283192

Number of Company .....

[Form No. 41.

"THE COMPANIES ACT, 1929."

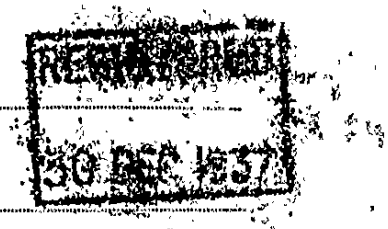
A Companies Registration Fee Stamp of 5s. must be impressed here.

Declaration of Compliance

WITH THE

REQUIREMENTS OF THE COMPANIES ACT, 1929,

Made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1929, on behalf of a Company proposed to be Registered as



ART FORMA (UPHOLSTERY)

LIMITED.

(*See Page 2 of this Form.*)

89498-36

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON." TELEPHONE NO.: HOLBORN 0434 (3 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

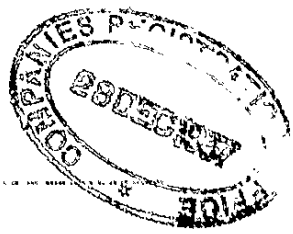
116 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented by

Arnitt & Sons,

Solicitors, Tamworth, Staffs.



I FRANCIS HARRY ARGYLE

of Tamworth in the County of Stafford

Do solemnly and sincerely Declare that I am* a Solicitor of the Supreme Court engaged in the formation of Art Forma (Upholstery)

LIMITED,

and That all the requirements of The Companies Act, 1929, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true, and by virtue of the provisions of The Statutory Declarations Act, 1835.

*Here insert—"A Solicitor of the Supreme Court (*or in Scotland* "an Enrolled Law Agent") engaged in the formation of" *or* "A person named in the Articles of Association as a Director (*or* Secretary) of."

NOTE.—This margin is reserved for binding, and must not be written across.

Declared at Tamworth in the County of Stafford

the 24th day of December, One thousand nine hundred and thirty seven, before me,

F. H. Argyle.

~~A Commissioner for Oaths.~~

~~A Notary Public or~~ *Justice of the Peace.* Borough of Tamworth

Number of Certificate 335192 2.

[Form No. 25.

THE STAMP ACT, 1891 and THE FINANCE ACT, 1933.

COMPANY LIMITED BY SHARES.

Duty at the rate of 10s. for every £100 must be impressed here.

Statement of the Nominal Capital

OF

ART FORMA (UPHOLSTERY)

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891, as amended by Section 41 of The Finance Act, 1933.

(*See Page 2 of this Form.*)

The Statement is to be lodged with the Memorandum of Association and other Documents when the Registration of the Company is applied for.

93384-37

TELEGRAMS: "CERTIFICATE, ESTRAND, LONDON." TELEPHONE NO.: HOLBORN 0434 (3 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2

and 13 BROAD STREET PLACE, E.C. 2.

Presented by

Argyle & Sons,
Solicitors,
Tamworth,
Staffs.

COMPANIES REGISTRATION OFFICE 28 DEC 1937

THE NOMINAL CAPITAL

OF

ART FORMA (UPHOLSTERY) LIMITED,

is Three thousand - Pounds,

divided into Twelve thousand - - - - - - - - - - - - Shares

of Five shillings each. each.

Signature G. H. Nafford

Description Director.

Dated the 7th day

of December 19 37.

NOTE.—This margin is reserved for binding, and must not be written across.

*** *This Statement should be signed by an Officer of the Company.*

335192/3,

"*The Companies Act*, 1929."

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

ART FORMA (UPHOLSTERY), LIMITED.

1. The Name of the Company is "ART FORMA (UPHOLSTERY), LIMITED."

2. The Registered Office of the Company will be situate in England.

REGISTERED 30 DEC 1937

3. The Objects for which the Company is established are

(A) To carry on all or any of the businesses of Upholsterers, Mattress Manufacturers, Machinists, Frame Makers, Furniture Manufacturers, Cabinet Makers, Turners, Timber Merchants, Saw Millers, Joiners, Carpenters, Spring Makers, Metal Workers, French Polishers, Painters, Enamellers, Stainers, Decorators, House, Shop and Office Fitters, and Renovators and Suppliers of and Dealers in Upholstery, Mattresses, Fabrics, Fittings, Furniture and Requisites of all kinds, and to undertake and carry out the upholstering, furnishing, decorating, fitting and preparing for occupation of any houses, hotels, offices, shops, warehouses, or other buildings, General Warehousemen, Depository Owners, Furniture Storers and Removers, and Haulage and General Contractors; and to manufacture, buy, sell, repair, alter, and exchange, let on hire, and on hire-purchase, export, import and deal in all kinds of articles and things which may be required for the

purposes of the said businesses, or any of them, or are commonly supplied or dealt in by persons engaged therein, or which may seem capable of being profitably dealt with in connection with any such businesses.

(B) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(C) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, machinery, engines, rolling stock, vehicles, plant, live and dead stock, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(D) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, machinery, engines, or works of any description, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

(E) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend

money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

(F) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(H) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

(I) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.

(J) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(K) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(L) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

(M) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(N) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(O) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of

any Shares, Debentures, Debenture Stock, or securities of this Company.

(P) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company, as aforesaid.

(Q) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(R) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(S) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Three Thousand Pounds, divided into Twelve Thousand Shares of Five Shillings each.

We the several persons whose Names, Addresses, and Descriptions 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.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
Arthur Reginald Turland, 'Oleole', Trowell Grove, Long Eaton. Notts. Designer.	One.
Ernest Henry Clifford, Witherley Lodge Atherstone. Warwicks. Felt Hat Manufacturer.	One.

Dated the 7th day of December, 1937.

Witness to the above Signatures—

T. H. Argyle

Solicitor.

Tamworth. Staffs.

335192/4

"The Companies Act, 1929."

COMPANY LIMITED BY SHARES.

Articles of Association

OF

ART FORMA (UPHOLSTERY), LIMITED.

REGISTERED 30 DEC 1937

PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 19, 35, 64, 65, 66, 69, 72, 73, 74, 78, 79, 104, and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company at any rate not exceeding Ten per cent. of the price at which the said Shares are issued.

3. The Company shall be a Private Company, and accordingly the following provisions shall have effect:—

(A) The Company shall not offer any of its Shares or Debentures to the public for subscription.

(B) The number of the Members of the Company (not including persons who are in the employment

of the Company and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that employment to be Members of the Company) shall not at any time exceed fifty.

