



BERMUDA

CERTIFIED A TRUE COPY OF THE ORIGINAL

*[Signature]*

Stephanie P. Sanderson  
 Commissioner for Oaths  
 5<sup>th</sup> Floor, Andrew's Place  
 51 Church Street  
 Hamilton HM 12  
 Bermuda  
 Date: 15 January 2019

THE COMPANIES ACT 1981

MEMORANDUM OF ASSOCIATION OF COMPANY LIMITED BY SHARES  
Section 7(1) and (2)

MEMORANDUM OF ASSOCIATION

OF

24 Exchange Bermuda Limited

(hereinafter referred to as the "Company")

1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. We, the undersigned, namely,

Name and Address	Bermudian Status (Yes or No)	Nationality	Number of Shares Subscribed
Matthew Madeiros 5th Floor, Andrew's Place 51 Church Street Hamilton HM 12 Bermuda	Yes	British / Bermudian	1
Alexandra Fox 5th Floor, Andrew's Place 51 Church Street Hamilton HM 12 Bermuda	No	Canadian	1

do hereby respectively agree to take such number of shares of the Company as may be allotted to us respectively by the provisional directors of the Company, not exceeding the number of shares for which we have respectively subscribed, and to satisfy such calls as may be made by the directors, provisional directors or promoters of the Company in respect of the shares allotted to us respectively.

3. The Company is to be an **exempted** Company as defined by the Companies Act 1981, as amended (**Companies Act**).

4. The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding \_\_\_ in all, including the following parcels:

**None**

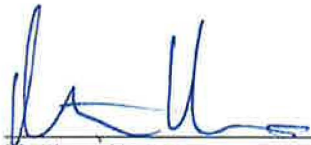
5. The authorised share capital of the Company is US\$1,000 divided into 1,000 Common Shares of par value US\$1.00 each.

6. The objects for which the Company is formed and incorporated are unrestricted.

7. Subject to paragraph 4, the Company may do all such things as are incidental or conducive to the attainment of its objects and shall have the capacity, rights, powers and privileges of a natural person, including (without limitation) the power, subject to the Companies Act, to:

- (a) issue preference shares which are, at the option of the holder, liable to be redeemed;
- (b) purchase its own shares for cancellation; and
- (c) acquire its own shares to be held as treasury shares.

Signed by each subscriber in the presence of at least one witness attesting the signature thereof:

  
Matthew Madeiros

  
(Witness)

  
Alexandra Fox

  
(Witness)

**SUBSCRIBED** this 9<sup>th</sup> day of January, 2019