

FILE COPY



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

Company Number **639607**

The Registrar of Companies for Northern Ireland, hereby certifies that

UPSIDE INVESTMENT 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 Northern Ireland

Given at Companies House, Belfast, on **14th July 2016**



* NN1639607N *



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: **13/07/2016**

X5B5IPJ5

*Company Name in
full:*

UPSIDE INVESTMENT LIMITED

Company Type:

Private company limited by shares

*Situation of
Registered Office:*

Northern Ireland

*Proposed Registered
Office Address:*

**FILOR BUILDING 155 NORTHUMBERLAND STREET
BELFAST
NORTHERN IRELAND BT13 2JF**

Sic Codes:

68100

I wish to entirely adopt the following model articles:

Private (Ltd by Shares)

Company Director 1

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

Company Director 2

Type: **Person**

Full Forename(s): **MISS MANUELA DINA**

Surname: **LISO**

Former Names:

Service Address: **118 LARGO GIAMBELLINO
MILANO
20146
ITALY**

*Country/State Usually
Resident:* **ITALY**

Date of Birth: ****/05/1982** *Nationality:* **ITALIAN**

Occupation: **ENTREPRENEUR**

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

Statement of Capital (Share Capital)

<i>Class of Shares:</i>	ORDINARY	<i>Number allotted</i>	10000
<i>Currency:</i>	EUR	<i>Aggregate nominal value:</i>	1
<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>	EUR	<i>Total number of shares:</i>	10000
		<i>Total aggregate nominal value:</i>	1
		<i>Total aggregate unpaid:</i>	10000

Initial Shareholdings

Name: **GIOVAN BATTISTA
COPPOLA**

Class of Shares: **ORDINARY**

Address **14A VIA SAN MARTINO
DELLA BATTAGLIA
POGLIANO MILANESE
ITALY
20010**

Number of shares: **10000**

Currency: **EUR**

*Nominal value of each
share:* **0.0001**

Amount unpaid: **10000**

Amount paid: **0**

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

Individual Person with Significant Control details

Names: **GIOVAN BATTISTA COPPOLA**

*Country/State Usually
Resident:* **ITALY**

Date of Birth: ****/04/1987** *Nationality:* **ITALIAN**

Service address recorded as Company's registered office

The subscribers confirm that each person named as an individual PSC in this application knows that their particulars are being supplied as part of this application.

<i>Nature of control</i>	The person holds, directly or indirectly, 75% or more of the shares in the company.
<i>Nature of control</i>	The person 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 person has the right to exercise, or actually exercises, significant influence or control over the company.
<i>Nature of control</i>	The person holds, 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.

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

Agent's Name: **FK CORPORATE SERVICES LTD**

Agent's Address: **72 HIGH STREET
HASLEMERE
SURREY
UNITED KINGDOM
GU27 2LA**

Authorisation

Authoriser Designation: **agent** *Authenticated* **YES**

Agent's Name: **FK CORPORATE SERVICES LTD**

Agent's Address: **72 HIGH STREET
HASLEMERE
SURREY
UNITED KINGDOM
GU27 2LA**

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of UPSIDE INVESTMENT 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
GIOVAN BATTISTA COPPOLA	Authenticated Electronically

Dated: 13/07/2016