

FILE COPY



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

Company Number **11423300**

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

BITFI 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 **19th June 2018**



* N114233001 *



Companies House



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



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **18/06/2018**

X78DWVRV

Company Name in full:

BITFI LIMITED

Company Type:

Private company limited by shares

Situation of Registered Office:

England and Wales

Proposed Registered Office Address:

**BITFI 40 BLOOMSBURY WAY
LOWER GROUND FLOOR
LONDON
LONDON
UNITED KINGDOM WC1A 2SE**

Sic Codes:

**26200
62090
73120**

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Proposed Officers

Company Director *1*

Type: **Person**

Full Forename(s): **DANIEL**

Surname: **KHESIN**

Former Names:

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

Country/State Usually **UNITED STATES**

Resident:

Date of Birth: ****/01/1980** *Nationality:* **AMERICAN**

Occupation: **ENTREPRENEUR**

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

Company Director 2

Type: **Corporate**
Name: **BITFI INC**
Principal / Business **BITFI INC 9556 BRIDGEBROOK DR.**
Address: **BOCA RATON**
 PALM BEACH COUNTY
 UNITED STATES 33496

Non European Economic Area (EEA) Company

Legal Form: **CORPORATION**
Law Governed: **UNITED STATES - NORTH CAROLINA**
Register Location:
Registration Number:

The subscribers confirm that the corporate body named has consented to act as a director.

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	100000
<i>Currency:</i>	USD	<i>Aggregate nominal value:</i>	0.001
<i>Prescribed particulars</i>			

**EACH SHARE HAS FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING,
DIVIDENDS AND DISTRIBUTIONS.**

Statement of Capital (Totals)

<i>Currency:</i>	USD	<i>Total number of shares:</i>	100000
		<i>Total aggregate nominal value:</i>	0.001
		<i>Total aggregate unpaid:</i>	0

Initial Shareholdings

Name: **BITFI INC.**

Address **BITFI INC. 9556
BRIDGEBROOK DR.
BOCA RATON
PALM BEACH COUNTY
UNITED STATES
33496**

Class of Shares: **ORDINARY**

Number of shares: **100000**

Currency: **USD**

*Nominal value of each
share:* **0**

Amount unpaid: **0**

Amount paid: **0.001**

Persons with Significant Control (PSC)

Statement of initial significant control

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

Relevant Legal Entity (RLE) details

Company Name: **BITFI INC**

Service Address: **BITFI INC 9556 BRIDGEBROOK DR
BOCA RATON
PALM BEACH COUNTY
UNITED STATES
33496**

Legal Form: **CORPORATION**

Governing Law: **UNITED STATES - NORTH CAROLINA**

<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) hold, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.
<i>Nature of control</i>	The relevant legal entity has the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) have the right to appoint or remove, directly or indirectly, a majority of the board of directors of the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person, and the members of that firm (in their capacity as such) hold, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The relevant legal entity holds, directly or indirectly, 75% or more of the voting rights in the company.
<i>Nature of control</i>	The relevant legal entity has the right to exercise, or actually exercises, significant influence or control over the activities of a trust, and the trustees of that trust (in their capacity as such) hold, directly or indirectly, 75% or more of the voting rights in the company.

Statement of Compliance

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

Name: **BITFI INC.**
Authenticated **YES**

Authorisation

Authoriser Designation: **subscriber** *Authenticated* **YES**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of BITFI 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
Bitfi Inc.	Authenticated Electronically

Dated: 18/06/2018