

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7742356

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

TALKING HEADS TV 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 and Wales

Given at Companies House, Cardiff, on 16th August 2011



N07742356L



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: 16/08/2011



XHRZQWQG

*Company Name
in full:*

TALKING HEADS TV LTD

Company Type:

Private limited by shares

*Situation of Registered
Office:*

England and Wales

*Proposed Register
Office Address:*

**SUITE 12 2ND FLOOR QUEENS HOUSE 180 TOTTENHAM COURT
ROAD
LONDON
ENGLAND
W1T 7PD**

I wish to entirely adopt the following model articles: **Private (Ltd by Shares)**

Company Secretary 1

Type: **Corporate**

Name: **LAW FIRM UK LTD**

*Registered or
Principal Office
Address:* **2ND FLOOR QUEENS HOUSE
180 TOTTENHAM COURT ROAD
LONDON
ENGLAND
W1T 7PD**

European Economic Area (EEA) Company

Register Location: **ENGLAND AND WALES**

Registration Number: **04666118**

Consented to Act: **Y**

Date authorised: **16/08/2011**

Authenticated: **YES**

Company Director ***I***

Type: **Person**

Full forename(s): **MR FILLIP**

Surname: **KROGH**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **ENGLAND**

Date of Birth: **05/08/1961** *Nationality:* **DANISH**

Occupation: **COMPANY DIRECTOR**

Consented to Act: **Y** *Date authorised:* **16/08/2011** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	1000
		<i>Aggregate nominal value</i>	1000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0
		<i>Amount unpaid per share</i>	1

Prescribed particulars

EACH SHARE IS ENTITLED TO ONE VOTE IN ANY CIRCUMSTANCES; EACH SHARE IS ENTITLED PARI PASSU TO DIVIDEND PAYMENTS OR ANY OTHER DISTRIBUTION; EACH SHARE IS ENTITLED PARI PASSU TO PARTICIPATE IN A DISTRIBUTION ARISING FROM A WINDING UP OF THE COMPANY.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1000
		<i>Total aggregate nominal value</i>	1000

Initial Shareholdings

Name: **FOX RIVER LTD.**

Address: **103 SHAM PENG TONG PLAZA
VICTORIA
SEYCHELLES**

Class of share: **ORDINARY**

Number of shares: **1000**

Currency: **GBP**

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

Amount unpaid: **1**

Amount paid: **0**

Statement of Compliance

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

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **LAW FIRM UK LTD**

Agent's Address: **2ND FLOOR QUEENS HOUSE
180 TOTTENHAM COURT ROAD
LONDON
ENGLAND
W1T 7PD**

Authorisation

Authoriser Designation: **agent**

Authenticated: **Yes**

Agent's Name: **LAW FIRM UK LTD**

Agent's Address: **2ND FLOOR QUEENS HOUSE
180 TOTTENHAM COURT ROAD
LONDON
ENGLAND
W1T 7PD**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of TALKING HEADS TV 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
Fox River Ltd.	Authenticated Electronically

Dated: 16/08/2011