(c) The right to transfer Shares in the Company shall be restricted in the manner hereinafter provided.

4. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

SHARE CAPITAL AND SHARES.

5. The original Share Capital of the Company is Three Thousand Pounds, divided into Twelve Thousand Shares of Five Shillings each.

6. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

7. A Call shall be deemed to have been made at the time when the resolution of the Directors authorising such Call was passed.

8. If by the terms of the issue of any Shares or otherwise any amount is payable in respect of any Share by instalments at fixed times, every such instalment shall be payable as if it were a Call duly made by the Directors of which due notice had been given.

9. The lien conferred by Clause 7 of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole Registered Holder thereof or shall be one of two or more joint Holders.

TRANSFER AND TRANSMISSION OF SHARES.

10. No person shall be entitled to transfer any Share otherwise than in accordance with the following provisions:—

(A) A Share may be transferred by a Member to any other Member selected by the transferor, but save as provided by Sub-Article (H) hereof, no Share shall be transferred to any person who is not a Member so long as any Member or any person selected by the Directors as one whom it is desirable in the interests of the Company to admit to Membership is willing to purchase the same at a fair value.

(B) Except where the transfer is made pursuant to Sub-Article (A) or (H) hereof, the person proposing to transfer any Share (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "the transfer notice") to the Company that he desires to transfer the same, and such notice shall specify the sum he fixes as the fair value and shall constitute the Company his agent for the sale of the Share to any Member of the Company or person selected as aforesaid, at the price so fixed or at the option of the purchaser at the fair value to be fixed by the Auditor in accordance with these Articles. The transfer notice may include several Shares, and in such case it shall operate as if it were a separate notice in respect of each. The transfer notice shall not be revocable except with the sanction of the Directors.

(C) If the Company shall, within the space of twenty-eight days after being served with such notice, find a Member or person selected as aforesaid willing to purchase the Share (hereinafter called "the purchasing Member") and shall give notice thereof to the proposing transferor, he shall be bound upon payment of the fair value to transfer the Share to the purchasing Member.

(D) In case any difference arises between the proposing transferor and the purchaser as to the

value of a Share, the Auditor shall, on the application of either party, certify in writing the sum which in his opinion is the fair value, and in so certifying the Auditor shall be considered to be acting as an expert and not as an arbitrator; and accordingly The Arbitration Acts, 1889 to 1934, shall not apply.

(E) If in any case the proposing transferor after having become bound as aforesaid, makes default in transferring the Share, the Company may receive the purchase money on his behalf, and upon the execution of a transfer in favour of the purchasing Member, shall thereupon register the purchasing Member as the Holder of the Share. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Member, and after his name has been entered in the Register of Members in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person. The Chairman for the time being of the Directors of the Company or failing him one of the Directors duly nominated by resolution of the Board for that purpose shall forthwith be deemed to be the duly appointed attorney of the proposing transferor with full power to execute, complete, and deliver in the name and on behalf of the proposing transferor a transfer of the Share to the purchasing Member.

(F) If the Company shall not, within the space of twenty-eight days after being served with a transfer notice, find a Member or person selected as aforesaid, willing to purchase the Shares and give notice in manner aforesaid, the proposing transferor shall at any time within three calendar months afterwards be at liberty, subject to Sub-Article (I) hereof, to sell and transfer the Shares, or those not placed, to any person and at any price.

(G) The Shares specified in any transfer notice given to the Company as aforesaid shall be offered by the Company in the first place to the Members, other than the proposing transferor, as nearly as

may be in proportion to the existing Shares held by them respectively, and the offer shall in each case limit the time within which the same, if not accepted, will be deemed to be declined, and may notify the Members that any Member who desires an allotment of Shares in excess of his proportion should in his reply state how many excess Shares he desires to have; and if all the Members do not claim their proportions the unclaimed Shares shall be used for satisfying the claims in excess. If any Shares shall not be capable without fractions of being offered to the Members in proportion to their existing holdings, the same shall be offered to the Members, or some of them, in such proportions or in such manner as may be determined by lots drawn in regard thereto, and the lots shall be drawn in such manner as the Directors think fit.

(H) Any Share may be transferred by a Member who is not indebted or under any liability to the Company to any son, daughter, grandson, granddaughter, or other issue, father, mother, brother, sister, wife or husband of such Member, and any Share of a deceased Member may be transferred by his or her legal personal representatives to his or her widow or widower or any such relative as aforesaid, and Shares standing in the names of the trustees of the Will of any deceased Member may be transferred on any change of trustees to the trustees for the time being of such Will, and the restrictions in Sub-Article (A) hereof, shall not apply to any transfer authorised by this Sub-Article.

(I) The Directors may refuse to register any transfer of a Share (*a*) where the Company has a lien on the Share, or (*b*) where the Directors are of opinion that the proposed transferee is not a desirable person to admit to Membership, and without any obligation to state the reasons for such opinion; but Paragraph (*b*) hereof shall not apply to a transfer made pursuant to Sub-Article (H) hereof.

11. The Directors may suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (*a*) a fee not exceeding Two Shillings and Sixpence is paid to the Company in respect thereof; and (*b*) the instrument of transfer is accompanied by the Certificates of the Shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

BORROWING POWERS.

12. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

13. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the Registered Holders of such Debentures and of any Member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such Register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

GENERAL MEETINGS.

14. The Directors shall fix the time and place for the holding of the General Meetings referred to in Clause 39 of Table A, and that Clause shall be varied accordingly.

15. A poll shall be taken if demanded by any two Members; and Clause 50 of Table A shall be modified accordingly.

VOTES OF MEMBERS.

16. No person shall be appointed a proxy who is not a Member of the Company and qualified to vote; and Clause 59 of Table A shall be modified accordingly.

DIRECTORS.

17. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than three nor more than seven.

18. The following persons shall be the first Directors of the Company: WILLIAM DENIS STAFFORD, of Atherstone, Warwickshire; ARTHUR REGINALD TURLAND, of Long Eaton, Derbyshire; WILLIAM EWART ORCHARD, of 447 Hagley Road, Birmingham; and ERNEST HENRY STAFFORD, of Atherstone, Warwickshire.

19. At the Ordinary General Meeting of the Company in the year 1940, and at the Ordinary General Meeting in every third year thereafter one of the Directors for the time being shall retire from office and in each case the Director to retire shall be the Director who has been longest in office since his last election, but as between the persons named in Article 18 hereof the order of retirement shall be the order in which their names appear in such Article. Save as aforesaid, the Director to retire as between persons who become Directors on the same day shall (unless the Directors otherwise agree among themselves) be determined by lot.

20. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

21. The qualification of every Director shall be the holding in his own right and as sole Holder of not less than Twenty Shares of the Company. A Director may act before acquiring

his qualification, but shall acquire his qualification within one calendar month of being appointed a Director.

22. The Remuneration of the Directors shall be such a sum as the Company shall from time to time determine at the Annual General Meeting, which sum shall be divided among the Directors in such proportions and in such manner as they shall agree, or in default of agreement equally: Provided that in default of agreement any Director who shall not have served during the whole period for which the remuneration is payable shall receive only an amount proportioned to the time served by him. Any resolution of the Board reducing or postponing the time for payment of the Directors' remuneration shall bind all the Directors. Each Director shall be entitled in addition to remuneration to be paid his reasonable travelling expenses whilst engaged in the business of the Company or in attending Board Meetings.

23. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a Meeting duly convened, held, and constituted.

DISQUALIFICATION OF DIRECTORS.

24. The office of a Director shall be vacated—

(A) If he become bankrupt or insolvent or compound with his creditors;

(B) If he become of unsound mind;

(C) If he cease to hold the necessary Share qualification or do not obtain the same within one calendar month from the date of his appointment;

(D) If he absent himself from the Meetings of Directors for a period of six calendar months without special leave of absence from the other Directors, and the Board resolve that his office be vacated;

(E) If he become prohibited from being a Director by reason of any order made under Sections 217 or

275 or any other provision of The Companies Act, 1929;

(F) If he give the Company one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

25. A Director may hold any office or place of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into or be interested in contracts or arrangements with the Company, and may have or be interested in dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the Meeting of the Directors at which such contract, arrangement, or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next Meeting of the Directors held after such interest was acquired. But except in respect of any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company, or to any other person or company for any liability or obligation of the Company for which any Director shall be personally responsible whether by way of guarantee or otherwise, or in respect of a resolution to allot any Shares or Debentures to a Director, no Director shall vote as a Director in regard to any contract, arrangement, or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement, or dealing is under consideration. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm, and is to be regarded

as interested in any contract, arrangement, or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement, or dealing so entered into or made.

MANAGING DIRECTOR.

26. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, borrow money, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

27. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

SECRETARY.

28. The Directors may from time to time by resolution appoint a Secretary of the Company and may appoint a temporary substitute for such Secretary, and any temporary substitute so appointed shall for the purposes of these presents be deemed during the period of his appointment to be the Secretary.

NOTICES.

29. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

WINDING UP.

30. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall be applied: First, in repaying to the Members the amounts paid up or credited as paid up

on the Shares held by them respectively; and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the Holders of Shares (if any) issued upon special conditions.

31. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, be divided among the Members of the Company in specie, or may be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares whereon there is any liability.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Arthur Reginald Gurland,
'Alcote', Trowell Grove,
Long Eaton. Notts.
Designer.

Ernest Harry Stafford.
Witherley Lodge,
Atherstone,
Warwicks.

Felt Hat Manufacturer.

Dated the 7th day of December 1937.

Witness to the above Signatures—

F. H. Argyle.
Solicitor.
Tamworth. Staffs.

DUPLICATE FOR THE FILE.

No. 335192

Certificate of Incorporation

I Hereby Certify,

That

ART FORMA (UPHOLSTERY), LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is **Limited.**

Given under my hand at London this thirtieth day of December One Thousand Nine Hundred and thirty-seven.

Registrar of Companies.

Certificate received by

110, CHANCERY LANE W.C.2.

Date 30 12 37

REGISTRATION

COMPANY LIMITED BY SHARES

Special Resolution

- of -

ART FORMA (UPHOLSTERY) LIMITED.

Passed 14th March 1967.

At an Extraordinary General Meeting of the above-named Company, duly convened and held on the 14th day of March, 1967, the following Resolutions were proposed and passed, as to that numbered 1 as a SPECIAL RESOLUTION and as to that numbered 2 as an ORDINARY RESOLUTION.

RESOLUTIONS

1. That the Articles of Association of the Company be altered by adding at the end thereof the heading "CAPITALISATION OF PROFITS" followed by the following Articles to be numbered 32 and 33 respectively :-

"32. The Company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution:

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company

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REGISTERED
5 JUL 1967
COMPANIES REGISTRATION OFFICE
5 JUL 1967
THE STATIONERY OFFICE
COMPANY DEPARTMENT

as fully paid bonus shares.

33. Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all members."

2. That the capital of the Company be increased to the sum of £7,000 by the creation of 16,000 additional shares of 5/- each ranking pari passu in all respects with the existing shares of 5/- each in the capital of the Company and ranking for dividend in accordance with the Resolution or Resolutions issuing the same.

N.A. BLYTH,

Chairman.

Original presented for Registration
on the day of 1967.

LITHO CERTIFICATE

We certify that these documents have been printed by Type Lithography.
Dated this 19 day of May 1967.

Manager,

The Solicitors Law Stationery Society Ltd

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

ART FORMA (UPHOLSTERY)

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

Browne, Jacobson & Roose,
44 Friar Lane,
NOTTINGHAM.

REGISTERED
5 JUL 1967

The Solicitors' Law Stationery Society, Limited.
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 15 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

COMPANIES OFFICE
5 JUL 1967

(P.T.O.

THE NOMINAL CAPITAL

OF

ART FORMA (UPHOLSTERY) *Limited*

has by a Resolution of the Company dated 14th March, 1967. *been increased by the addition thereto of the sum of* £4,000, *divided into :—*

16,000 *Shares of* 5/ *each*

Shares of *each*

beyond the registered Capital of £3,000

Signature

(*State whether Director or Secretary*) Director

Dated the day of 1967.

Note—This margin is reserved for binding and must not be written across

COMPANIES REGISTRATION OFFICE

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the Name of the Company ART FORMA (UPHOLSTERY)

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

Presented by

Browne, Jacobson & Roose,
44 Friar Lane,
NOTTINGHAM.

COMPANIES REGISTRATION OFFICE 5 JUL 1967

REGISTERED
Form No. 10
5 JUL 1967

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

13169.15-6-65

Companies 6A

[P.T.O.

To THE REGISTRAR OF COMPANIES,

ART FORMA (UPHOLSTERY) Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that by an *Ordinary Resolution of the Company dated the 14th day of March 1967 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £4,000 beyond the Registered Capital of £3,000

*"Ordinary", "Extraordinary", or "Special".

