

New Providence

THE COMPANIES ACT, 1992

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ATAVUS GROUP COMPANY LIMITED

BRIDGEWATER LEGAL ADVOCATES
INSPIRATION ROAD #30
IMPERIAL PARK
NASSAU, BAHAMAS




COMMONWEALTH OF THE BAHAMAS

Registrar General's Department

I certify the foregoing
to be a true and correct copy
of the document filed in the office.

ATAVUS GROUP LIMITED




JACINDA P. BUTLER
Registrar General
15th February 2013

Authentication Number: UHuTUIJZ4

You may verify this certificate online at www.bahamas.gov.bs/rgd

BUSINESS CONTROL NUMBER: 103610
LICENSE NUMBER: 15 00116284
MINISTRY OF FINANCE

FORM C
(Regulation 3)

BUSINESS LICENCE
(issued under Business Licence Act, 2010)

Pursuant to section 4 of The Business Licence Act, 2010

ATAVUS GROUP LIMITED

is hereby granted a licence to

practice/carry on the profession/occupation/business at: #9 BALFOUR COURT, GOLDEN ISLES

NASSAU NP BAHAMAS .

TRADING NAME: ATAVUS GROUP LIMITED

subject to the terms and conditions specified in that Act and subject also the special terms and conditions following, that is to say:-

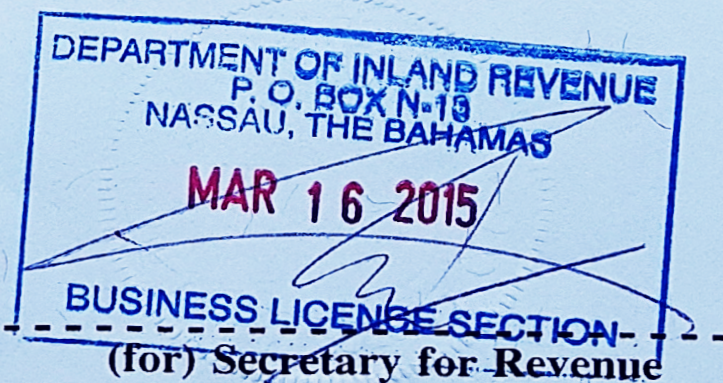
- *the Licensee has paid the business licence tax as assessed*
- *the Licensee has maintained the pre-required certification by other government and regulatory agencies*

NATURE OF BUSINESS: HOME-BASED SERVICES (BY PHONE ORDER ONLY)
MANAGEMENT SERVICES
A POINT OF CONTACT ONLY

Granted this 16TH MARCH, 2015

By and with the authority of the Secretary for Revenue

THIS LICENSE EXPIRES
DECEMBER 31, 2015
LICENCE VALID THROUGH
JANUARY 31, 2016





CERTIFICATE OF INCUMBENCY

ATAVUS GROUP LIMITED

I, Lavern Richards, Secretary of ATAVUS GROUP LIMITED, a company (hereinafter "Company"), hereby certifies as follows:

1. That I am the duly elected, qualified and acting Secretary of the "Company" and I am charged with maintaining the records, minutes and seal of the "Company".
2. The Company was duly incorporated in the Commonwealth of The Bahamas under the provisions of The Companies Act, 1992 on the 14th February 2013 with registration #61391 C and remains in good standing with all fees paid up.
3. That pursuant to the "Company's By-Laws, as amended, the following named persons were designated and appointed to the offices indicated below, and that said persons do continue to hold such offices at this time, and the signatures set forth opposite the names are genuine signatures.

NAME – TITLE - SIGNATURE

Carlos Foulkes; Chairman / Chief Executive Officer

Dominic Richards; Director / Chief Operating Officer

Tecoyo Bridgewater; Director / Legal Council

Demarco Gibson; Director

4. That pursuant to the "Company's By-Laws, as amended, the undersigned has the power and authority to execute this certificate on behalf of the "Company" and that he/she has so executed this certificate and set the seal of the "Company" this 13th day of February 2013.

Signature:

Executive Secretary

(SEAL): _____



Atavus Group Ltd.

