

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

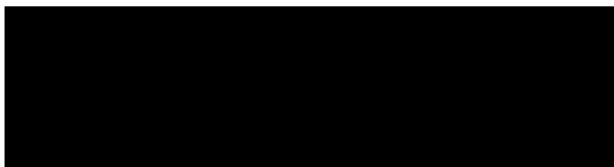
Company Number [REDACTED]

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

**OPEN CAPITAL MARKETS LTD**

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 **26th July 2021**





**Application to register a company**

Received for filing in Electronic Format on the: **23/07/2021**

*Company Name in full:*

**OPEN CAPITAL MARKETS LTD**

*Company Type:*

**Private company limited by shares**

*Situation of Registered Office:*

**England and Wales**

*Proposed Registered Office Address:*

**LONDON  
UNITED KINGDOM**

*Sic Codes:*

*I wish to entirely adopt the following model articles:*

**Private (Ltd by Shares)**



## *Statement of Capital (Share Capital)*

---

<i>Class of Shares:</i>	<b>ORDINARY</b>	<i>Number allotted</i>	<b>1610000000</b>
<i>Currency:</i>	<b>GBP</b>	<i>Aggregate nominal value:</i>	<b>1610000001</b>
<i>Prescribed particulars</i>			

### **FULL RIGHTS REGARDING VOTING, PAYMENT OF DIVIDENDS AND DISTRIBUTIONS**

---

#### **Statement of Capital (Totals)**

---

<i>Currency:</i>	<b>GBP</b>	<i>Total number of shares:</i>	<b>1610000000</b>
		<i>Total aggregate nominal value:</i>	<b>1610000001</b>
		<i>Total aggregate unpaid:</i>	<b>0</b>

# Initial Shareholdings

---

Name: ANTONIO JALAFF

Address

[REDACTED]  
MIAMI  
FLORIDA  
UNITED STATES  
[REDACTED]

Class of Shares: ORDINARY

Number of shares: 5000000

Currency: GBP

Nominal value of each share: 1

Amount unpaid: 0

Amount paid: 1

Name: AC CAPITAL FINANCE LLC

Address

[REDACTED]  
FLORIDA  
UNITED STATES  
[REDACTED]

Class of Shares: ORDINARY

Number of shares: 350000000

Currency: GBP

Nominal value of each share: 1

Amount unpaid: 0

Amount paid: 1

Name: HOMS INVESTMENTS LLC

Address

[REDACTED]  
FLORIDA  
UNITED STATES  
[REDACTED]

Class of Shares: ORDINARY

Number of shares: 260000000

Currency: GBP

Nominal value of each share: 1

Amount unpaid: 0

Amount paid: 1

Name: SAN ANTONIO HOLDINGS  
LLC

Address

[REDACTED]  
NEW YORK  
UNITED STATES  
[REDACTED]

Class of Shares: ORDINARY

Number of shares: 190000000

Currency: GBP

Nominal value of each share: 1

Amount unpaid: 0

Amount paid: 1

Name: AC FIDELITY FUND INC

Address



MIAMI  
FLORIDA  
UNITED STATES



Class of Shares: ORDINARY

Number of shares: 80000000

Currency: GBP

Nominal value of each share: 1

Amount unpaid: 0

Amount paid: 1

Name: BANDENIA INC

Address



MIAMI  
FLORIDA  
UNITED STATES



Class of Shares: ORDINARY

Number of shares: 134000000

Currency: GBP

Nominal value of each share: 1

Amount unpaid: 0

Amount paid: 1

Name: BANDENIA FINANCIAL  
GROUP INC

Address



MIAMI  
FLORIDA  
UNITED STATES



Class of Shares: ORDINARY

Number of shares: 53000000

Currency: GBP

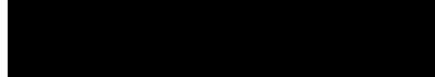
Nominal value of each share: 1

Amount unpaid: 0

Amount paid: 1

Name: INVESTMENT IN BANDENIA  
LLC

Address



MIAMI  
FLORIDA  
UNITED STATES



Class of Shares: ORDINARY

Number of shares: 15200000

Currency: GBP

Nominal value of each share: 1

Amount unpaid: 0

Amount paid: 1

*Name:* **BANDENIA BANKERS  
INSURANCE INC**

*Address*

[REDACTED]  
**MIAMI  
FLORIDA  
UNITED STATES**  
[REDACTED]

