

COMMONWEALTH OF THE BAHAMAS

New Providence

THE COMPANIES ACT, 1992

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SHOWCASE ENTERTAINMENT LIMITED.

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

COMMONWEALTH OF THE BAHAMAS

New Providence

STATUTORY DECLARATION

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

TAKE NOTICE that **ATAVUS GROUP LIMITED** adopted the First Schedule to the Companies Act, 1992 as the Articles of Association for **SHOWCASE ENTERTAINMENT LIMITED** with the following modifications:

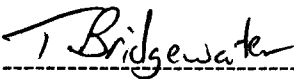
By the insertion of the following clauses immediately following Article 83(3):

- (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.

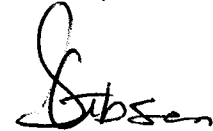
- (b) A director who participates in a meeting of directors by such means as are described in (a) shall be for the purposes of these Articles present at the meeting.

Dated the...^{12th}...day of December A.D., 2013

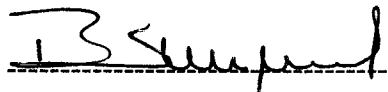
ATAVUS GROUP LIMITED
Nassau, Bahamas



TECOYO BRIDGEWATER
Nassau, Bahamas



DEMARCO GIBSON
Nassau, Bahamas



WERNER BRUMMUND
Paradise Island, Bahamas



CARLOS FOULKES
Nassau, Bahamas



DOMINIC RICHARDS
Nassau, Bahamas



KHALIL BRAITHWAITE
Nassau, Bahamas

Witness to the above-mentioned signatures:



COMMONWEALTH OF THE BAHAMAS

New Providence

THE COMPANIES ACT, 1992

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

SHOWCASE ENTERTAINMENT LIMITED.

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

STATUTORY DECLARATION

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

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

Re: SHOWCASE ENTERTAINMENT LIMITED.

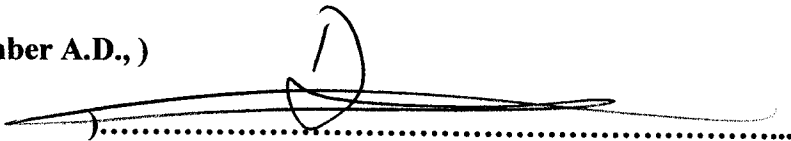
I, **DONOVAN L. GIBSON**, a Counsel and Attorney of the Supreme Court of the Commonwealth of The Bahamas pursuant to the provisions of The Legal Profession Act of the Statute Laws of The Bahamas pursuant to Section 3 (2) of the Companies Act, 1992, make oath and say that to the best of my knowledge and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

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

SWORN at Nassau, Bahamas)

This.....^{12th} day of December A.D.,)

2013.


.....

Before me,


NOTARY PUBLIC

COMMONWEALTH OF THE BAHAMAS

New Providence

I, **DONOVAN L. GIBSON** of the Eastern 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 the **ATAVUS GROUP LIMITED, CARLOS S. FOULKES, TECOYO BRIDGEWATER, DOMINIC RICHARDS, DEMARCO GIBSON, KHALIL BRAITHWAITE** and **WERNER BRUMMUND** of the Islands of New Providence and Paradise Island, Islands of the Commonwealth of The Bahamas, sign/seal to the foregoing Memorandum of Association and Statutory Declaration by signing/sealing their names 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....^{25th} day of December A.D.,)

2013.).....

Before me,


NOTARY PUBLIC

1. The name of the Company is **SHOWCASE ENTERTAINMENT 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 Five Thousand Bahamian Dollars (B\$5,000.00) divided into Five Thousand (5,000) shares of the par value of One Bahamian Dollar (B\$1.00) each.

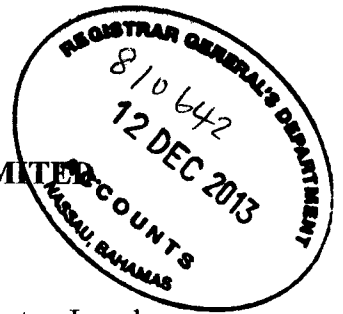
SUBSCRIBERS

6. The number of shareholders being the signatories to this Memorandum and subscribing for shares hereunder shall be seven(7), who hereby subscribe for not less than one share each, each share having a par value of One Bahamian Dollar (B\$1.00),

PRIVATE COMPANY

7. The Company shall be a Private Company and accordingly no shares of any class 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:-



Govt Stamp Duty Paid
Amount <u>\$100.00</u>
Receipt <u>167605</u>
Date <u>12/12/13</u>
Treasurer <u>[Signature]</u>

Name, Addresses and Descriptions of Subscribers	Number of Shares Taken by each Subscriber
ATAVUS GROUP LIMITED Company Nassau, Bahamas	4994 shares
CARLOS FOULKES Businessman Nassau, Bahamas	1 Share
TECOYO BRIDGEWATER Attorney & Counsel at Law Nassau, Bahamas	1 Share
DEMARCO GIBSON Businessman Nassau, Bahamas	1 Share
DOMINIC RICHARDS Businessman Nassau, Bahamas	1 Share
KHALIL BRAITHWAITE Businessman Nassau, Bahamas	1 Share
WERNER BRUMMUND Businessman Paradise Island, Bahamas	1 Share
<hr style="border-top: 1px dashed black;"/>	
Total Number of Shares Taken	5000 Shares

AS WITNESS our hands this... ^{12th}... day of December, A.D., 2013

Witness to the above signatures:-



Witness



Commonwealth of The Bahamas

THE COMPANIES ACT 1992

Certificate of Incorporation

No. 62186 C

I, **DEIRDRE CLARKE-MAYCOCK**, Acting Registrar General for The Commonwealth of The Bahamas,
do hereby certify that a Memorandum of Association of

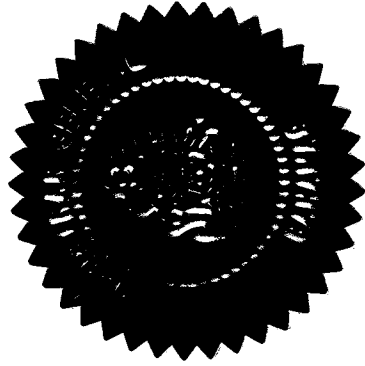
SHOWCASE ENTERTAINMENT LIMITED

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

SHOWCASE ENTERTAINMENT 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 12th day of December, 2013.



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

Authentication Code: HNDthbft

D Maycock

Acting Registrar General