

Company Number 309520

THE COMPANIES ACTS 1985 AND 1989

SPECIAL RESOLUTION

OF

SUNDY SHOES LIMITED

PRIVATE COMPANY LIMITED BY SHARES

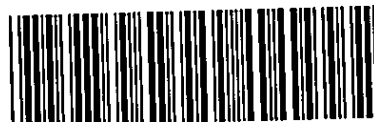
On the 4th day of JUNE 2007, the following WRITTEN RESOLUTION was duly approved as a special resolution by the sole member of the Company entitled to attend and vote at a general meeting of the Company pursuant Section 381A of the Companies Act 1985

IT WAS RESOLVED THAT the regulations contained in the draft articles of association attached hereto be and are hereby approved and adopted as the Company's articles of association, in substitution for, and to the exclusion of all existing articles of association



For and on behalf of
R Griggs Group Limited
Sole Member

TUESDAY



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19/06/2007
COMPANIES HOUSE

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SUNDY SHOES LIMITED

(As adopted by special resolution passed on 4 June 2007)

Preliminary

- 1 The regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (such Table being hereinafter called 'Table A') shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company

Private Company

- 2 The Company is a private limited company within the meaning of the Companies Act 1985 and accordingly no shares or debentures of the Company shall be offered to the public

Shares

- 3
 - (a) Shares which are comprised in the authorised share capital at the date of adoption of these articles shall be under the control of the directors who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit
 - (b) Any further shares proposed to be issued shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them, such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such special resolution as aforesaid shall

be under the control of the directors, who may (subject to paragraph (d) below) allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members

- (c) In accordance with Section 91 of the Companies Act 1985 Sections 89(1) and 90 of the said Act shall not apply to the Company
 - (d) The directors are generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital of the Company at the date of adoption of these articles at any time or times during the period of five years from the said date of adoption and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by ordinary resolution
- 4 The lien conferred by Regulation 8 in Table A shall attach also to fully paid up shares. Regulation 8 in Table A shall be modified accordingly
- 5 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words 'and all expenses that may have been incurred by the Company by reason of such non-payment'

Transfer of Shares

- 6
- (a) The immediate holding company (if any) for the time being of the Company may at any time transfer all or any shares to any person or company and the provisions of Regulation 24 of Table A shall not apply to such transfer
 - (b) Except in the case of a transfer of shares expressly authorised by the last preceding Article the right to transfer shares in the Company shall be subject to the following restrictions for as long as the Company has an immediate holding company
 - (c) The directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer which would otherwise be permitted under the succeeding provisions of this Article if it is a transfer
 - (i) of a share on which the Company has a lien,
 - (ii) of a share (not being a fully paid share) to a person of whom they shall not approve,

- (iii) of a share (whether or not it is fully paid) made pursuant to paragraph (i) below

Regulation 24 in Table A shall not apply to the Company

- (d) Any person (hereinafter called 'the proposing transferor') proposing to transfer any shares shall give notice in writing (hereinafter called 'the transfer notice') to the Company and to the immediate holding company that he desires to transfer the same and specifying the price per share which in his opinion constitutes the fair value thereof. The transfer notice shall constitute the Company the agents of the proposing transferor for the sale of all (but not some of) the shares comprised in the transfer notice to any member or members willing to purchase the same (hereinafter called 'the purchasing member') at the price specified therein or at the fair value certified in accordance with paragraph (f) below (whichever shall be the lower). A transfer notice shall not be revocable except with the sanction of the directors.
- (e) The shares comprised in any transfer notice shall be offered to the immediate holding company by notice in writing (hereinafter called 'the offer notice') within seven days after the receipt by the Company of the transfer notice. The offer notice shall state the price per share specified in the transfer notice and shall limit the time in which the offer may be accepted, not being less than 21 days nor more than 42 days after the date of the offer notice, provided that if a certificate of fair value is requested under paragraph (f) below the offer shall remain open for acceptance for a period of 14 days after the date on which notice of the fair value certified in accordance with that paragraph shall have been given by the Company to the immediate holding company or until the expiry of the period specified in the offer notice whichever is the later. For the purpose of this Article an offer shall be deemed to be accepted on the day on which the acceptance is received by the Company.
- (f) The immediate holding company may, not later than eight days after the date of the offer notice, serve on the Company a notice in writing requesting that the auditor for the time being of the Company (or at the discretion of the auditor, a person nominated by the President for the time being of the Institute of Chartered Accountants in England and Wales) certify in writing the sum which in his opinion represents the fair value of the shares comprised in the transfer notice as at the date of the transfer notice and for the purpose of this Article reference to the auditor shall include any person so nominated. Upon receipt of such notice the Company shall instruct the auditor to certify as aforesaid and the costs of such valuation shall be borne by the Company. In certifying the fair value as aforesaid the auditor shall be considered to be acting as an expert and not as an arbitrator or arbiter and accordingly any provisions of law or statute relating to arbitration shall not apply. Upon receipt of the certificate of the auditor, the Company shall by notice in writing the immediate holding company of the fair value of each share and of the price per share (being the lower of the price specified in the transfer notice and the fair value of each share) at which the shares comprised in the transfer notice are offered for sale. For the purpose of this Article the fair value of each

share comprised in the transfer notice shall be the sum certified as aforesaid divided by the number of shares comprised in the transfer notice

