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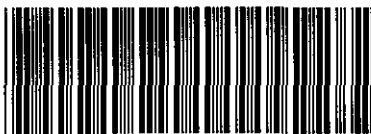
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 6056920

The Registrar of Companies for England and Wales hereby certifies that
PROACTIVE NURSING SERVICES LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 18th January 2007



N06056920F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

PROACTIVE NURSING SERVICES LTD

I, SETH ANORSON

of 28 SUNSET ROAD, LONDON SE28 8RR

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~† Solicitor engaged in the formation of the company~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985 and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Seth Anorson

Declared at 18 TRANQUIL VALE, BLACKHEATH, LONDON SE3 0AZ

Day Month Year

On 09 05 2006

● Please print name.

before me ● ROSALIND ANITA HARVEY WEBSTER

Signed

R. Webster

Date 9/5/06

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is a change of details.

SETH ANORSON

28 SUNSET ROAD, LONDON SE28 8RR

Tel

DX number

DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



A49 727
12/01/2007
COMPANIES HOUSE
A06 183
COMPANIES HOUSE
12/05/2006

revised June 1998

FRIDAY



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

10

First directors and secretary and intended situation of
registered office

Company Name in full

PROACTIVE NURSING SERVICES LTD

Proposed Registered Office

(PO Box numbers only, are not acceptable)

UNIT 17, BROCKLEY CROSS BUSINESS CENTRE

96 ENDWELL ROAD

Post town

LONDON

County / Region

ENGLAND

Postcode

SE4 2PD

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a question.

Tel

DX number

DX exchange

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for companies registered in Scotland

DX 235 Edinburgh



A49 12/01/2007 726
COMPANIES HOUSE
184
COMPANIES HOUSE 12/05/2006

Company Secretary (see notes 1-5)

Company name	PROACTIVE NURSING SERVICES LTD		
NAME	*Style / Title	MRS	*Honours etc
Forename(s)	VIVIAN		
Surname	ANORSON		
Previous forename(s)	LEIGH		
Previous surname(s)			
Address ^{††}	28 SUNSET ROAD		
Post town	LONDON		
County / Region	ENGLAND	Postcode	SE28 8RR
Country	U.K.		

I consent to act as secretary of the company named on page 1

Consent

Date 28/04/2006

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc
Forename(s)	SETH		
Surname	ANORSON		
Previous forename(s)			
Previous surname(s)			
Address ^{††}	28 SUNSET ROAD		
Post town	LONDON		
County / Region	ENGLAND	Postcode	SE28 8RR
Country	U.K.		

^{††} Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Date of birth	28 07 1964	Nationality	BRITISH
Business occupation	COMPANY DIRECTOR		
Other directorships	PROACTIVE CARE SERVICES LTD		
I consent to act as director of the company named on page 1			
Consent signature	Seth Anorson		Date 28/04/2006

Directors (see notes 1-5)

Please list directors in alphabetical order

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

Signed

Date

(i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Seth Mason

28/04/2006

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

FRIDAY



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COMPANIES HOUSE

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COMPANIES HOUSE

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12/05/2006

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

INC

14192

AM2

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MEMORANDUM OF ASSOCIATION

OF

PROACTIVE NURSING SERVICES LTD

12 JAN 2017

COMPANIES HOUSE

NC
20

12 MAY 2016

£20 FEE PAID
COMPANIES
HOUSE

- 1) THE COMPANY'S NAME IS: PROACTIVE NURSING SERVICES LIMITED (hereinafter called the company)
- 2) THE COMPANY'S REGISTERED OFFICE IS TO BE LOCATED IN ENGLAND AND WALES.
- 3) THE COMPANY'S OBJECTS ARE:
 - (a) To provide nursing and health care services and to do all such things as are incidental or conducive to the carrying on of any trade or business.
 - (b) To commence any other business or trade that is deemed appropriate by the Board of Directors, whether or not such business or trade is ancilliary and/or complementary, provided the board considers it to be in the general interest of the company.
 - (c) To erect, build, manufacture, construct, adapt, alter, let on hire, remodel, repair, assemble, pull down, dismantle, enlarge, remove or replace any; shops, stores, offices, warehouses, factories, railways, office equipment, factory plant and material, roads, pathways, or anything else which may be advantageous or convenient to the Company and to subsidise or make such contribution, either directly or indirectly, or to maintain any of the above in anyway deemed to be in die best interests of the Company by die board of directors.
 - (d) To act as wholesaler, retailer or purchase, sell, import or export any goods, services or property, and to give such undertakings, guarantees, part-exchanges as are appropriate in the circumstances and that will be in the best interest of the Company as adjudged by the Board of Directors.
 - (e) To borrow or raise money or ensure such facilities in connection with the Company's business with such security and at such interest rates as may be considered expedient in all the circumstances, In particular the aforementioned can be secured by; mortgage, charge, bond, by using the uncalled capital of the Company, the issue of shares either at par, market or discount value, with such terms, preferences, privileges as are considered appropriate, the issue of debentures, either permanent, repayable of ~~redeemable~~ and further by, or separately to the above, any trust deed or other legal assurance which is acceptable to any individual, bank, finance house, company, building society or other legitimate lending body.
 - (f) To provide credit, act as a guarantor, and/or advance money to customers, firms, companies and others, with or without security, and on such terms as may be deemed appropriate, and to ensure that such advances /guarantees will be honoured if the agreed terms have been satisfied.
 - (g) To receive money or deposit or loan, on such terms as the Company may agree and to generally act as bankers to firms, companies, customers and others.
 - (h) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or the ex-employees of the Company, it's subsidiaries, or predecessors, or the dependants of **such persons, and to establish and**

maintain or concur in the upkeep of trusts, funds or schemes (whether contributory or non-contributory) for the purpose of providing pensions and funds for the aforesaid and their dependants.

