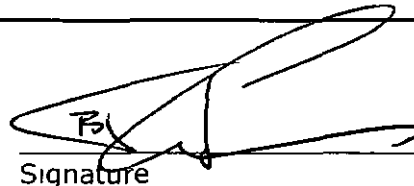
Each Subscriber to this Memorandum of Association wishes to form a Company under the Companies Act 2006 and agrees to become a member of the Company and to take at least one share

Name of each Subscriber

Authentication by each Subscriber

BRENDAN CONLON

Printed Name



Signature

Printed Name

Signature

Printed Name

Signature

Printed Name

Signature

Printed Name

Signature

Printed Name

Signature

Printed Name

Signature

Dated 29-11-2010

Companies Act 2006

An Unlimited Private Company Having a Share Capital

Articles of Association

OF

DR. BRENDAN CONLON

PRELIMINARY

- 1 The Act means the Companies Act 2006 and any statutory modification or re enactment for the time being in force thereof

- Model Articles means Model Articles of Association as contained in schedule 1 to the Companies (Model Articles) 2008 (SI2008 No 3229) hereinafter referred to as Model Articles

- 2 Subject as hereinafter provided the Articles contained in The Model Articles shall apply to the Company unless deleted or modified as hereinafter expressed

- 3 The liability of the members is unlimited

ISSUE OF SHARES

- 4 (a) Shares may be issued as nil partly or fully paid

- (b) Unless the members of the Company by special resolution direct otherwise all shares which the directors propose to issue must first be offered to the members in accordance with the following provisions of this Article

- (c) Shares must be offered to members in proportion as nearly as may be to the number of existing shares held by them respectively

- (d) The offer shall be made by notice specifying the number of shares offered and limiting a period (not being less than 14 days) within which the offer if not accepted will be deemed to be declined

- (e) After the expiration of the period referred to in (d) above those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have within the said period accepted all the shares offered to

them and such further offer shall be made in the like terms in the same manner and limited by a like period as the original offer

- (f) Any shares not accepted pursuant to the offer referred to in (d) and the further offer referred to in (e) or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such special resolution as aforesaid shall be under the control of the directors who may allot grant options over or dispose of the same to such persons on such terms and in such manner as they think fit
- (g) In accordance with section 567 of the Companies Act 2006 sections 561 and 562 of the said Act are excluded

TRANSFER AND TRANSMISSION OF SHARES

- 5 The Directors may in their absolute discretion and without assigning any reason decline to register any Transfer of Shares whether fully paid or not

QUORUM AT GENERAL MEETINGS

- 6 (a) If and for so long as the Company has one member only one member entitled to vote on the business to be transacted who is present at a general meeting in person or by one or more proxies or in the event that the member is a corporation by one or more corporate representatives is a quorum
- (b) If and for so long as the Company has two or more members two members each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by one or more proxies or in the event that any member present is a corporation by one or more corporate representatives are a quorum

NOTICE OF GENERAL MEETINGS

- 7 (a) Every notice convening a general meeting of the Company must comply with the provisions of
- (i) section 311 of the Companies Act 2006 as to the provision of information regarding the time date and place of the meeting and the general nature of the business to be dealt with at the meeting and
 - (ii) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies
- (b) Every notice of or other communication relating to any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company

DIRECTORS

- 8 Any Director other than a sole Director may by notice in writing signed by him and deposited with the Company appoint an alternate Director to act on his behalf Such alternate Director must be either a Director of the Company or a person approved by all the Directors for the time being of the Company Every alternate Director shall during the period of his

appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director

9 Model Articles 11 (2) is modified to read one instead of 'two' where it appears

10 Subject to the provisions of the Act a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him

INDEMNITY

11 Model Article 52 shall not apply to the company but shall be replaced as follows

Subject to the provisions of and so far as may be consistent with the Act but without prejudice to any indemnity to which a Director may be otherwise entitled every Director Auditor Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceeding civil or criminal which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court