- (g) If the immediate holding company shall signify its willingness to purchase all or any of the shares comprised in the transfer notice within the appropriate period specified in paragraph (e) above, the Company shall not later than seven days after the expiry of such appropriate period give notice in writing (hereinafter called 'the sale notice') to the proposing transferor and the proposing transferor shall be bound upon payment of the price due in respect of such shares to transfer the shares to the immediate holding company
- (h) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any shares the Company may receive the purchase money on his behalf, and may authorise some person to execute a transfer of such shares in favour of the immediate holding company. The receipt of the Company for the purchase money shall be a good discharge to the immediate holding company. The Company shall pay the purchase money into a separate bank account
- (i) If the Company shall not give a sale notice to the proposing transferor within the time specified in paragraph (g) above, he shall, during the period of 30 days next following the expiry of the time so specified, be at liberty subject to paragraph (c) above to transfer all or any of the shares comprised in the transfer notice to any person or persons
- (j) Upon the liquidation of any Member (being a corporation other than the immediate holding company) or upon any director or employee who is a member or whose nominee or spouse, child, parent, brother, sister or other relation is a member ceasing for any reason to be a director or an employee of the Company or its holding company or its subsidiary company or its fellow subsidiary company such member shall be deemed to have given immediately prior to such liquidation or ceasing to be a director or an employee (as the case may be) a transfer notice in respect of all shares registered in the name of such member and the provisions of this Article shall apply as to the transfer of his shares
- (k) Regulations 29 to 31 of Table A shall apply subject to the following provisions
 - (i) Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall give a transfer notice before he elects in respect of any share to be registered himself or to execute a transfer
 - (ii) If a person so becoming entitled shall not have given a transfer notice in respect of any share within six months of the death or bankruptcy, the directors may at any time thereafter upon resolution passed by them give notice requiring such person within 30 days of such notice to give a transfer notice in respect of all the shares to which he has so become entitled

and for which he has not previously given a transfer notice and if he does not do so he shall at the end of such 30 days be deemed to have given a transfer notice pursuant to paragraph (d) of this Article relating to those shares in respect of which he has still not done so

- (iii) Where a transfer notice is given or deemed to be given under this paragraph (k) and no price per share is specified therein the transfer notice shall be deemed to specify the sum which shall, on the application of the directors, be certified in writing by the auditors in accordance with paragraph (f) of this Article as the fair value thereof

Redeemable Shares

- 7 Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by special resolution before the issue thereof Regulation 3 of Table A shall not apply to the Company

General meetings and resolutions

- 8 Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Companies Act 1985 as to giving information to members in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditor for the time being of the Company
- 9 Regulation 41 in Table A shall be read and construed as if the words 'and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum' were added at the end

Appointment of directors

- 10 (a) The immediate holding company (if any) for the time being of the company may appoint any person to be a Director or remove any Director from office Every such appointment or removal shall be in writing and signed by or on behalf of the said holding company and shall take effect upon receipt at the registered office of the Company or by the secretary
- (b) While the Company is a subsidiary, the Directors shall have full power to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, subject to any maximum for the time being in force
- (c) The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one A person who holds office only as an alternate director shall, if

his appointor is not present, be counted in the quorum Regulation 89 in Table A shall not apply to the Company

- (d) The directors shall not be required to retire by rotation and accordingly Regulations 73, 74 and 75 in Table A shall not apply to the Company and Regulations 76, 77, 78 and 79 in Table A shall be modified accordingly

- 11 Any appointment or removal of an alternate director may be made by letter, cable, telex, telegram, facsimile or radiogram or in any other manner approved by the directors Any cable, telex, telegram, facsimile or radiogram shall be confirmed as soon as possible by letter but is a valid appointment in the meantime Accordingly Regulation 68 in Table A shall not apply to the Company

Powers of directors

- 12 In addition to and without prejudice to the generality of the powers conferred by regulation 70 of Table A the directors may mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party
- 13
 - (a) The directors may exercise the powers of the Company conferred by its memorandum of association and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
 - (b) Accordingly, regulation 87 in Table A shall not apply to the Company
- 14 A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract or arrangement is under consideration, and regulations 94 to 97 in Table A shall be modified accordingly
- 15 Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone, videoconferencing or by means of "electronic communication" as defined in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof A person in communication with the chairman and with other directors at a meeting of the directors or a committee by means of electronic communications or otherwise shall be deemed to be present at the meeting provided that but only for so long as they have the ability to communicate with all other parties attending the meeting including others attending by way of electronic communication Where a meeting is held by electronic communication it shall be deemed to be held at such venue as the directors shall resolve In the absence of any such resolution it shall be deemed to have been held at the place where the majority of directors are physically present or in the absence of such a majority the place where the chairman of the meeting is physically present

Single member company

- 16 If at any time, and for as long as, the company has a single member all provisions of these Articles shall (in the absence of any expressed provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member

The Seal

- 17 The seal, if any, shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

Indemnity

- 18 (a) Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Sections 144 or 727 of the Companies Act 1985, in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Companies Act 1965.
- (b) The directors shall have power to purchase and maintain an insurance policy for any director, officer or auditor of the Company effecting cover against any such liability as is referred to in Section 310(1) of the said Act.
- (c) Regulation 118 in Table A shall not apply to the Company.