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
16,000	Share	5/-

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

The New Shares rank pari passu in all respects with the existing shares of 5/- each in the capital of the Company.

*** If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature [signature]

State whether Director or Secretary Director

Dated the ..... day of ..... 1967.

Note.—This margin is reserved for binding and must not be written across

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ART FORMA (UPHOLSTERY) LIMITED

Passed 11th March 1969

AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held on the 11th day of March 1969, the following RESOLUTION was proposed and passed as a SPECIAL RESOLUTION:-

RESOLUTION

That each of the 8,460 shares of 5/- each in the capital of the Company, held as to 2,500 such shares by Winifred Annie Blyth, as to 2,980 such shares by Norman Alfred Blyth and as to 2,980 such shares by Stuart Aubrey Blyth, be and it is hereby sub-divided into 5 shares of 1/- each, to the intent that under the Articles of Association of the Company each such 1/- share shall on a poll at a General Meeting of the Company confer upon the holder one vote

N A BLYTH
Chairman

Original presented to the Registrar of Companies for filing on 1969

COMPANIES REGISTRATION OFFICE
19 MAY 1969

JORDAN & SONS, LIMITED.

Number of Company } 335192

Form No. 28

THE COMPANIES ACT, 1948

COMPANIES REGISTRATION

A 5/- Companies Registration Fee Stamp must be *impressed* here

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock, specifying the Stock so re-converted, or of the Redemption of Redeemable Preference Shares or of the Cancellation of Shares (otherwise than in connection with a reduction of share capital under Section 66 of the Companies Act, 1948).

Pursuant to Section 62.

Insert the Name of the Company { ART FORMA (UPHOLSTERY) LIMITED

Presented by

Browne Jacobson & Roose

Solicitors

Nottingham

16 MAY 1969

REGISTRATION AGENTS

7 BUTTER LANE, EC4

COMPANIES 19 MAY 1969 OFFICE

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

TO THE REGISTRAR OF COMPANIES.

ART FORMA (UPHOLSTERY)

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act, 1948,

that by a Special Resolution passed on 11th March 1969 8,460 shares of 5/- each in the capital of the Company (held as to 2,500 by Winifred Annie Blyth, as to 2,980 by Norman Alfred Blyth and as to 2,980 by Stuart Aubrey Blyth) were each divided into 5 shares of 1/- each

(*Signature*)

(State whether Director or Secretary) Director

Dated the 14TH day of May 1969

NOTE.—This margin is reserved for binding, and must not be written across.

No. of Company 335192 | 60

Form No. 103
(No registration fee payable)

THE COMPANIES ACTS 1948 TO 1967

Notice of place where register of members is kept or of any change in that place

Pursuant to Section 110(3) of the Companies Act 1948

To the Registrar of Companies

Name of Company ART FORMA (UPHOLSTERY) Limited*

hereby gives you notice, in accordance with subsection (3) of Section 110 of the Companies Act 1948 that the register of members of the company is kept at

12-13, CHEAPSIDE,

NOTTINGHAM NG1 6HB

* *Delete* "Limited" *if not applicable*

Signed [signature]

State whether Director or Secretary Director

Date 17/10/74

Presented by: HUBBART, DUROSE & PAIN
12-13, CHEAPSIDE,
NOTTINGHAM NG1 6HB

Presentor's reference: C/AH A.F.(U)ltd.

No of Company 335192 /63

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL AND ORDINARY RESOLUTIONS

of

ART FORMA (UPHOLSTERY) LIMITED

Passed the 26th day of March 1976

At an Extraordinary General Meeting of the Company, duly convened and held on the 26th day of March 1976, the following Resolutions, of which Resolutions 1 and 2 were proposed as SPECIAL RESOLUTIONS while Resolution 3 was proposed as an ORDINARY RESOLUTION, were duly passed:-

RESOLUTIONS

1. That Articles 4A and 4B in the form of the draft signed for the purposes of identification by the Chairman be adopted as additions to the Company's Articles of Association and be inserted therein between Article 4 and Article 5.

2. That Articles 15 and 16 of the Company's existing Articles of Association be deleted and the following Articles 15 and 16 be adopted in their place:-

   15. The Company in General Meeting shall, whenever so required under the provisions of Articles 4, 4A and 4B hereof, resolve to capitalise such part of the amount for the time being standing to the credit of the Company's profit and loss account or otherwise available for distribution as the Company in General Meeting may decide and that such sum be set free for distribution to and amongst the members who are entitled thereto by virtue of Article 4, 4A and 4B hereof, as the case may be, rateably according to the amounts paid up or credited as paid on the shares entitling themto the benefit of such capitalisation, on condition that the same be not paid in

17 APR 1976

cash but be applied in paying up in full unissued shares of the Company of the class prescribed by Article 4, 4A or 4B hereof, as the case may be, to be allotted and distributed credited as fully paid up to and amongst such members (or the nominees approved by the directors of such members) in the proportion aforesaid and that such last mentioned distribution be accepted by such members in full satisfaction of their shares and interests in the said capitalised sum and the directors shall give effect to Resolution. Save as herein provided the Company shall have no power to capitalise profits.

16. Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares becoming distributable in fractions, or by ignoring fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into any agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation and any agreement made under such authority shall be effective and binding on all such Members.

3. That the share capital of the Company be increased to the sum of £86,000 divided into 19,450 A shares of 25p each, 42,300 B shares of 5p each and 1,580,000 D shares of 5p each by the creation of 1,580,000 D shares of 5p each to be issued only under the terms of Article 4A of the Company's Articles of Association and having the rights set out in Article B of such Articles of Association.

Chairman

335192.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ART FORMA (UPHOLSTERY) LIMITED

(Adopted by Special Resolution passed on the 24th day of February 1971 and amended by Special Resolution passed on the 26th day of March 1976.)

PRELIMINARY

1. Save as hereinafter provided the Regulations contained in Part I but not Part II) of Table A as set out in the First Schedule to the Companies Act 1948 (hereinafter called "the Act") shall apply to the Company. All references hereinafter to Table A mean references to Part I of such Table A.

2. Clauses 24, 53, 62, 75, 76, 88, 94, 128, 129 and the proviso to Clause 79 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the Regulations of the Company. Clause 22 shall read as if the words "and transferee" had been omitted.