*Class of Shares:* **ORDINARY**

*Number of shares:* **26000000**

*Currency:* **GBP**

*Nominal value of each  
share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

*Name:* **BANDENIA BANCA  
PRIVADA INC**

*Address*

[REDACTED]  
**MIAMI  
FLORIDA  
UNITED STATES**  
[REDACTED]

*Class of Shares:* **ORDINARY**

*Number of shares:* **44000000**

*Currency:* **GBP**

*Nominal value of each  
share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

*Name:* **BANDENIA FOUNDATION  
INC**

*Address*

[REDACTED]  
**MIAMI  
FLORIDA  
UNITED STATES**  
[REDACTED]

*Class of Shares:* **ORDINARY**

*Number of shares:* **17000000**

*Currency:* **GBP**

*Nominal value of each  
share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

*Name:* **BANDENIA  
OPPORTUNITIES FUND INC**

*Address*

[REDACTED]  
**MIAMI  
FLORIDA  
UNITED STATES**  
[REDACTED]

*Class of Shares:* **ORDINARY**

*Number of shares:* **35000000**

*Currency:* **GBP**

*Nominal value of each  
share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

*Name:* **US FIDELITY AND  
GUARANTY FINANCIAL  
GROUP INC**

*Class of Shares:* **ORDINARY**

*Address*

[REDACTED]  
**MIAMI  
FLORIDA  
UNITED STATES  
[REDACTED]**

*Number of shares:* **80000000**  
*Currency:* **GBP**  
*Nominal value of each  
share:* **1**  
*Amount unpaid:* **0**  
*Amount paid:* **1**

*Name:* **AC COMMERCIAL  
BANKERS & TRUST INC**

*Class of Shares:* **ORDINARY**

*Address*

[REDACTED]  
**MIAMI  
FLORIDA  
UNITED STATES  
[REDACTED]**

*Number of shares:* **35000000**  
*Currency:* **GBP**  
*Nominal value of each  
share:* **1**  
*Amount unpaid:* **0**  
*Amount paid:* **1**

*Name:* **AC PRIVAT BANKERS INC**

*Class of Shares:* **ORDINARY**

*Address*

[REDACTED]  
**MIAMI  
FLORIDA  
UNITED STATES  
[REDACTED]**

*Number of shares:* **31400000**  
*Currency:* **GBP**  
*Nominal value of each  
share:* **1**  
*Amount unpaid:* **0**  
*Amount paid:* **1**

*Name:* **AC FIDELITY GROUP INC**

*Class of Shares:* **ORDINARY**

*Address*

[REDACTED]  
**MIAMI  
FLORIDA  
UNITED STATES  
[REDACTED]**

*Number of shares:* **41300000**  
*Currency:* **GBP**  
*Nominal value of each  
share:* **1**  
*Amount unpaid:* **0**  
*Amount paid:* **1**



Name: **USA FORFAITING INC**

Address

**MIAMI  
FLORIDA  
UNITED STATES**

Class of Shares: **ORDINARY**

Number of shares: **25100000**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **1**

Name: **KEY OPPORTUNITIES FUND  
INC**

Address

**MIAMI  
FLORIDA  
UNITED STATES**

Class of Shares: **ORDINARY**

Number of shares: **19700000**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **1**

Name: **OPEN OPPORTUNITIES  
FUND INC**

Address

**MIAMI  
FLORIDA  
UNITED STATES**

Class of Shares: **ORDINARY**

Number of shares: **24200000**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **1**

Name: **THE ADMIRAL  
INVESTMENT FUND INC**

Address

**MIAMI  
FLORIDA  
UNITED STATES**

Class of Shares: **ORDINARY**

Number of shares: **51200000**

Currency: **GBP**

Nominal value of each share: **1**

Amount unpaid: **0**

Amount paid: **1**

*Name:* **WORLD OPPORTUNITIES  
FUND INC**

*Address*

**[REDACTED]  
MIAMI  
FLORIDA  
UNITED STATES  
[REDACTED]**

*Class of Shares:* **ORDINARY**

*Number of shares:* **48900000**

*Currency:* **GBP**

*Nominal value of each  
share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