Advancing the Entertainment Experience™

COMMONWEALTH OF THE BAHAMAS

New Providence

THE COMPANIES ACT, 1992

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

ATAVUS GROUP LIMITED

BRIDGEWATER LEGAL ADVOCATES
INSPIRATION ROAD #30
IMPERIAL PARK
NASSAU, BAHAMAS

COMMONWEALTH OF THE BAHAMAS

New Providence

THE COMPANIES ACT, 1992

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ATAVUS GROUP LIMITED

**BRIDGEWATER LEGAL ADVOCATES
INSPIRATION ROAD #30
IMPERIAL PARK
NASSAU, BAHAMAS**



Commonwealth of The Bahamas

THE COMPANIES ACT 1992

Certificate of Incorporation

No. 61391 C

I, JACINDA P. BUTLER, Registrar General for The Commonwealth of The Bahamas,
do hereby certify that a Memorandum of Association of

ATAVUS GROUP LIMITED

has this day been registered in my office under the provisions of the Companies Act 1992. Whereby
the said Parties have become and are an incorporated Company under the name and style of

ATAVUS GROUP LIMITED

And I further certify that the Liability of the said Company is Limited.

Given under my hand and seal of office at the City of Nassau the 15th day of February, 2013.

Given under my hand and seal
At Nassau in the Commonwealth
of The Bahamas.

Authentication Code: tA57jU4L



Registrar General



THE NATIONAL INSURANCE ACT, 1972

Notification of Registration of Employer/Self Employed

ATAVUS GROUP LIMITED (Name of Employer/Self Employed)

Registration Number

P.O. BOX AP-59057 (P.O. Box No.)

100034085

BAHAMAR DRIVE (Address)

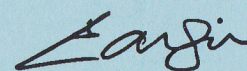
Industrial Classification Code

242-361-3350 (Telephone No.)

9414

18 February, 2013 (Starting Date)

CARLOS FOULKES (Contact Person/Owner)

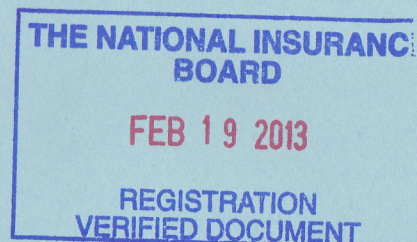
Signed: 

Director
National Insurance Board

The registration number allotted to you for National Insurance Purpose's is entered above. This number must be quoted whenever National Insurance Contributions are paid and on all correspondence with the National Insurance Board.

Date: 19 February, 2013

Form R-2



STATUTORY DECLARATION

Pursuant to Section 3 (3) of the Companies Act, 1992

TO: The Registrar General
The Registrar General's Department
Nassau, Bahamas

Re: ATAVUS GROUP LIMITED

I, **DONOVAN L GIBSON**, a Counsel and Attorney of the Supreme Court of the Commonwealth of The Bahamas pursuant to the provisions of The Legal Profession Act of the Statute Laws of The Bahamas pursuant to Section 3 (2) of the Companies Act, 1992 that to the best of my knowledge and belief no signatory to the Memorandum of Association ATAVUS GROUP LIMITED is an individual who:-

- (a) is under the age of majority;
- (b) has been found to be unsound mind by a tribunal in The Bahamas or elsewhere; or
- (c) is an undischarged bankrupt.

SWORN at Nassau, Bahamas)

This.....^{14th} day of February A.D.,

2013.

).....

Before me,


NOTARY PUBLIC



STATUTORY DECLARATION

Pursuant to Section 10 (2) of The Companies Act, 1992

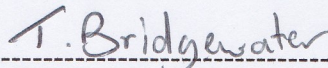
TAKE NOTICE that **TECOYO O. BRIDGEWATER, CARLOS S. FOULKES, DEMARCO M. GIBSON, SINTOL T. SMITH, AND DOMINIC D. RICHARDS** adopt the First Schedule to the Companies Act, 1992 as the Articles of Association **ATAVUS GROUP COMPANY LIMITED** with the following modifications:

By the insertion of the following clauses immediately following Article 83(3):

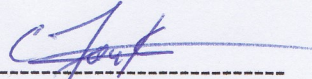
- (4) When a resolution in writing is signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors:-
 - (a) The resolution shall be valid as if it has been passed at a meeting of directors or a committee of directors; and
 - (b) The resolution shall satisfy all the requirements of these Articles relating to meetings of directors or committee or directors.
- (5) (a) A director may if all the directors of the company consent, participate in a meeting of directors of the company or of a committee of the directors by means of a telephone or such other communication facilities that permit all persons participating in the meeting to hear each other and recognize each other's voice.

