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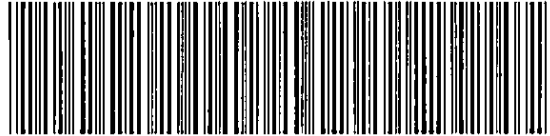
(Business Entity Name)

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K. SALY
FEB 4 2020



COGENCYGLOBAL

115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

Date: **February 03, 2020**

Account#: I200000000088

Name: **KEN HOWELL**

Reference #: **1180193**

Entity Name: **TWENTY RECRUITMENT LTD., CORP.**

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other **** CERTIFIED COPY UPON FILING ****

**ISSUES? CALL
KEN:
518-213-0738**

Authorized Amount: **\$155.00**

Signature: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. TWENTY RECRUITMENT LTD., CORP.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. United Kingdom 3. 981243469
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09/04/2008 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 119 Nueces St, 2nd Floor Austin, Texas 78701
(Principal office address)

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: COGENCY GLOBAL INC.

Office Address: 115 North Calhoun Street, Suite 4

Tallahassee, Florida 32301
(City) (Zip code)

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Carrie J. Dwyer Assistant Secretary
(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

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2020 FEB -3 AM 9:51
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Adrian Kinnersley

Address: 2nd Floor, 119 Nueces St, Austin, Texas, 78701

Vice President: _____

Address: _____

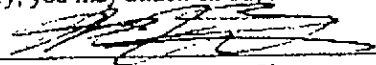
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12.  _____
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Adrian Kinnersley, President

(Typed or printed name and capacity of person signing application)



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2020 FEB -3 AM 8:51

ALLAHASSET, FLORIDA

FILE COPY

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

Company No. 6689694

The Registrar of Companies for England and Wales hereby certifies that

TWENTY RECRUITMENT LTD

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

Given at Companies House on **4th September 2008**



N06689694Z



Companies House
for the record



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

THE COMPANIES ACTS 1985 TO 2006

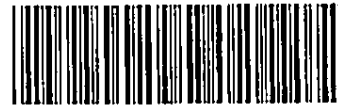
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

twenty Recruitment Ltd

THURSDAY



A34 *AL4YZ2US* 04/09/2008 147
COMPANIES HOUSE

1. The Name of the Company is **twenty Recruitment Ltd**
2. The Registered Office of the Company will be situated in England and Wales
3. The Objects for which the Company is established are
 - (1) To carry on all or any of the business of recruitment in financial, legal, IT and other The provision of recruitment services to business
 - (2) To carry on any other business, which may appear to the Company capable of being conveniently, or advantageously, carried on in conjunction with the above objects, or as ancillary to any of the foregoing businesses, or likely to be profitable to the Company
 - (3) To promote any other company or companies for the purpose of acquiring all or any of the property and undertaking and of the liabilities of the Company, or any other purpose which may appear likely to assist or benefit the Company
 - (4) To purchase, take on lease, take options over or by any other means acquire any freehold, leasehold or real or personal property of any and every kind for any estate or interest whatever, and any rights and privileges of any kind or in respect of any real or personal property
 - (5) To purchase or otherwise acquire all or any part of the property, business assets, goodwill and liabilities of any person, society, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on and any business similar to the Company's business which may be conveniently or advantageously carried on or combined with them or may be calculated directly or indirectly to enhance the value or render more profitable any of the Company's property and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, society, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, society, firm or company, and to give or accept by way of consideration for

any of the acts, or things aforesaid or property acquired, any shares, debentures, debenture stock, or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received

- (6) To construct, erect, procure, lay down, alter, repair, renovate, improve, develop, exchange, rent, let on lease and maintain any property, buildings, works, and machinery necessary or desirable for the Company's business and to mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of or otherwise deal with all or any part of the aforesaid property, buildings, works and machinery and any rights of the Company both real and personal
- (7) To enter into any arrangement with any Governments or Authorities (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or Authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions
- (8) To pay out of capital and debit to capital account the interest on any debentures, or other obligations of the Company and to pay interest on the paid-up share capital of the Company, and to charge the same to capital as part of the cost of construction of any works constructed or carried out by the Company
- (9) To apply for, obtain, register, purchase or by any means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any patents, patent rights, trade marks, copyrights, names, designs, rights of publication or other rights, licences, brevets d'invention, secret processes of the Company, and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon testing and improving any patents, invention or rights which the Company may acquire or propose to acquire
- (10) To apply for, promote and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade and Industry or other Authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- (11) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other Company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest

-
- (12) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies
 - (13) To enter into any arrangements or contract with any person, firm, or company for carrying on the whole or any part of the business of the Company, and to fix and determine the remuneration, which may be by way of money payment, allotment of shares (either fully or partly paid) or otherwise
 - (14) To sell, dispose of, lease, transfer and/or otherwise deal with the business, property and undertaking of the Company or any part thereof in consideration of payment in cash, or in shares, or debentures or upon such terms or for such other consideration as the Company shall deem fit
 - (15) To remunerate any person, firm or company rendering services to the Company, by payment in cash or by the allotment to him or them of shares or other securities of the Company credited as paid up in full, or otherwise as may be deemed expedient, and to indemnify members of the Company or other persons who undertake any liability on its behalf
 - (16) To invest the monies of the Company not immediately required for any other purpose of the Company by the purchase of the shares or securities of any company or by the purchase of any interest in land or buildings or in such other manner as shall from time to time be determined either with or without security
 - (17) To lend and advance money or give credit in such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to become surety for any persons, firms or companies
 - (18) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
 - (19) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which become binding on it
 - (20) To guarantee the payment of any debenture, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into

partnership or any joint purse arrangement with any person, firm or company having for its objects similar objects to those of this Company or any of them

- (21) To guarantee either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets both present and future and uncalled capital of the Company, or by both such methods, the performance of any contract or obligation of any person, firm or company whatsoever
- (22) To give any such guarantees indemnities and/or security either with or without the Company receiving any consideration or advantage (direct or indirect) for giving such guarantee, indemnity and/or security
- (23) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding Company of the Company or subsidiary of such holding Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary and to the wives, widows, husbands, widowers, children and other relatives and dependants of such persons, to make payments towards insurance, and to set up, establish support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, husbands, widowers, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained
- (24) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act
- (25) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others
- (26) To insure any servant of the Company against death or accident
- (27) To distribute among the Members of the Company in kind any property of the Company of any kind
- (28) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration

as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing same

- (29) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, and to contract with any person, firm or Company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company
- (30) To procure the Company to be registered or recognised in any part of the world
- (31) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through agents or otherwise and either alone or in conjunction with others
- (32) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or of any of the powers given to it by the Act or by this Clause

AND so that -

(a) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provisions shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company

(b) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere

(c) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force and any provisions of the Companies Act 2006(a) for the time being in force

- 4. The liability of the Members is limited
- 5. The Authorised Share Capital of the Company is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each ranking pari passu

WE the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

NUMBER OF SHARES
TAKEN BY EACH
SUBSCRIBER

Paul Andrew Marsden
Riverside Stables
Drop Lane
Bricket Wood
St Albans
Hertfordshire
AL2 3TX

100 Ordinary shares

Signature



Dated

08/08/08

Name, address and description of WITNESS to the above signatures.-

Name -

Shan Shantikumar

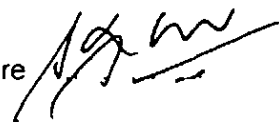
Address -

20 Cheyham Way
Enfield
Burying
En2 7TX

Occupation -

Accountant

Signature



THE COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

twenty Recruitment Ltd

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies Act 1985 (Electronic Communication) Order 2000 (Statutory Instrument 2000/3373), the Companies (Tables A to F) (Amendment) Regulations 2007 (Statutory Instrument 2007/2541), and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (Statutory Instrument 2007/2826) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force and any provisions of the Companies Act 2006(a) for the time being in force

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit
- (b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period,

those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated or any increased share capital at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien (if any) on a share shall extend to all dividends payable thereon. Clause 8 in Table A shall be modified accordingly.
4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".
5. The authorised share capital of the Company is £1,000,000 divided into 1,000,000 Ordinary shares of £1 each ranking par passu. Clause 54 in table A shall be read and construed accordingly.

PROCEEDINGS AT GENERAL MEETINGS AND RESOLUTIONS

6. (a) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company
- (b) No business shall be transacted at any General Meeting unless a quorum is present Subject to paragraph (d) below two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum
- (c) If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved, in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum
- (d) If and for so long as the Company has only one Member, that Member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum
- (e) Clauses 40 and 41 in Table A shall not apply to the Company
- (f) At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any Member present in person or by proxy
- (g) Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect made in the Book containing the Minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution
- (h) The demand for a poll may be withdrawn
- (i) Where it is preferable the directors may pass written resolutions, provided the resolution is signed by all directors

PROCEDURE IF A SINGLE MEMBER COMPANY

7. (a) If the membership of the Company falls to one Member, or having had one Member, increases to more than one member an appropriate statement of such event shall together with the date of that event be entered in the register of Members in accordance with Section 352A of the Act

(b) If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting save that this article shall not apply to resolutions passed pursuant to Sections 303 and 391 of the Act. Any decision taken by a Member pursuant to this Article shall be recorded in writing and delivered by that Member to the Company for entry in the Company's Minute Book.

