

# **FILE COPY**

# CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 6537428

The Registrar of Companies for England and Wales hereby certifies that

# PERFECT MOBILE CRECHE LIMITED

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

Given at Companies House on 18th March 2008



\*N06537428M\*





100461 20

## PRIVATE COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

Of

### PERFECT MOBILE CRECHE



A51 14/03/2008 COMPANIES HOUSE

- 1 The Company's name is PERFECT MOBILE CRECHE Limited
- 2. The Company's registered office is to be situated in England and Wales.
- 3.1 The object of the Company is to carry on business as a general commercial company.
- 3.2 Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-
  - (a) To carry on any other trade or business whatever which can in the opinion of the board of directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
  - (b) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property
  - (c) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patens, patent rights, brevets d'invention, licences, secret processes, trademarks, designs, protections and concessions 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 patens, inventions or rights which the Company may acquire or propose to acquire.
  - (d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in amalgamate with, or enter into partnership or into any arrangement for sharing profits, of for cooperation, or for mutual assistance with any such person, firm or company or for subsidising or otherwise assisting any such person, 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.
- (e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, 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 property and rights of the Company
- (f) To invest and deal with the moneys of the company not immediately required in such manner as any from time to time be determined and to hold or otherwise deal with any investments made.
- (g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and surety ships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (h) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, 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, standard security, lien or security to secure and guarantee the performance by the company of any obligation or liability it may undertake or which may become binding on it.
- (1) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (j) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade 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 calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- (k) To enter into any arrangements with any government or authority (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 or 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.

- (l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite share, stocks, debentures, debenture stocks, bonds, obligations, or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debentures stocks, bonds, obligations or securities issue or guaranteed by any government or authority, municipal, local or otherwise in any part of the world.
- (m) To control, manage, finance, subsidise, coordinate 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.
- (n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- (o) 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 the same.
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts
- (q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company, or 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.

- (s) 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 a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and 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, relatives and dependants; and to set up, children and other 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 let money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (t) If and only to the extend permitted by the Act, 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.
- (u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (v) To procure the Company to be registered or recognised in any part of the world
- (w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them

#### AND so that:

(1) None of the objects set for in any sub-clause of this clause shall be restrictively construed but the widest interpretation shall be given to each such

object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or interference from any other object or objects 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

- (2) None of the sub-clauses of this cause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate Company.
- (3) 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
- (4) 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.
- (5) The liability of the Members is limited.
- (6) The Company' share capital is £1000 divided into 1000 shares of £1 each.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum, and I agree to take the number of shares shown opposite my name.							
Names and addresses of Subscriber	Number of Shares Taken by the Subscriber						
MS BLESSING FREDERICK	One						
Forederick x 111	03108						
Address: 22 ELSFIELD 42 HIGHGATE ROAD LONDON NW5 1NT							
Total Shares taken	One						
Dated 11/03/08							
Witness to the above signature:							
Signature. Howard .							
Name. JOSHUH JOGO							
Address 9 CLIZUBETHUN W	MY						
STANWELL TW1979J							
Occupation BUSINESS CONSULTA	at						

#### PRIVATE COMPANY LIMITED BY SHARES

#### MEMORANDUM OF ASSOCIATION

#### Of

#### PERFECT MOBILE CRECHE

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- 2. The Company's registered office is to be situated in England and Wales.
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- 3.2 Without prejudice to the generality of the object and the powers of the Company derived from Section 3A of the Act the Company has power to do all or any of the following things:-
  - (a) To carry on any other trade or business whatever which can in the opinion of the board of directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company
  - (b) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
  - (c) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patens, patent rights, brevets d'invention, licences, secret processes, trademarks, designs, protections and concessions 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 patens, inventions or rights which the Company may acquire or propose to acquire
  - (d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in amalgamate with, or enter into partnership or into any arrangement for sharing profits, of for cooperation, or for mutual assistance with any such person, firm or company or for subsidising or otherwise assisting any such person, 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
- (e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, 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 property and rights of the Company.
- (f) To invest and deal with the moneys of the company not immediately required in such manner as any from time to time be determined and to hold or otherwise deal with any investments made
- (g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and surety ships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (h) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, 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, standard security, lien or security to secure and guarantee the performance by the company of any obligation or liability it may undertake or which may become binding on it.
- (i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments
- (j) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade 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 calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (k) To enter into any arrangements with any government or authority (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 or 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.

- (1) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite share, stocks, debentures, debenture stocks, bonds, obligations, or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debentures stocks, bonds, obligations or securities issue or guaranteed by any government or authority, municipal, local or otherwise in any part of the world.
- (m) To control, manage, finance, subsidise, coordinate 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
- (n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (o) 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 the same
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts
- (q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the company, or 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.

- (s) 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 a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and 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, 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 let money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
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- (u) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (v) To procure the Company to be registered or recognised in any part of the world
- (w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
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- (5) The liability of the Members is limited.
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I, the subscriber to this Memorandum of Association, wish to be formed into Company pursuant to this Memorandum; and I agree to take the number of shar shown opposite my name.								
Names and addresses of Subscriber	Number of Shares Taken by the Subscriber							
MS BLESSING FREDERICK	One							
Brederick x 111	03/08							
Address 22 ELSFIELD 42 HIGHGATE ROAD LONDON NW5 1NT								
Total Shares taken	One							
Dated ///03/05								
Witness to the above signature:								
Signature A Deay								
Name JOSHUH JOGO								
Address 9 ELIZA BETHAN h	MY							
SUANWELL TWIG 79J	-							
Occupation BusiNESS CONSUL	TANT							



Please complete in typescript, or in bold black capitals.