PRIVATE COMPANY

3. The Company is a "Private Company" and accordingly:-

(a) The right to transfer shares is restricted in manner hereinafter provided;

(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 purposes of

COMPANIES REGISTRATION OFFICE 17 APR 1976 48

this Article be treated as a Single Member;

(c) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited; and

(d) The Company shall not have power to issue Share warrants to bearer.

SHARES

4. The share capital of the Company at the date of adoption of these Articles is £7,000 divided into 19,540 "A" Shares of 25p each and 42,300 "A" Shares of 5p each. Every holder of "A" Shares shall have the option, exercisable by notice in writing given to the Company on or before 10th March 1971 to convert all or any of his "A" Shares into "B" Shares. If notices to convert all the "A" Shares for the time being in issue into "A" Shares shall be served by all the holders thereof by such date, then no such conversion shall take effect. But if notices shall by suchdate have been served in respect of some, but not all of the "A" Shares, then in issue, then as from such date the "A" Shares and the "B" Shares shall respectively confer on the holders thereof the following rights:-

(A) AS REGARDS INCOME

The "B" Shares shall not entitle the holders to participate in any dividends declared by the Company prior to 1st January 1981; and, if the Company shall determine to distribute any profits prior to such date, then, subject to any special rights which may be attached to any class of share hereafter issued, such profits shall be distributed in manner provided by Clause 118 of Table A amongst the holders of the "A" Shares rateably according to the amounts paid up or credited as paid up on such "A" Shares. Subject thereto, all profits which shall be distributed by way of dividend declared on or after 1st January 1981 shall be distributed in manner provided by Clause 118 of Table A amongst the holders of the "A" Shares and the holders of the "B" Shares (treated as one class) rateably according to the amounts paid up or credited as paid up on such "A" Shares and "B" Shares respectively.

(B) AS REGARDS CAPITAL

On a return of capital on liquidation or otherwise commenced before 1st January 1981 the surplus assets of the Company, remaining after payment of its liabilities and, in the case of liquidation, the costs

NOTE: By Ordinary Resolution passed on 26th March 1976 the capital of the Company was increased to £86,000 divided into 19,540 "A" Sha of 25p each, 42,300 "B" Shares of 5p each and 1,580,000 "D" Shares of 5p each. By notices served on 26th March 1976 pursuant to Article 4A the "B" Shares were converted to "C" Shares.

of liquidationshall be applied in the following order of priority, namely, first in repaying to the holders of the "A" Shares the amounts paid up or credited as paid up on such "A" Shares held by them respectively to be paid in priority to any payment to the holders of the "B" Shares as such and (subject thereto and to any special rights which may be attached to any class of shares hereafter issued) the balance of such assets belong to and be paid to or distributed amongst the holders of the "B" Shares rateably according to the amounts paid up or credited as paid up on such "B" Shares held by them respectively at the commencement of such liquidation or (in the case of a return of capital otherwise than on liquidation) at the date of such return of capital. For the purpose of this sub-article a liquidation shall be taken to commence in the case of a voluntary liquidation on the date of the resolution to liquidate and in the case of a compulsory liquidation upon the date of the order for such liquidation and any other form of return of capital shall be taken to take place on the date of the resolution giving rise to the same. On a return of capital on liquidation or otherwise commenced on or after 1st January 1981 the surplus assets of the Company, remaining after payment of its liabilities and, in the case of liquidation, the costs of liquidation shall, subject to any special rights which may be attached to any class of shares hereafter issued belong to and be paid to or distributed amongst the holders of the "A" Shares and the holders of the "B" Shares (treated as one class) rateably according to the amounts paid up on such "A" Shares and "B" Shares respectively at the commencement of such liquidation or (in the case of a return of capital otherwise than on liquidation) at the date of such return of capital.

(C) AS REGARDS EQUALISATION OF DIVIDENDS

Wherever the Company shall prior to 1st January 1981 declare and pay a dividend to the holders of the "A" Shares the Directors shall carry to an Equalisation Reserve Account such a sum as would have been equal to the net amount (after deduction of Income Tax at the standard rate) of a dividend at the same rate per share if it had been paid to the holders on the same date of the "B" Shares. On 1st January 1981, the shareholders shall be deemed to have passed a resolution in the form required by Article 15 hereof for the capitalisation of the whole amount then standing to the credit of the Equalisation Reserve Account and for the application of such sum in paying up additional "B" Shares of the Company to be issued and allotted rateably to the holders of the "B" Shares on 1st January 1981, and the Directors shall issue and allot such shares accordingly.

If at such date there shall be insufficient unissued "B" Shares in existence for the foregoing purpose then the Directors shall forthwith convene an Extraordinary General Meeting for the purpose of increasing the capital of the Company by the requisite amount divided into the requisite number of "B" Shares and, upon the Resolution for such increase of capital the "B" Shares thenin issue shall alone confer the right to vote.

(D) AS REGARDS VOTING

Subject to any special rights or restrictions which may be attached to any class of shares hereinafter issued, every member present in person or by proxy shall, on a show of hand, have one vote and, on a poll, have one vote for every share in the capital of the Company (of a class entitling him to vote at the meeting) held by him.

(E) AS REGARDS VARIATION OF RIGHTS

The rights and restrictions attached to any class of share shall be subject to variation in manner provided by Clause 4 of Table A but not otherwise. It shall not be deemed to be a variation of the rights eitherof the "A" Shares or of the "B" Shares to create or issue any further shares ranking pari passu with either the "A" Shares or the "B" Shares.

(F) AS REGARDS RECONVERSION

Upon completion of any such capitalisation and issue of shares as shall be required under Sub-Article (C) of this Article, or (if none shall be requisite) then on 1st January 1981, all the "A" Shares and all the "B" Shares of the Company shall be reconverted into one class of Ordinary Shares ranking pari passu for all purposes, and this Article shall cease to have effect.

and such other rights and privileges as are hereinafter mentioned or declared.

4A. A holder of "B" Shares may, at any time after 26th March 1976, serve a notice in writing on the Company requiring the Company to convert some or all of his "B" Shares into "C" Shares of 5p each (such notice is referred to below as "a Conversion Notice") and the service of such notice shall have the following effect:-

(1) On the date of receipt by the Company of a Conversion Notice (hereinafter Called "a Conversion Date") the Company shall be deemed to have passed a resolution in the form required by Article 1. hereof for the capitalisation of the same proportion of the Equalisation Reserve Account as the

number of shares in respect of which the Conversion Notice is served bears to the number of "B" Shares in issue on the day immediately preceding the Conversion Date.