(c) If and for so long as the Company has only one Member and that Member is a director, the Company shall, except as to contracts in the ordinary course of the Company's business, comply with the obligation in Section 322B of the Act to ensure that any contract between the Company and that member is in writing or set out in a memorandum in writing or is recorded in the Minutes of the first Meeting of the Directors following the making of that contract.

PROXIES

8. An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by a director, the secretary or other officer thereof or by its duly appointed attorney or duly authorised representative. Regulation 60 of Table A shall be construed accordingly. The directors may at their discretion treat a copy of a faxed or machine made instrument appointing a proxy as an instrument of proxy. Appointment of a proxy may be accepted by the directors even if the instrument is deposited less than 48 hours before the time appointed for the meeting but this power shall not prevent the directors from requiring 48 hours' notice be given in any particular case. An instrument of proxy may be revoked at any time prior to the commencement of the meeting by notice of revocation given by such means as an instrument of proxy may be given under these Articles. Regulation 62 of Table A shall be construed accordingly.

APPOINTMENT OF DIRECTORS

9. (a) Clause 64 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination the maximum number of Directors shall be ten and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (d) No person shall be appointed a Director at any General Meeting unless either -

(i) he is recommended by the Directors or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force

(g) In any case where as the result of the death of a sole Member of the Company the Company has no Members and no Directors the personal representatives of such deceased Member shall have the right by notice in writing to appoint a person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to paragraph (e) of this Article

QUORUM OF DIRECTORS

10 The Directors may from time to time fix a quorum necessary for the transaction of business at Meetings of the Directors and unless so fixed the quorum shall be two except it shall be one when

(a) the number of Directors is one without contravention of Article 8 hereof, or

(b) the only business of the Meeting is to convene a Meeting of the Members

DELEGATION OF POWERS

11. The following sentence shall be inserted in place of the first sentence of Regulation 72 of Table A

"The directors may delegate any of their powers to any Committee consisting of one or more persons Any Committee shall have the power unless the directors direct otherwise to co-opt as a member or as members of the Committee for any specific purpose any person or persons not being a director or directors of the Company"

BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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

PROCEEDINGS OF DIRECTORS

- 13 (a) A Director may vote, at any Meeting of the Directors or of any committee of the Directors, on any resolution, written or otherwise, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the Meeting

(b) Regulation 88 of Table A shall be amended by substituting for the sentence

"It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom"

the following sentence

"Notice of every meeting of directors shall be given to each director or his alternate director, including directors and alternate directors who may for the time being be absent from the United Kingdom and have given the Company their address outside the United Kingdom"

(c) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company

DIRECTORS AS CORPORATIONS

14. Where a director is a corporation, a director, the secretary or other officer thereof shall be deemed to be a duly authorised representative of that corporation for the purposes of signing any written resolution of directors of the Company

ALTERNATE DIRECTORS

15. (a) A Director may at any time appoint any other person (whether a Director or Member of the Company or not) to act as Alternate Director at any Meeting of the Board at which the Director is not present, and may at any time revoke any such appointment

(b) An Alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company, but shall otherwise be subject to the provisions of these Articles with regard to Directors. An Alternate Director shall subject to his giving to the Company an address at which notices may be served upon him be entitled to receive notices of all Meetings of the Board and to attend and vote as a Director at any such Meeting at which the Director appointing him is not personally present, and generally to perform all the functions, rights, powers and duties of the Director by whom he was appointed (except as regards the power to appoint an Alternate Director)

(c) An Alternate Director shall ipso facto cease to be an Alternate Director if his appointor ceases for any reason to be a Director

(d) When a Director who has been appointed to be an Alternate Director is present at a Meeting of the Board in the absence of his appointor such Alternate Director shall have one vote in addition to his vote as Director

(e) Every appointment and revocation of appointment of an Alternate Director shall be made by instrument in writing under the hand of the Director making or revoking such appointment or by cable, telegram, telex or facsimile or in any other manner approved by the Directors. Any cable, telegram, telex or facsimile shall be confirmed as soon as possible by letter. Such instrument shall only take effect on the service thereof at the registered office of the Company, but may be acted upon by the Company meanwhile

