

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7854785

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

PRISM BRAIN MAPPING UK 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 21st November 2011



N07854785V



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

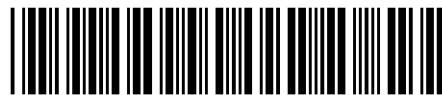


Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 21/11/2011



XDYHDZFG

*Company Name
in full:* **PRISM BRAIN MAPPING UK LIMITED**

Company Type: **Private limited by shares**

*Situation of Registered
Office:* **England and Wales**

*Proposed Register
Office Address:* **3 BOYNE PARK
TUNBRIDGE WELLS
KENT
UNITED KINGDOM
TN4 8EN**

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

Company Director 1

Type: **Person**
Full forename(s): **CHARLES NORMAN ROBERT**

Surname: **DE GARSTON**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **15/06/1963** *Nationality:* **BRITISH**

Occupation: **TRAINING CONSULTANT/PILOT**

Consented to Act: **Y** *Date authorised:* **21/11/2011** *Authenticated:* **YES**

Company Director 2

Type: **Person**
Full forename(s): **BARRY RALPH**

Surname: **SCALES**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **10/01/1939** *Nationality:* **BRITISH**

Occupation: **BUILDER**

Consented to Act: **Y** *Date authorised:* **21/11/2011** *Authenticated:* **YES**

Company Director 3

Type: **Person**
Full forename(s): **JOHN COLIN**

Surname: **WALLACE**

Former names:

Service Address recorded as Company's registered office

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

Date of Birth: **06/06/1943** *Nationality:* **BRITISH**

Occupation: **COMPANY DIRECTOR**

Consented to Act: **Y** *Date authorised:* **21/11/2011** *Authenticated:* **YES**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	300
		<i>Aggregate nominal value</i>	300
<i>Currency</i>	GBP	<i>Amount paid per share</i>	0
		<i>Amount unpaid per share</i>	1

Prescribed particulars

CLASS OF SHARE: ORDINARY SHARES OF £1 EACH PRESCRIBED PARTICULARS: (A) UNDER SECTIONS 284 AND 285 OF THE COMPANIES ACT 2006 (AS AMENDED) EACH SHARE CARRIES ONE VOTE ON A WRITTEN RESOLUTION; ON A VOTE ON A RESOLUTION ON A SHOW OF HANDS AT A MEETING, EACH MEMBER PRESENT IN PERSON (AND EVERY PROXY PRESENT WHO HAS BEEN DULY APPOINTED BY ONE OR MORE MEMBERS ENTITLED TO VOTE ON THE RESOLUTION) HAS ONE VOTE (BUT A PROXY HAS ONE VOTE FOR AND ONE VOTE AGAINST THE RESOLUTION IF THE PROXY HAS BEEN DULY APPOINTED BY MORE THAN ONE MEMBER ENTITLED TO VOTE ON THE RESOLUTION, AND THE PROXY HAS BEEN INSTRUCTED BY ONE OR MORE OF THOSE MEMBERS TO VOTE FOR THE RESOLUTION AND BY ONE OR MORE OTHER OF THOSE MEMBERS TO VOTE AGAINST); AND, ON A VOTE ON A RESOLUTION ON A POLL TAKEN AT A MEETING, EVERY MEMBER HAS ONE VOTE IN RESPECT OF EACH SHARE HELD BY HIM (ALL OR ANY OF THE VOTING RIGHTS OF A MEMBER MAY BE EXERCISED BY ONE OR MORE DULY APPOINTED PROXIES BUT WHERE A MEMBER APPOINTS MORE THAN ONE PROXY, THIS DOES NOT AUTHORISE THE EXERCISE BY THE PROXIES TAKEN TOGETHER OF MORE EXTENSIVE VOTING RIGHTS THAN COULD BE EXERCISED BY THE MEMBER IN PERSON). (B) THE SHARES ALL RANK PARI PASSU AS RESPECTS DIVIDEND DISTRIBUTIONS. (C) THE SHARES ALL RANK PARI PASSU AS RESPECTS CAPITAL DISTRIBUTIONS MADE OTHER THAN ON A WINDING UP; ON A WINDING UP EACH SHARE CARRIES THE RIGHT TO A REPAYMENT OF CAPITAL OF UP TO £1 PAID UP CAPITAL AND THE SHARES ALL RANK PARI PASSU AS RESPECTS DISTRIBUTIONS OF ANY SURPLUS REMAINING AFTER ALL SUCH CAPITAL HAS BEEN REPAYED. (D) THE SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	300
		<i>Total aggregate nominal value</i>	300

Initial Shareholdings

Name: **CHARLES NORMAN ROBERT DE
GARSTON**

Address: **3 BOYNE PARK
TUNBRIDGE WELLS
KENT
UNITED KINGDOM
TN4 8EN**

Class of share: **ORDINARY**

Number of shares: **100**

Currency: **GBP**

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

Amount unpaid: **1**

Amount paid: **0**

Name: **BARRY RALPH SCALES**

Address: **3 BOYNE PARK
TUNBRIDGE WELLS
KENT
UNITED KINGDOM
TN4 8EN**

Class of share: **ORDINARY**

Number of shares: **100**

Currency: **GBP**

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

Amount unpaid: **1**

Amount paid: **0**

Name: **JOHN COLIN WALLACE**

Address: **3 BOYNE PARK
TUNBRIDGE WELLS
KENT
UNITED KINGDOM
TN4 8EN**

Class of share: **ORDINARY**

Number of shares: **100**

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: **THE LONDON LAW AGENCY LIMITED**

Agent's Address: **THE OLD EXCHANGE 12 COMPTON ROAD
WIMBLEDON, LONDON
UNITED KINGDOM
SW19 7QD**

Authorisation

Authoriser Designation: **agent**

Authenticated: **Yes**

Agent's Name: **THE LONDON LAW AGENCY LIMITED**

Agent's Address: **THE OLD EXCHANGE 12 COMPTON ROAD
WIMBLEDON, LONDON
UNITED KINGDOM
SW19 7QD**

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PRISM BRAIN MAPPING UK 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.

<u>Name of each subscriber</u>	<u>Authentication by each subscriber</u>
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Charles Norman Robert De Garston	
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Barry Ralph Scales	
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John Colin Wallace	
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Dated 21 November 2011