

File Copy



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7703698

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

HEATWAVE INTERACTIVE 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 13th July 2011



N07703698R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

The above information was communicated by electronic means and authenticated by the Registrar of Companies under Section 1115 of the Companies Act 2006



Companies House
— for the record —

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 13/07/2011



X6G7NVS0

*Company Name
in full:* **HEATWAVE INTERACTIVE LIMITED**

Company Type: **Private limited by shares**

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

*Proposed Register
Office Address:* **17 BURLINGTON STREET
BATH
UNITED KINGDOM
BA1 2SB**

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

Proposed Officers

Company Secretary 1

Type: **Person**

Full forename(s): **MR MICHAEL THAD**

Surname: **GIBSON**

Former names:

Service Address recorded as Company's registered office

Consented to Act: **Y** *Date authorised:* **13/07/2011** *Authenticated:* **YES**

Company Director **1**

Type: **Person**
Full forename(s): **MR MICHAEL THAD**

Surname: **GIBSON**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **USA**

Date of Birth: **19/01/1957** *Nationality:* **USA**

Occupation: **COMPANY EXECUTIVE**

Consented to Act: **Y** *Date authorised:* **13/07/2011** *Authenticated:* **YES**

Company Director **2**

Type: **Person**
Full forename(s): **MR ANTHONY**

Surname: **CASTORO**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **USA**

Date of Birth: **21/01/1974** *Nationality:* **USA**

Occupation: **COMPANY EXECUTIVE**

Consented to Act: **Y** *Date authorised:* **13/07/2011** *Authenticated:* **YES**

Statement of Capital (Share Capital)

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

Prescribed particulars

ORDINARY SHARES HAVE FULL RIGHTS IN THE COMPANY WITH RESPECT TO VOTING, DIVIDENDS AND DISTRIBUTIONS

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	1
		<i>Total aggregate nominal value</i>	1

Initial Shareholdings

Name: HEATWAVE INTERACTIVE INC

<i>Address:</i>	TOWER OF THE HILLS 13809 RESEARCH BOULEVARD SUITE B - 400 AUSTIN TEXAS USA TX 78750	<i>Class of share:</i>	ORDINARY
		<i>Number of shares:</i>	1
		<i>Currency:</i>	GBP
		<i>Nominal value of each share:</i>	1
		<i>Amount unpaid:</i>	0
		<i>Amount paid:</i>	1

Statement of Compliance

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

Name: HEATWAVE INTERACTIVE

Authenticated: INC
YES

Authorisation

Authoriser Designation: subscriber

Authenticated: Yes

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of HEATWAVE INTERACTIVE 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
Heatwave Interactive Inc	Authenticated Electronically

Dated: 13/07/2011