(f) The remuneration of any such Alternate Director shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him

(g) A Director shall not be liable for the acts and default of any Alternate Director appointed by him

(h) An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being, but shall be counted for the purpose of reckoning whether a quorum is present at any Meeting of the Directors attended by him at which he is entitled to vote

TELEPHONIC OR VISUAL COMMUNICATION MEETINGS

16. (a) For the purposes of these Articles any Director who is able (directly or by any form of telephonic or visual communication) to speak and be heard by each of the other Directors present or deemed to be present at any meeting of the Board, shall be deemed to be present at such meeting and shall be entitled to vote or be counted in the quorum accordingly

(b) In determining whether a quorum exists, fixed by or in accordance with Article 9 as that necessary for the transaction of business of the Board, the following shall be counted in the quorum (i) in the case of a resolution agreed by the Board in telephone communication or other form of visual communication, all such Directors, (ii) in the case of a meeting of the Board,

in addition to the Directors present at the meeting any Director in telephonic or other such visual communications with the meeting

(c) The Board, or a committee of the Board, may hold meetings by telephone or other such visual communications, either by conference telephone or visual connection(s) or by a series of telephone or visual conversations. The views of the Board, or a committee of the Board, as ascertained by such telephone or visual conversations and communicated to the chairman shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner, and signed by the chairman, shall be as valid and effectual as if it had been passed at a meeting of the Board (or as the case may be, of that committee) duly convened and held

(d) Such meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is, and the word 'meeting', shall be construed accordingly

THE SEAL

- 17 (a) If the Company has a Seal it shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The obligation under Clause 6 of Table A relating to the Sealing of Share Certificates shall apply only if the Company has a Seal. Clause 101 of Table A shall not apply to the Company

(b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors

TRANSFER OF SHARES

- 18 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company

19. The right to transfer shares is restricted in manner hereinafter provided

(a) A share may be transferred by a Member or other person entitled to transfer to any Member selected by the transferor, but save as provided by Sub-clauses (d) or (f) hereof, no share shall be transferred to a person who is not a member so long as any member is willing to purchase the same at a fair value

(b) Except where the transfer is made pursuant to Sub-clauses (a), (d) or (f) hereof, the person desiring to transfer any share or shares (hereinafter called 'the proposing transferor') shall give written notice (hereinafter called 'a transfer notice') to the Company of such desire. The transfer notice may

include one or more shares and shall have effect as if it were a separate notice in respect of each but may contain a provision that unless all the shares comprised in the transfer notice are sold by the company pursuant to this Clause, none shall be so sold and any such provision shall be binding on the Company. A transfer notice shall constitute the Company agent of the proposing transferor for the sale of the share or shares to any one or more members of the Company willing to purchase the same (hereinafter called 'the purchasing member') at the fair value to be certified in writing by the Company's Auditor, acting as an expert and not as an arbitrator.

(c) If the Company shall find one or more purchasing members within twenty eight days after being served with a transfer notice and shall inform the proposing transferor thereof, the latter shall, upon payment of the fair value in accordance with Sub-clause (b) hereof, be bound to transfer the share or shares to such purchasing members.

(d) If the company shall not, within twenty eight days of being served with a transfer notice, find a purchasing member or members and inform the proposing transferor thereof, the latter shall at any time within three months thereafter be at liberty, subject to sub-clause (g) hereof, to sell and transfer the shares (or such of them as are not placed) to any person at a price not less than that arrived at under sub-clause (b) hereof. Where the proposing transferor wishes to sell and transfer any shares at a price less than as arrived at under sub-clause (b) hereof, provision of sub-clause (e) shall re-apply.

(e) Where, under sub-clause (d), the proposing transferor wishes to sell and transfer shares at a price less than as arrived at under sub-clause (b) hereof, such shares shall be specified in a transfer notice and offered to all members of the company (other than the proposing transferor). Those members wishing to acquire any or part of the shares will be offered shares in such proportions as they may agree to or in the absence of such agreement the shares will be offered in proportion to the existing shareholdings of those members wishing to take further shares, until the total number of shares is allocated, or each purchasing member has been allocated such shares as he is willing to accept.

(f) On the death of a Member any shares registered in the name of such member may be registered in the names of the personal representatives if they shall so notify the Directors that this is required for the administration of the deceased member's estate. The personal representative shall not however dispose of such shares other than pursuant to the terms of sub-clause (a) hereof, unless a 'transfer notice' shall first be given to the Company pursuant to sub-clauses (b), (c), (d) and (e) hereof.