- (b) A director who participates in a meeting of directors by such means as are described in (a) shall be for the purposes of these Articles present at the meeting.

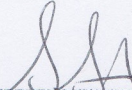
Dated the.....day of February A.D., 2013



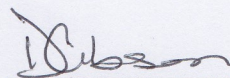
TECOYO BRIDGEWATER
Nassau Bahamas



CARLOS FOULKES
Nassau, Bahamas



SINTOL SMITH
Nassau, Bahamas




DEMARCO GIBSON
Nassau, Bahamas



DOMINIC RICHARDS
Nassau, Bahamas

Witness to the above-mentioned signatures:



1. The name of the Company is **ATAVUS GROUP LIMITED**

REGISTERED OFFICE

2. The Registered Office of the Company will be situated at Bridgewater Legal Advocates Inspiration Rd #30, Imperial Park, P.O. Box AP59057, Nassau, Bahamas.

OBJECTS, CAPACITY AND POWERS

3. The objects or purpose for which the company is established is to engage in any act or activity that is not prohibited under any law for the time being in force in the Commonwealth of The Bahamas.
The Company shall have the capacity and all the rights, powers and privileges of an individual of full capacity.

LIABILITY OF MEMBERS

4. The liability of the members is limited.

AUTHORISED CAPITAL

5. The share capital of the Company is Two Hundred & Sixty Thousand Bahamian Dollars (B\$260,000.00) divided into two million (2,000,000) shares of the par value of (B\$0.13) Bahamian Dollar each.

Capitalization Table at Start-Up					
Founder's Name	Declared Value of Investment by Founders	Owners' equity by Cash	Initial Shares Taken	Adjusted Equity by Shares	Adjusted % Equity by Shares
Carlos Foulkes	\$100,000.00	38.46%	192,307.69	222,307.69	41.94%
Tecoyo Bridgewater	\$125,000.00	48.08%	240,384.62	240,384.62	45.36%
Demarco Gibson	\$20,000.00	7.69%	38,461.54	38,461.54	7.26%
Dominic Richards	\$5,000.00	1.92%	9,615.38	9,615.38	1.81%
Sintol Smith	\$10,000.00	3.85%	19,230.77	19,230.77	3.63%
Total Owners Equity	\$260,000.00	100.00%	500,000	530,000.00	100.00%
Authorized Shares	2,000,000				
Issued Shares to Founders	500,000				
Shares Issued for Past Contributions	30,000	Carlos Foulkes			
Employee Options Pool	100,000				
Share Warrants Issued	170,000				
Common Shares Available	300,000				
Preferred Shares Available	400,000				
Total Shares Issued	1,500,000				
Unissued Shares	500,000				

SUBSCRIBERS

6. The number of shareholders being the signatories to this Memorandum and subscribing for shares hereunder shall be five (5), who hereby subscribe for various amounts of ordinary shares totaling 530,000, as indicated in the capitalization table above, each share having an adjusted par value of (B\$0.49) Bahamian Dollars and such shares having an aggregate value of Two Hundred & Sixty Thousand Bahamian Dollars (B\$260,000.00)

COMMONWEALTH OF THE BAHAMAS

New Providence

I, **DONOVAN L. GIBSON** of the Southern District of the Island of New Providence one of the Islands of the Commonwealth of The Bahamas, make Oath and say that I was present and saw **TECOYO O. BRIDGEWATER, CARLOS S. FOULKES, DEMARCO M. GIBSON, SINTOL T. SMITH, AND DOMINIC D. RICHARDS** of the Eastern and Western District of the Island of New Providence one of the islands of the Commonwealth of The Bahamas, subscribe their names to the foregoing Memorandum of Association and Statutory Declaration by signing their names as thereto for the purposes therein mentioned and that I subscribed my name as the witness to the due execution thereof and that the contents of this Affidavit are correct and true.