*Name:* **UNIDENIA BANCA INC**

*Address*

**[REDACTED]  
MIAMI  
FLORIDA  
UNITED STATES  
[REDACTED]**

*Class of Shares:* **ORDINARY**

*Number of shares:* **44000000**

*Currency:* **GBP**

*Nominal value of each  
share:* **1**

*Amount unpaid:* **0**

*Amount paid:* **1**

## *Persons with Significant Control (PSC)*

---

---

**Statement of no PSC**

---

**The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company**

---



## Statement of Compliance

---

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

Name:	ANTONIO JALAFF
Authenticated	YES
Name:	AC CAPITAL FINANCE LLC
Authenticated	YES
Name:	HOMS INVESTMENTS LLC
Authenticated	YES
Name:	SAN ANTONIO HOLDINGS LLC
Authenticated	YES
Name:	AC FIDELITY FUND INC
Authenticated	YES
Name:	BANDENIA INC
Authenticated	YES
Name:	BANDENIA FINANCIAL GROUP INC
Authenticated	YES
Name:	INVESTMENT IN BANDENIA LLC
Authenticated	YES
Name:	BANDENIA BANKERS INSURANCE INC
Authenticated	YES
Name:	BANDENIA BANCA PRIVADA INC
Authenticated	YES
Name:	BANDENIA FOUNDATION INC
Authenticated	YES
Name:	BANDENIA OPPORTUNITIES FUND INC
Authenticated	YES
Name:	US FIDELITY AND GUARANTY FINANCIAL GROUP INC
Authenticated	YES
Name:	AC COMMERCIAL BANKERS & TRUST INC
Authenticated	YES
Name:	AC PRIVAT BANKERS INC
Authenticated	YES
Name:	AC FIDELITY GROUP INC
Authenticated	YES
Name:	USA FORFAITING INC
Authenticated	YES
Name:	KEY OPPORTUNITIES FUND INC
Authenticated	YES
Name:	OPEN OPPORTUNITIES FUND INC
Authenticated	YES
Name:	THE ADMIRAL INVESTMENT FUND INC
Authenticated	YES
Name:	WORLD OPPORTUNITIES FUND INC
Authenticated	YES

*Name:*  
*Authenticated*

**UNIDENIA BANCA INC**  
**YES**

---

## ***Authorisation***

*Authoriser Designation:* **subscriber**

*Authenticated* **YES**

---



# COMPANY HAVING A SHARE CAPITAL

## Memorandum of Association of OPEN CAPITAL MARKETS LTD

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.

<b>Name of each subscriber</b>	<b>Authentication</b>
ANTONIO JALAFF	Authenticated Electronically
AC CAPITAL FINANCE LLC	Authenticated Electronically
HOMS INVESTMENTS LLC	Authenticated Electronically
SAN ANTONIO HOLDINGS LLC	Authenticated Electronically
AC FIDELITY FUND INC	Authenticated Electronically
BANDENIA INC	Authenticated Electronically
BANDENIA FINANCIAL GROUP INC	Authenticated Electronically
INVESTMENT IN BANDENIA LLC	Authenticated Electronically
BANDENIA BANKERS INSURANCE INC	Authenticated Electronically
BANDENIA BANCA PRIVADA INC	Authenticated Electronically
BANDENIA FOUNDATION INC	Authenticated Electronically
BANDENIA OPPORTUNITIES FUND INC	Authenticated Electronically
US FIDELITY AND GUARANTY FINANCIAL GROUP INC	Authenticated Electronically
AC COMMERCIAL BANKERS & TRUST INC	Authenticated Electronically
AC PRIVAT BANKERS INC	Authenticated Electronically
AC FIDELITY GROUP INC	Authenticated Electronically
USA FORFAITING INC	Authenticated Electronically
KEY OPPORTUNITIES FUND INC	Authenticated Electronically
OPEN OPPORTUNITIES FUND INC	Authenticated Electronically
THE ADMIRAL INVESTMENT FUND INC	Authenticated Electronically
WORLD OPPORTUNITIES FUND INC	Authenticated Electronically
UNIDENIA BANCA INC	Authenticated Electronically

Dated: 23/07/2021