(i) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments of all kinds including; bills of exchange and promissory notes.

(j) To invest and deal with money not immediately required by the Company for its business to be invested in other areas to be determined by the Company as deemed appropriate in the circumstances by the Board of Directors,

(k) To purchase or otherwise acquire all or any part of the business or assets of any person, firm, or company formed to carry on, or possessed of such real or personal property rights suitable for the purposes of the Company, and to pay for such in cash (by instalments or otherwise), securities, fully or partly paid up shares or by any other method, on such terms and for such time period thought suitable.

(l) To accept payment for any property or rights disposed of by the Company on such terms and by such method as seems suitable in the circumstances including; the right to accept stock/shares in another company or corporation, with or without preferential rights, debentures, mortgage debentures or any other security approved by the Company.

(m) To amalgamate, co-operate, come to an arrangement or partnership with any firm, company or person that may benefit the business of this Company, and on such terms and for such time period as may be approved and to acquire, sell, hold or dispose of any real or personal property, shares, stocks or other interests in any such body and to guarantee the contracts or liabilities of and/or assist such, in keeping with the approval terms.

(n) To sell and in any other manner deal with or dispose of the Company or any of the property, rights and assets, for such consideration and on such terms that may be approved, including the right to manage, improve, turn to account, exchange, rent, have a share of profits or to grant licences, easements, privileges or other such interests and to acquire and protect and renew trade marks, patents, licences, concessions and designs.

(o) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company.

(p) To distribute any property in specie among any members of the Company.

(q) To do all or any of the aforementioned in any part of the world as principals, agents, trustees, contractors or otherwise, either alone or with others either by or through agents, trustees, or otherwise.

(r) To do all other things that are incidental or conducive to the attainment of the above rights.

It is hereby expressly declared that each of the foregoing paragraphs shall be construed independently of the other paragraphs hereof, and that none of the objects mentioned in any paragraph shall be deemed to be merely subsidiary to the objects mentioned in any of the other paragraphs.

(4) The liability of the members is limited

(5) The company's share capital is £1,000 divided into 1,000 shares of £1.00 each.

We, the subscribers of this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and Addresses of Subscribers

Number of shares taken by
each Subscriber

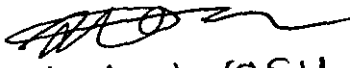
1. Seth Anorson, 28 Sunset Road,
London, SE28 8RR

One (1)



Dated 01 MAY 2006

Witness to the above signatures:



MISS ADA NWOSY
FLAT 10 BASDEVILLE COURT
120 SELHURST ROAD
LONDON
SE25 6LQ

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

PROACTIVE NURSING SERVICES LIMITED

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as Table A), and made pursuant to the provisions of the Companies Act (hereinafter referred to as 'The Act') shall apply to the Company.

(b) Regulation 40 of Table A shall not apply to the Company.

(c) The expressions 'relevant securities' and 'equity securities', wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.

SHARES

2. (a) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or to any relevant securities, to such persons at such times and generally on such terms and conditions as they think proper provided that (insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority):

(i) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of incorporation of the Company.

(b) **Any offer or agreement** in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

(c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company, in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds 'shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

13. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In regulation 38 of Table A the words 'or a resolution appointing a person as a Director' shall be omitted.

14. The office of a Director shall be vacated if-

(a) he ceases to be a Director by virtue of any provision of the Acts or he becomes prohibited by law from being a Director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

(d) he resigns his office by notice to the Company.

PROCEEDINGS OF DIRECTORS

15. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly. In regulation 64 of Table A for the word "two" there shall be substituted the word 'one'.

16. An appointment or removal of an alternate Director may be effected at any time by notice in writing to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty-four hours' notice in writing to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for regulation 68 of Table A which shall not apply to the Company.

BORROWING POWERS

17. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS' INTERESTS

18. A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted. This Article shall have effect in substitution for regulations 94 to 98 inclusive of Table A, which regulations shall not apply to the Company.

INDEMNITY

19. Subject to the provisions of Section 310 of The Act, and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

SECRETARY

20. The first Secretary or Secretaries of the Company shall be the person or persons named as such in the statement delivered under Section 1) of the Act.

NAMES AND ADDRESSES OF SUBSCRIBERS

1. Seth Anorson, 28 Sunset Road,
London, SE28 8RR

Seth Anorson

Dated the 01 MAY 2006

Witness to the above Signature

[Signature]

MISS ADA NWASU
FLAT 10 BASKEVILLE COURT
120 SELWORTH RD
LONDON
SE28 6LN