(2) The sum capitalised pursuant to Sub-Article (1) of this Article shall be used to pay up at par "D" Shares of 5p each in the Company having the rights set out in Article 4B hereof and the directors shall forthwith after the Conversion Date convene an Extraordinary General Meeting for the purpose of increasing the capital of the Company by the requisite number of "D" Shares and upon the resolution for such increase of capital the "B" Shares the subject of the Conversion Notice shall alone confer the right to vote.

(3) Upon completion of the capitalisation provided for in this Article the "B" Shares the subject of the Conversion Notice shall be converted into "C" Shares having the rights set out in Article 4B hereof and shall be treated in all respects as though they had been "C" Shares from the Conversion Date to the intent that they shall rank for all dividends declared after the Conversion Date and be treated pari passu with other "C" Shares on a winding up or repayment of capital taking place on or after the Conversion Date, Provided always that in the event of a dividend being declared or a return of capital on liquidation or otherwise taking place between the Conversion Date and the completion of the capitalisation the "B" Shares in respect of which a Conversion Notice has been served shall confer the same rights as if they were the number of "C" and "D" Shares to which their holder would have been entitled had the capitalisation and consequent conversion taken place before such event.

4B. The holders of the "B" Shares of 5p each have the right pursuant to Article 4A above to convert all or any of their "B" Shares into "C" and "D" Shares of 5p each. As from the first Conversion Date (as defined in Article 4A above) to occur the "A", "B", "C" and "D" Shares shall confer on the holders thereof the following rights in substitution for the rights, if any, conferred on them by Article 4 hereof:-

(1) <u>AS REGARDS INCOME</u>

The "B" and "D" Shares shall not entitle the holders to participate in any dividends declared by the Company prior to 1st January 1981; and, if the Company determines to distribute any profits prior to such date, then, subject to any such rights which may be attached to any class of share hereafter issued, such profits shall be distributed in manner provided by Clause 118 of Table A between holders of the "A" and "C" Shares rateably according to the amounts paid up or credited as paid up on such "A" and "C" Shares Provided always that the dividend payable to the

holders of the "C" Shares shall not exceed an annual rate of 75% in respect of any financial period of the Company and that if dividends are declared at a higher rate the excess over an annual rate of 75% shall not be paid to the "C" Shareholders but shall be paid only to the holders of the "A" Shares.

(2) AS REGARDS CAPITAL

On a return of capital on liquidation or otherwise commenced before 1st January 1981 the surplus assets of theCompany remaining after payment of its liabilities and, in the case of liquidation, the costs of liquidation shall be applied in the following order of priority, namely, first in repaying to the holders of the "A" Shares the amounts paid up or credited as paid up on such "A" Shares held by them respectively to be paid in priority to any payment to the holders of the "B" or "C" Shares as such and (subject thereto and to any special rights which may be attached to any class of shares hereafter issued) the balance of such assets shall belong to and be paid to or distributed amongst the holders of the "B" and "C" Shares rateably according to the amounts paid up or credited as paid up on such "B" and "C" Shares held by them respectively at the commencement of such liquidation or (in the case of a return of capital otherwise than on liquidation) at the date of such return of capital. The "D" Shares shall not entitle their holders to any payment on return of capital or liquidation before 1st January 1981. For the purpose of this Sub-Article a liquidation shall be taken to commence, in the case of a voluntary liquidation, on the date of the resolution to liquidate and, in the case of a compulsory liquidation, upon the date the order for such liquidation is made and any other form of return of capital shall be taken to take place on the date of the resolution giving rise to the same.

(3) AS REGARDS EQUALISATION OF DIVIDENDS

Whenever the Company shall, prior to 1st January 1981, declare and pay a dividend to the holders of the "A" and "C" Shares the Directors shall carry to an Equalisation Reserve Account such a sum as would have been equal to the net amount (after deduction of Income Tax at the standard rate if such income tax is deductible by the Company) of a dividend at the same rate per share as is paid to the holders of the "A" Shares if it had been paid to the holders on the same date of the "B" Shares. On 1st January 1981, the shareholders shall be deemed to have passed a resolution in the form required by Article 15 hereof for the capitalisation of the whole amount then standing to the credit of the Equalisation Reserve Account and

for the application of such sum in paying up additional "B" Shares of the Company to be issued and allotted rateably to the holders of the "B" Shares on 1st January 1981, and the directors shall issue and allot such shares accordingly. If at such date there shall be insufficient unissued "B" Shares in existence for the foregoing purpose then the directors shall forthwith convene an Extraordinary General Meeting for the purpose of increasing the capital of the Company by the requisite amount divided into the requisite number of "B" Shares, and, upon the Resolution for such increase of capital, the "B" Shares then in issue shall alone confer the right to vote.

(4) AS REGARDS VOTING

Subject to any special rights or restrictions which may be attached to any class of shares hereafter issued every holder of "A", "B" or "C" Shares present in person or by proxy shall, on a show of hand, have one vote, and, on a poll, have one vote for every "A", "B" or "C" Share in the capital of the Company held by him.

(5) AS REGARDS VARIATION OF RIGHTS

The rights and restrictions attached to any class of share shall be subject to variation in manner provided by Clause 4 of Table A but not otherwise. It shall be deemed to be a variation of the rights of any of the "A", "B", "C" or "D" Shares to issue any further shares of such classes except in pursuance of the conversion or capitalisation rights contained in these Articles.

(6) AS REGARDS RECONVERSION

On 1st January 1981, or, if it shall then be necessary, upon completion of any such capitalisation and issue of shares as shall be required under Sub-Article (3) of this Article all the "A" Shares, "B" Shares, "C" Shares and "D" Shares of the Company shall be converted into one class of Ordinary Shares ranking pari passu for all purposes, and this Article shall cease to have effect. In the event of any dividend being declared, General Meeting of the Company being held, capital being repaid or liquidation on or after 1st January 1981 but before the completion of the capitalisation referred to in this Sub-Article the shares shall confer on their holders the same rights as to dividend, voting and repayment of capital as though the capitalisation had taken place and the Shares had been converted.

and such other rights and privileges as are hereinafter mentioned or declared.

