

COMPANIES LAW (CAP. 113)

COMPANY OF LIMITED LIABILITY BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF THE

COMPANY

UMIUM LTD

**MICHAEL CHAMBERS & Co. LLC
25 VOUKOURESTIOU STREET
NEPTUNE HOUSE, 1st FLOOR, Office 11
3045, LIMASSOL
CYPRUS**

COMPANIES LAW, CAP. 113

(Private Company of Limited Liability by Shares)

MEMORANDUM OF ASSOCIATION

OF THE COMPANY

UMIUM LTD

1. The name of the Company is: **UMIUM LTD**

2. The registered office of the Company shall be in Cyprus.

3. The objects for which the Company is established are:

1.(a) To carry on the business of an Investment Company and to carry on the business of an Investor and to acquire and hold shares, debentures, securities, debenture stock, obligations and bonds guaranteed or not by any Government or Public Organization or Public Authority in any part of the world. To acquire any such shares, debentures, debenture stock, bonds, bills, obligations or securities by original subscription, contract, tender, purchase, exchange or in any other way and whether or not fully paid and to subscribe for the same subject to any terms and conditions as may be thought fit. To exercise and enforce all the rights and powers derived or emanating from the ownership of any such shares, stock, debentures, debenture stock, bonds, bills, obligations or securities and to grant administrative and other executive, supervisory and advisory services to or in relation to any company in which the Company has interest under any terms as the Company may think fit.

(b) To carry on the business of software development, internet advertising, internet marketing, online payment systems and e-commerce business in general.

2. To carry on the business of merchants manufacturers, converters retail and whole sale merchants importers, exporters, providers distributors, buyers and sellers and to import, export and generally to trade in all kinds of goods, products and food either by wholesale or retail in any country of the world. To construct, trade, manufacture, purchase, lease, sell, resell, exchange, circulate and distribute, industrial, electronic, electrical, agricultural and appliances of any kind, machinery, spare parts, tools and equipment, merchandise, products and objects of any kind.

3. To construct, operate, exploit and dispose of warehouses, shops, storage places, offices, kiosks, hotels, tourist lodgings, apartments, restaurants, pubs and places of entertainment.
4. To establish, install, operate and exploit industrial units, factories and workshops for the production, manufacture, processing, alteration, conversion, recycling, repair of products, merchandise and articles of any kind and description.
5. To accept deposits of money with or without interest and to render advances or loans to any person or company and under terms the company may think fit.
6. To purchase or otherwise acquire, and to sell, exchange, surrender, lease, mortgage, charge, convert, use and dispose of, any property movable and immovable and rights, and in particular, mortgages, debentures, concessions, options, contracts, patents, annuities, licenses, share capital, stocks, shares, bonds, privileges, policies, debts, and choses in action of all kinds.
7. To erect, furnish, decorate, and operate, hotels, tourist lodgings, houses, flats, shops and buildings of every kind and description.
8. To divide land into building sites and to construct roads, bridges, pavements, buildings, airports, runways, reservoirs, ports, playgrounds and constructions of every kind and description.
9. To participate in any international or national competitions and to prepare and submit tenders, plans, studies, projects and assessments and to enter into contracts with any government, state, republic, authorities, organizations, companies, partnerships and persons.
10. To employ for the Company or for the account of third parties, to supply or to secure the supply of specialized and non-specialised personnel and labourers, for work of any nature and for the requirements of companies, or of persons in any country and also to offer services, including consultancy services, for the employment of personnel and labourers.
11. To carry on the business of an investor and to acquire and hold shares, debentures, debenture stock, bonds, obligations and securities issued or not or guaranteed or not by any Government or public body or public authority in any part of the world, to acquire any such shares, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase exchange or otherwise and whether or not fully paid, and to subscribe for the same subject to such terms and conditions as may be thought fit; and to exercise and enforce all rights and powers conferred by or incidental to the ownership of any such shares, stocks, debentures, debenture stocks, notes, bills, obligations or securities.
12. To borrow money or to receive money and to repay and secure any debt or obligation of the company and in particular by debentures, debenture stock (perpetual or terminable) mortgages or other securities

or changes on the undertaking or any property or assets of the company (present or future) including its uncalled capital.