**Declaration on application for registration** 

or in bold black capitals.	
CHWP000	
Company Name in full	PERFECT MOBILE CRECHE LIMITED
l, of	BLESSING FREPERICK 22 ELSPIELD, 42 HIGH RATE ROAD
l'Ptease 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	Brederick
Declared a	JE SOLICITORS
On Please print name before me 0	14A NORTH END ROAD GOLDERS GREEN LONDON
Signed	Date 11 / 03 /2008
You do not have to give any containformation in the box opposite but if you do, it will help Companies House to contact you if there is a	
query on the form. The contact information that you give will be visible to searchers of the public record.	DX number Golden DX exchange
Companies House receipt date barcode  This form has been provided free of charge by Companies House.	When you have completed and signed the form please send it to the Registrar of Companies at
Form revised 10/03	or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland  DX 235 Edinburgh or LP - 4 Edinburgh 2



# Companies House

for the record

Please complete in typescript, or in bold black capitals. CHWP000	registered office	ind intend	led situation of				
Notes on completion appear on final page							
Company Name in full	PERFECT MOBILE CRECHE LIMITED						
Proposed Registered Office	22 ELSFIELD 42 HIGHGATE ROAD						
(PO Box numbers only, are not acceptable)	ple)						
Post town	LONDON						
County / Region	GREATER LONDON	Postcode	NW5 1NT				
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	MR JOSHUA JOGO						
Address	9 ELIZABETHAN WAY						
	STANWELL						
Post town	STAINES						
County / Region	MIDDLESEX	Postcode	TWI9 7QJ				
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 query on the form. The contact information that you give will be visible to searchers of the public record.	DX number 33809 DX exchange Golder Green						
Companies House receipt date barcode  This form has been provided free of charge	When you have completed and signed Registrar of Companies at		/				

v 10/03

by Companies House

Registrar of Companies at

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

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)

•	C	Company name	PERFECT MOBILE CRECHE LIMITED					
	NAME	*Style / Title	MISS	*Honou	ırs etc			
* Voluntary details		Forename(s)	TINA					
		Surname	OKORJI					
	Previo	us forename(s)						
** Tick this box if the	Previo	ous surname(s)						
address shown is a service address for the beneficiary of a	Addı	ress #	40 ROWLEY WAY					
Confidentiality Order granted under section 723B of the	,		SWISS COTTAGE					
Companies Act 1985 otherwise, give your		Post town	LONDON					
usual residential address In the case of a corporation or	C	County / Region	GREATER LONDON		Postcode	NW8 0SH		
Scottish firm, give the registered or principa office address.		Country	UNITED KINGDOM					
omos audress.			I consent to act as secretary of the company named on page 1					
Di-nata-na		nt signature	x Maj		Date	11-03-5008		
Directors (see r		tical order	· <b>V</b>					
	NAME	*Style / Title	MS	*Honou	urs etc			
		Forename(s)	BLESSING					
		Surname	FREDERICK					
	Previo	us forename(s)						
<sup>††</sup> Tick this box if the	Previo	ous surname(s)						
address shown is a service address for the	Addre	ess # :	22 ELSFIELD 42 HIGHGATE ROAD					
beneficiary of a Confidentiality Order granted under section								
723B of the Companies Act 1985 otherwise,	Post town		LONDON					
give your usual residential address In the case of a	•	County / Region	GREATER LONDON		Postcode	NW5 1NT		
corporation or Scottish firm, give the registered or principal	•	Country	UNITED KINGDOM					
office address			Day Month Year					
	Date of I	birth	0 3 0 4 1 9 7 8 Nationality BRITISH					
	Busines	s occupation	CONSULTANT					
	Other di	rectorships	NONE					
			I consent to act as director of the company named on page 1					
	Conse	nt signature	X Bredorick		Date	11-03-2008		

, 🖍												
Directors (see no Please list directors in		order										
	=	'Style / Title					*Hono	urs etc				
* Voluntary details	F	orename(s)						<del>_</del> _				
		Surname								· · · · · · · · · · · · · · · · · · ·		
	Previous	forename(s)		<del> </del>	<u> </u>							
	Previous surname(s)						······					
17 Tick this box if the address shown is a	Address <sup>††</sup>											
service address for the beneficiary of a Confidentiality Order							<del>-, , , , , , , , , , , , , , , , , , , </del>					
granted under section 723B of the Companies Act 1985 otherwise,		Post town							1-		<del></del>	
give your usual residential address. In	Cou	nty / Region				·		Postcoo	le			
the case of a corporation or Scottish firm, give the		Country				· ·						<del></del>
registered or principal office address.	Date of birth		Day N	/lonth	Yea	r						
							Natio	nality				· · · · · · · · · · · · · · · · · · ·
I	Business occupation											
Other directorships									·			
			I consent	to act a	as direct	or of th	e comp	any nam		age 1		
•	Consent	signature						Date				· · · · · · · · · · · · · · · · · · ·
				•••								
This section n	her an	Signed	H	lde	Mgr	)		Date	u-	-03	-200	8
agent on behi		Signed						Date				
subscribers (i.e those who	signed	Signed	L					Date				
as members of	on the	Signed						Jale				
association).	1 01	Signed	<u></u>					Date				
		Signed						Date				

Date

Date

Signed

Signed