5. The directors shall upon any future issue of "A" Shares or "B" Shares in the capital of the Company offer the Shares which it is proposed to issue in the manner following:-

(a) The Directors shall offer all the new shares at the same price to the then existing holders of shares of the same class of the Company in proportion to the shares of that class then held by them respectively, the Directors specifying in such offer the total number of shares proposed to be issued. Each shareholder to whom the offer shall be made shall be entitled to accept the same by notice in writing to the Company as to the whole or any part of the shares comprised therein within 28 days from the date of receiving the offer and at the time of such acceptance may specify the maximum number of surplus shares (not exceeding the total number of shares on offer) which he will be willing to accept if any surplus shares shall become available for acceptance owing to the failure of one or more of the shareholders to accept the shares offered to them within the time provided.

(b) If by the expiration of the said period of 28 days any of the said shares on offer shall be unaccepted they shall be apportioned amongst the shareholders offering to take surplus shares as aforesaid rateably according to the amounts specified in their offers and such shareholders shall be bound to accept any surplus shares so apportioned provided that nothing herein contained shall compel any shareholder to accept a number of surplus shares greater than the maximum which he has specified his willingness to accept as aforesaid. If in making such apportionment there shall be an odd surplus share or shares the Directors shall allot the same to such one or more persons offering to take surplus shares as the Directors shall decide.

(c) Any shares still unaccepted or unapportionable as hereinbefore provided shall be offered in like manner to the then existing holders of shares of the other of such two classes upon the like terms. Any shares not accepted or apportionable as a result of suchoffer and acceptances received in respect thereof, and any shares of a class other than "A" or "B" Shares, shall be dealt with as the Board shall determine.

TRANSFER OF SHARES

6. The Directors may in their absolute discretion and without assigning any reason therefore decline to register any Transfer of any share whether or not it is a fully paid share. If the directors shall not have resolved to register any Transfer of any share within two months after the dateupon which it shall have been presented to them for registration then they shall be deemed to have declined to register the same.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; save as otherwise provided by two Members present in person or by proxy shall be a quorum.

8. A poll shall be held whenever demanded by any one Member present in person or by proxy and entitled to vote and Clause 58 of Table A shall be read as if this power to demand a poll were substituted for the powers therein contained.

DIRECTORS

9. Until andunless otherwise determined by the Company by Ordinary Resolution in General Meeting the number of the directors shall not be less than two nor more than five.

10. The following are the Directors of the Company at the date of adoption of these Articles:-

(1) Winifred Annie Blyth of 115 Park Lane, Castle Donington, Derbyshire.

(2) Norman Alfred Blyth of Osgathorpe Hall Farm, Osgathorpe, Near Loughborough, Leicestershire.

(3) Stuart Aubrey Blyth of Highfield House, Shepshed, Near Loughborough, Leicestershire.

11. The remuneration of the Directors (other than the remuneration payable to them under the terms of any Service Agreement for the time being in force) shall be such amount as shall from time to time be determined by the Company in General Meeting. Such remuneration, which shall be deemed to accrue from day to day, shall be divided between the Directors in such proportions and in such manner as they shall agree, or in default of agreement equally; Provided that any Director who shall not have served during the whole period for which such remuneration is payable shall, in default of agreement to the contrary, receive only an amount apportioned according to the time served by him during such period, Any Resolution of the Board reducing, or postponing the time for payment of, the Directors' remuneration shall bind all the Directors. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from Meetings of the Directors, of any Committee of the Directors or General Meetings of theCompany or in connection with the business of the Company.

12. The quorum of Directors for transacting business, shall, unless otherwise fixed by theDirectors, be two.

ALTERNATE DIRECTORS

13. If any Director shall be about to leave or shall have left the United Kingdom or shall be suffering from physical illness or incapacity disabling him from attending Meetings of the Directors, he may by writing signed by him appoint any person who is approved by the Directors to be his alternate, and every such alternate shall during the absence from the United Kingdom of the Director appointing him or during the continuance of such physical illness or incapacity be entitled to attend and vote at the Meetings of Directors and shall have and exercise all the powers, rights, duties and authorities of the Director appointing him. A Director may at any time revoke the appointment of an alternate appointed by him, and if a Director shall cease to hold office the appointment of his alternate shall determine; Provided that if a Director retires by rotation and is forthwith re-elected any appointment made by him under the provisions of this Article which shall be in force immediately prior to such retirement shall continue after such re-election as if the retiring Director had not so retired. An alternate appointed pursuant to this Article shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him and he shall only be responsible for his own acts and defaults. His remuneration shall be the personal responsibility of the Director appointing him.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated:-

(1) If he resigns his office by Notice in writing to the Company.

(2) If he ceases to be a Director by virtue of Section 182 of the Act.

(3) If a receiving order is made against him or he enters into any arrangements or compromise with his creditors.

(4) If he is prohibited from being a Director by an order made under Section 188 of the Act.

(5) If he becomes of unsound mind.

(6) If he shall absent himself for more than six consecutive months from Meetings of the Board without permission of the Board unless the cause be illness (when the period shall be twelve months) or absence on the Company's business.

No. of Company 335192 / 64

Form No. 10

THE COMPANIES ACTS 1948 to 1967

Notice of Increase in Nominal Capital

To THE REGISTRAR OF COMPANIES

Insert name of Company; delete "Limited" if not applicable

ART FORMA (UPHOLSTERY)

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by an Ordinary Resolution of the Company dated the 26th day of March 19 76 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 79,000 beyond the registered capital of £ 7,000

†State whether Ordinary or Extraordinary or Special Resolution.

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
1,580,000	D Shares	5p

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

as set out in the Company's Articles of Association as amended by Special Resolutions passed on 26th March 1976.

If any of the new shares are Preference Shares state whether they are redeemable or not. If this space is insufficient the conditions should be set out separately by way of annexure.

Signature .....

State whether Director or Secretary } Director

Dated the 14th day of April 19 76

Presented by

Presentor's Reference 328/LP/300

Browne Jacobson & Roose,
44 Friar Lane,
Nottingham.

(see notes overleaf)

No. of Company: 335192 /75

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

Still Private

SPECIAL RESOLUTION

of

ART FORMA (UPHOLSTERY) LIMITED

Passed the 4th day of December 1979

At an Extraordinary General Meeting of the Company, duly convened and held on the 4th day of December 1979, the following Resolution was passed as a SPECIAL RESOLUTION:-

Resolution

IT WAS RESOLVED that:-

(1) each of the existing classes of share is split on the following basis (the new shares having the rights set out in the Articles of Association to be adopted pursuant to this Resolution):-

(a) That the existing 19,540 "A" Shares of 25p each be divided into 1,954 "A" Shares of 25p each and 17,586 "A" Non-voting Shares of 25p each and that of every 10 "A" Shares held by any member 1 shall be designated an "A" Share while the balance shall be designated as "A" Non-voting Shares.