13. To draw, accept, indorse, discount, deal with and purchase, sell and trade in and execute promissory notes, bills of exchange, cheques, and other transferable instruments of any kind.
14. To carry on business as business consultants, market research consultants, business transfer agents, providers of technical aid and sales promotion assistance of all kinds, as valuers and estate agents, and Commission Agents to act as intermediaries in the introduction of sellers, purchasers, partners and employees.
15. To carry on, either alone or jointly with others in any part of the world, the work or business of managers, administrators, general or specialized consultants, financial analysts, assessors, adjusters, valuers, experts, specialists, inspectors, supervisors, statisticians and advertisers in connection with or in relation to any industry, trade, business or undertaking. To act in the capacity of trustee, executor, commissioner, administrator of estate, treasurer, manager, secretary or receiver or attorney and generally to undertake, execute and fulfill any trust or to act in any capacity based on trust and confidence.
16. To promote businesses and to train, lend money to and assist and control any Companies, clubs, businesses or undertakings of every nature.
17. To acquire, maintain, supervise and operate workshops and research centers as well as factories and workshops for the manufacture and processing of products of every kind and description.
18. To acquire by purchase or otherwise and hold as an investment or otherwise designs, trade marks, patents, rights on patents or inventions, trade names or rights of mental ownership or trade secrets and to grant licenses for their use if the Company considers such rights useful for the Company's purposes.
19. To carry on any kind of business connected with catering of hotels, tourist transport, recreation journeys and entertainment.
20. To secure the registration or recognition of the Company in any country or place and to establish or appoint local representatives or Branches for the carrying on of its business and the performance of the function of the secretary, director or treasurer of any other company.
21. To participate in the management, supervision and control of any business or work of any company or group of companies and for this purpose to appoint and remunerate any directors, managers, accountants, experts, agents or other representatives.
22. To amalgamate or to enter into partnership or joint venture or other agreement with any other company or enterprise which either in part or as a whole has objects similar to those of the Company.

23. To establish in any part of the world sub-agencies, divisional offices, branches, agencies and local councils for the carrying on of the business of the Company.
24. To acquire either in part or as a whole the property or the obligations of any person or persons, legal or natural and of any description, so long as the Company deems them capable of promoting its business and contribute to its success.
25. To enter into contracts, agreements and arrangements with other company, person or persons, legal or natural and of whatever description, and to carry on their behalf any kind of business connected with the objects of the Company.
26. To vest in any immovable or movable property, rights, or interests acquired by or belonging to the Company in any person, firm or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
27. To enter into partnership or any other arrangements for participation in profits or interests and the co-operation, joint venture, mutual concession or otherwise with any other person, legal or natural or with other enterprises carrying on business or commercial transactions capable of being directly or indirectly beneficial to the Company.
28. To invest and manage the capital and monies of the Company in such shares or other investment, mortgages or pledges as it would be deemed fit as well as to subscribe for, take, buy or otherwise acquire and possess shares or other interests in other companies or their debentures or other securities.
29. To remunerate any person or firm rendering services to the Company or working in the Company either by payment of money or by the issue of shares as fully or partly paid up or by granting a dividend or interest in the profits of the Company.
30. To grant loans or advance money to such persons and under such conditions as it would be deemed advisable and particularly to its members, to customers and persons dealing with the Company.
31. To guarantee the payment of any debt and the performance or execution of any contract or obligation of any company, partnership or person and to execute, sign, seal, and deliver indemnity contracts, either with or without security on any of the assets of the Company.
32. To purchase, lease or acquire by exchange, or otherwise, use and possess or mortgage, sell, donate or otherwise alienate any property land, buildings, easements, rights, privileges, concessions, machineries, patents, installations, goods or any other movable or immovable property or any interest of any kind.
33. To advertise and promote the business, work and goods of the Company, including advertisements through the press, radio, television, through placards, films, circulars, exhibitions, publications,

books or magazines, competitions prizes, awards or rewards and through any other lawful media.

34. To sell or otherwise dispose of part or the whole of the business or the property of the Company.
35. To distribute in specie amongst the members of the Company part or the whole of the property or the business of the Company
36. To participate in or otherwise aid any charitable body or other purpose of public benefit, and to provide pensions or bonuses to past and present directors, managers and employees of the Company.
37. To pay all the expenses in connection with the formation and registration of the Company.
38. To do in any part of the world all or any of the above acts either alone or in conjunction with others either as Principal or Agent, or Contractor or trustee and in various other legal capacities.
39. To do any act which is conducive to or necessary for the achievement of the above or any of the objects severally.
40. To carry on any other similar or any business of any nature which may be deemed capable of being carried on conveniently or in conjunction with these objects or which is calculated to advance or promote the objects or assets or the profits of the Company.

And it is declared that in construing this clause the powers of the Company under any sub-clause shall not be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company or by the comparison of two or more objects and that in the event of ambiguity they shall be construed in such manner so as to enlarge and not to limit the powers of the Company.

4. The liability of the members is limited.

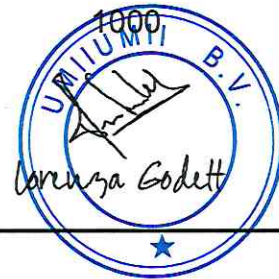
5. The share capital of the Company is Euro 1.000 (One Thousand Euro) divided into 1.000 (one thousand) shares of EURO 1,00 (One Euro) each, with power to issue any shares of its capital, original or increased, with or subject to any privileged, special or limited rights, or conditions in respect of dividends, repayment of capital, voting rights or otherwise.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in accordance with this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company which is set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

UMIUMI B.V.
Reg.No.154512
Fransche Bloemweg 4
Curacao

No. of shares



Witness to the above signatures

FANI STAVROU
25 Voukourestiou Str.
NEPTUNE HOUSE
1st Floor, Office 11
3045, Limassol

Sign. 