SWORN at Nassau, Bahamas)

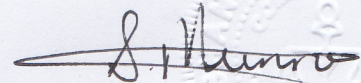
This.....day of February A.D.,)

2013.

.....)

Before me,

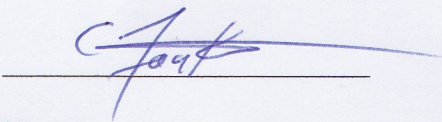
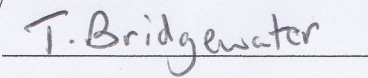

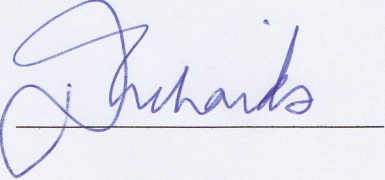
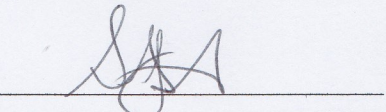
NOTARY PUBLIC



PRIVATE COMPANY

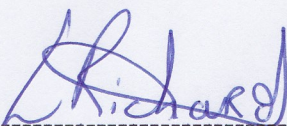
7. The Company shall be a Private Company and accordingly no shares, nor any class of shares of the company shall be offered to the public for subscription.

We, the several persons whose names and addresses 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:-

Name, Addresses and Descriptions of Subscribers	Number of Shares Taken by each Subscriber
CARLOS FOULKES Businessman Nassau, Bahamas 	222,307.69 Share
TECOYO BRIDGEWATER Attorney & Counsel at Law Nassau, Bahamas 	240,384.62 Share
DEMARCO GIBSON Businessman Nassau, Bahamas 	38,461.54 Share
DOMINIC RICHARDS Businessman Nassau, Bahamas 	9,615.38 Share
SINTOL SMITH Businessman Nassau, Bahamas 	19,230.77 Share
<hr/>	
Total Number of Shares Taken	530,000 Shares

AS WITNESS our hands this ^{14th}.....day of February, A.D., 2013

Witness to the above signatures:-



Witness



ATAVUS GROUP LIMITED

COMPANY NAME: 61391 C

STATEMENT of RETURN

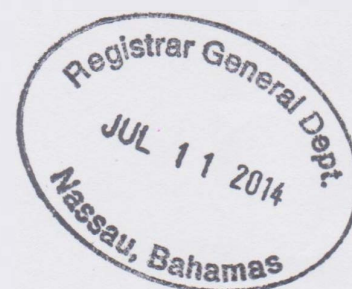
Made up to the 1st May 2014 or the first ordinary general meeting in 2014 showing the following particulars:

Members Name	Address	Occupation	Equity by Shares
Carlos Foulkes	Nassau Bahamas	Manager	266,891
Tecoyo Bridgewater	Nassau Bahamas	Attorney	347,554
Demarco Gibson	Nassau Bahamas	Manager	51,111
Dominic Richards	Nassau Bahamas	Manager	204,444
Werner Brummund	Nassau Bahamas	Retired	525,000
Khalil Braithwaite	Nassau Bahamas	Manager	60,000

Amount of Capital:	\$960,871
Number of shares into which capital is divided:	1,500,000
Number of shares taken from commencement to date:	1,455,000
Total amount of shares forfeited:	0
Registered number of the company	61391 C

Persons who ceased to be members since last return was made

Members Name	Address	Occupation	Equity by Shares
N/A	N/A	N/A	N/A



Atavus Group Ltd.

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Registrar showing the names, addresses and occupation of the Board of Directors

Director's Name	Address	Occupation	Position Held
Carlos Foulkes	Nassau Bahamas	Manager	Chairman
Dominic Richards	Nassau Bahamas	Manager	Director
Tecoyo Bridgewater	Nassau Bahamas	Attorney	Director
Demarco Gibson	Nassau Bahamas	Manager	Director

Registrar showing the names of, addresses of and position held by officers

Officers Name	Address	Position Held
Carlos Foulkes	Nassau Bahamas	Chief Executive Officer
Dominic Richards	Nassau Bahamas	Chief Operating Officer
Lavern Richards	Nassau Bahamas	Executive Secretary

Dated this 3rd March 2013

Secretary

Company Seal



Atavus Group Ltd.

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