(g) The Directors may refuse to register any transfer of a share

- (i) where the Company has a lien on the share, or
- (ii) where the Directors are of the opinion that it is undesirable to admit the proposed transferee to membership.

But this provision shall not apply where the proposed transferee is already a member nor to a transfer made pursuant to sub-clause (f) hereto.

INDEMNITY

- 20 (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act

(b) Clause 118 in Table A shall not apply to the Company

DIVIDENDS

21. (a) Subject to the provisions of the Act and to paragraphs (d) and (f) below, the Company may by ordinary resolution, upon the recommendations of the Directors, declare a dividend

(b) Subject to paragraph (d) and (f) below, every General Meeting at which a dividend is declared shall, by ordinary resolution, direct that such dividend be paid either in respect of one class of shares to the exclusion of the other class, or in respect both classes of shares

(c) Subject to paragraph (b), (d) and (f), where a dividend is declared in respect both classes of shares, the Company may, by ordinary resolution, differentiate between the classes as to the amount or percentage of the dividend payable, but in default the shares in each such class shall be deemed to rank *pari passu* in all respects as if they constituted one class of shares

(d) Provided always that no dividend shall be declared to any class of shares in circumstances where the Directors recommend that no dividend should be declared nor shall any dividend be declared to any class which exceeds the amount recommended by the Directors in respect of that class

(e) Subject to paragraph (b) above, when paying interim dividends the Directors may make payments to one class of shares to the exclusion of the other classes of shares. When making such payments the Directors may differentiate between the classes as to the amount or percentage of dividend payable. Clauses 102 and 103 in Table A should be read and construed accordingly

(f) Clause 104 of Table A shall not apply. All dividends shall be declared and paid in full on shares then in issue regardless of the amounts paid up on such shares

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Paul Andrew Marsden
Riverside Stables
Drop Lane
Bicket Wood
St Albans
Hertfordshire
AL2 3TX

Signature



Occupation - Recruitment Consultant

Dated

03/09/08

Name, address and description of WITNESS to the above signatures -

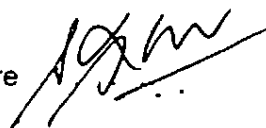
Name -

Shan Shankaranar

Address -

20 Cheyham Way
Sutton
Surrey
SM2 7HX

Signature



Occupation -

Accountant-



12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

twenty Recruitment Limited

I, Simon James Hopkins

of 5 Heath Hurst Road, London NW3 2RU

† 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

Simon J. Hopkins

Declared at

Picton Howell LLP, 1 Procter Street, London WC1V 6PG

Day Month Year

On

03 09 2008

⓪ Please print name

before me ⓪

Elinor Poole

Signed

Elinor Poole

Date

03.09.08

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

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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



10

*Please complete in typescript,
or in bold black capitals.*

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

twenty Recruitment Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

C/o Hopkins Consulting Limited

1 Procter Street

Post town

London

County / Region

UK

Postcode

WC1V 6PG

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for the subscriber(s) of the memorandum
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name and address

☐

Agent's Name

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Address

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Post town

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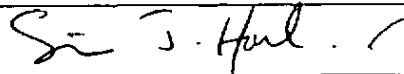
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for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

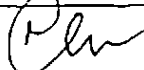
DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name		twenty Recruitment Group Limited	
NAME	*Style / Title	Mr	*Honours etc
Forename(s)		Simon James	
Surname		Hopkins	
Previous forename(s)			
Previous surname(s)			
† 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	Address †	5 Heath Hurst Road	
	Post town	London	
	County / Region	London	Postcode NW3 2RU
	Country	UK	
	I consent to act as secretary of the company named on page 1		
Consent signature			Date 3/09/08

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc
Forename(s)		Paul Andrew	
Surname		Marsden	
Previous forename(s)			
Previous surname(s)			
† 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	Address †	Riverside Stables	
		Drop Lane, Bricket Wood	
	Post town	St Albans	
	County / Region	Hertfordshire	Postcode AL2 3TX
	Country	UK	
Date of birth	Day 2	Month 5	Year 1 1 1 9 6 6
Business occupation		Recruitment Consultant	
Other directorships		AM Medical Ltd	
I consent to act as director of the company named on page 1			
Consent signature			Date 3/09/08

Please list directors in alphabetical order

*Honours etc

Forename(s)

Previous forename(s)

Previous surname(s)

77 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.

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

Signed

Date

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____