Limassol the14/08/2020.....

I, Michael Chambers, advocate of 25 Voukourestiou Str. Neptune House, 1st Floor, Office 11, 3045, Limassol, Cyprus, confirm that the above Memorandum of Association were drawn up by me.

Sign. 

COMPANIES LAW, CAP. 113

(Private Company of Limited Liability by Shares)

ARTICLES OF ASSOCIATION OF

UMIUM LTD

PREAMBLE

1. Table A, Part I of the First Schedule to the Companies Law, Cap. 113, excepting articles 24, 53, 77, 79, 84, 89 to 94 and 99, together with the following articles shall constitute the Articles of Association of the Company.
2. Provided that where there is a conflict between the said Table A, Part I and Articles, the present Articles shall prevail.
Provided also that where the Company has only one shareholder Part III of Table of the First Schedule will be in force.

The Company is a private company and accordingly:

- (a) The right to transfer shares is restricted in manner hereinafter prescribed.
- (b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member.
- (c) Any invitation of the public to subscribe for any shares or debentures of the Company is prohibited.
- (d) The company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

3. The board of directors may in its absolute discretion and without obligation to give any reason thereof, decline to register any transfer of any shares, whether they are fully paid or not.

Provided that in case of transfer of any shares to a person or persons who are already shareholders in the Company or to the spouse, child or lawful heir of a shareholder, the board of directors cannot decline registration of such transfer of shares.

BOARD OF DIRECTORS

4. The first Board of directors shall be appointed by the subscribers to the Memorandum of Association.
5. The board of directors may consist of one or more persons as the Company may from time to time in general meeting resolve.
6. The Board of Directors may consist of foreigners.
7. No share qualification is required to become a member of the Board of Directors.
8. The Directors or any of them may vote by cable, telex or letter or e-mail and such vote shall be valid and effective as if they were present at the meeting of the Board of Directors and voted there at.
9. Where the Board of Directors consists of only one person the required quorum for convening a meeting of the board shall be one. But if the Board of Directors consists of two or more persons the required quorum shall be two.
10. The Board of Directors may hold a meeting through telephone (telephone conference), through computer or other electronic means (teleconference) and such meeting will be deemed as duly convened and held and the participation of one or more Directors at such meeting will be deemed presence as if the Director or Directors were present and voted in person.
11. A resolution signed by all the Directors, if they are more than one, is valid and effectual as if was passed in a proper meeting of the Board of Directors.
12. Any Director is entitled to appoint or remove alternate Director. An alternate Director acts as Director and is not considered as agent of the Director who appointed him.

GENERAL MEETINGS

13. No business shall be transacted at any general meeting unless a quorum is present at the commencement of the meeting. Unless otherwise provided a quorum is formed when a member or members who hold or represent more than 51% of the shareholders of the company are present.
14. Subject to the provisions of the law any resolution bearing the signatures of all the members entitled to receive notice and attend and vote at general meetings (or if any member is a legal entity by its duly authorized proxy) shall be valid and effective as if it was passed at a general meeting of the Company duly convened and held.
15. Article 58(b) of Table A, part I is modified with the replacement of the words "three" with the word "two".

VOTES OF MEMBERS

16. Any member of the Company may vote at any general meeting by letter, telegram or telex or e-mail or representative and such vote shall be valid and effective as if that member was present at the meeting in person and voted thereat.

BORROWING POWERS

17. (a) The Directors may exercise all the powers of the company in relation to giving guarantees or the signing of contracts of indemnity and the contracting by the Company of every kind of loans under any terms they may deem from time to time fit or advisable and have unlimited powers and may bind or charge or mortgage all or any part of the undertaking of the Company, or the movable or immovable property of the Company including its uncalled capital or part thereof and to issue debentures, mortgage debentures, debenture stock, promissory notes, bonds or other securities payable to bearer or otherwise and whether perpetual or redeemable or repayable and either as a security of any loan, debt or obligation of the Company or of any third party or directly irrespective of any such security.

(b) The said debentures, mortgage debentures, debentures stock, promissory notes, bonds or other securities may be issued at a discount, at a premium or otherwise and with such powers regarding redemption, surrender, drawings as to issue of shares or otherwise as the Directors may deem fit or advisable.

SEAL

18. The Board of Directors provides for the safe keeping of the seal of the Company. Any document on which the seal of the Company is affixed shall bear the signature of any at least director or of the secretary or of the deputy secretary of the Company.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

UMIUM B.V.
Reg.No.154512
Fransche Bloemweg 4
Curacao



Witness to the above signatures

FANI STAVROU

25 Voukourestiou Str.

NEPTUNE HOUSE
1st Floor, Office 11

3045, Limassol

Sign. 

Limassol the14/08/2020

I, Michael Chambers, advocate of 25 Voukourestiou Str. Neptune House, 1st Floor, Office 11, 3045, Limassol, Cyprus, confirm that the above Articles of Association were drawn up by me.

Sign. 