(b) That the existing 42,300 "C" Shares of 5p each be divided into 4,230 "C" Shares of 5p each and 38,070 "C" Non-voting Shares of 5p each and that of every 10 "C" Shares held by

COMPANIES REGISTRATION OFFICE 17 DEC 1979

any member 1 shall be designated a "C" Share while the balance shall be designated as "C" Non-voting Shares.

(c) That the existing 1,580,000 "D" Shares of 5p each be divided into 158,000 "D" Shares of 5p each and 1,422,000 "D" Non-voting Shares of 5p each and that of every 10 "D" Shares held by any member one-tenth shall be designated as "D" Shares while the balance shall be designated as "D" Non-voting Shares.

In the event that the holding of any member of Shares of any class shall not be divisible by 10 the excess Shares shall be designated as Non-voting Shares of the class in question.

(2) the Articles of Association produced to the meeting, signed for the purposes of identification by the Chairman, be adopted as the Company's Articles of Association in substitution for the Company's existing Articles of Association.

Chairman

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ART FORMA (UPHOLSTERY) LIMITED

(Adopted by Special Resolution passed on the 4th day of December 1979)

PRELIMINARY

1. Save as hereinafter provided the Regulations contained in Part I (but not Part II) of Table A as set out in the First Schedule to the Companies Act 1948 (hereinafter called "the Act") shall apply to the Company. All references hereinafter to Table A mean references to Part I of such Table A.

2. Clauses 24, 53, 62, 75, 76, 88, 94, 128, 129 and the proviso to Clause 79 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the Regulations of the Company. Clause 22 shall read as if the words "and transferee" had been omitted.

PRIVATE COMPANY

3. The Company is a "Private Company" and accordingly:-

(a) The right to transfer shares is restricted in manner hereinafter provided;

COMPANIES REGISTRATION OFFICE
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(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 purposes of this Article be treated as a Single Member;

(c) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited; and

(d) The Company shall not have power to issue share warrants to bearer.

SHARES

4. The share capital of the Company at the date of adoption of these Articles is £86,000 divided into 1,954 "A" Shares of 25p each; 17,586 "A" Non-voting Shares of 25p each; 4,230 "C" Shares of 5p each; 38,070 "C" Non-voting Shares of 5p each; 158,000 "D" Shares of 5p each and 1,422,000 "D" Non-voting Shares of 5p each. The "A", "A" Non-voting, "C", "C" Non-voting, "D" and "D" Non-voting Shares shall confer on the holders thereof the following rights:-

(1) AS REGARDS INCOME

The "D" Shares and "D" Non-voting Shares shall not entitle the holders to participate in any dividends declared by the Company prior to 1st January 1981; and, if the Company determines to distribute any profits prior to such date, then, subject to any such rights which may be attached to any class of share hereafter issued, such profits shall be distributed in manner provided by Clause 118 of Table A between holders of the "A", "A" Non-voting, "C" and "C" Non-voting Shares rateably according to the amounts paid up or credited as paid up on such Shares Provided always that the dividend payable to the holders of the "C" and "C" Non-voting Shares shall not exceed an annual rate of 75% in respect of any financial period of the Company and that if dividends are declared at a higher rate the

excess over an annual rate of 75% shall not be paid to the "C" and "C" Non-voting shareholders but shall be paid only to the holders of the "A" and "A" Non-voting Shares.

(2) AS REGARDS CAPITAL

On a return of capital on liquidation or otherwise commenced before 1st January 1981 the surplus assets of the Company remaining after payment of its liabilities and, in the case of liquidation, the costs of liquidation shall be applied in the following order of priority, namely, first in repaying to the holders of the "A" Shares and "A" Non-voting Shares the amounts paid up or credited as paid up on such "A" Shares and "A" Non-voting Shares held by them respectively to be paid in priority to any payment to the holders of the "C" Shares or "C" Non-voting Shares as such and (subject thereto and to any special rights which may be attached to any class of shares hereafter issued) the balance of such assets shall belong to and be paid to or distributed amongst the holders of the "C" Shares and "C" Non-voting Shares rateably according to the amounts paid up or credited as paid up on such "C" Shares and "C" Non-voting Shares held by them respectively at the commencement of such liquidation or (in the case of a return of capital otherwise than on liquidation) at the date of such return of capital. The "D" Shares and "D" Non-voting Shares shall not entitle their holders to any payment on return of capital or liquidation before 1st January 1981. For the purpose of this Sub-Article a liquidation shall be taken to commence, in the case of a voluntary liquidation, on the date of the resolution to liquidate and, in the case of a compulsory liquidation, upon the date the order for such liquidation is made and any other form of return of capital shall be taken to take place on the date of the resolution giving rise to the same.

(3) AS REGARDS VOTING

Subject to any special rights or restrictions which may be attached to any class of shares hereafter issued every holder of "A" or "C" Shares (but not "A" Non-voting Shares or "C" Non-voting Shares) present in person or by proxy shall, on a show of hands, have one vote and, on a poll, have one vote for every "A" or "C" Share

(but not for any "A" Non-voting or "C" Non-voting Share) in the capital of the Company held by him. No other share shall confer any vote at any general meeting until the reconversion mentioned at 4(5) below.

(4) AS REGARDS VARIATION OF RIGHTS

The rights and restrictions attached to any class of share shall be subject to variation in manner provided by Clause 4 of Table A but not otherwise. It shall be deemed to be a variation of the rights of any of the "A", "A" Non-voting, "C", "C" Non-voting, "D" or "D" Non-voting Shares to issue any further shares of such classes except in pursuance of the conversion or capitalisation rights contained in these Articles.

(5) AS REGARDS RECONVERSION

On 1st January 1981 all the "A" Shares, "C" Shares and "D" Shares of the Company shall be converted into one class of Ordinary Shares and all the "A" Non-voting, "C" Non-voting and "D" Non-voting Shares shall be converted into one class of Non-voting Ordinary Shares ranking pari passu for all purposes other than voting. The Non-voting Ordinary Shares shall neither entitle their holders to attend or vote at any general meeting of the Company. Every holder of an Ordinary Share present in person or by proxy shall, on a show of hands, have one vote and on a poll, have one vote for every Ordinary Share (but not Non-voting Ordinary Share) in the Company held by him.

and such other rights and privileges as are hereinafter mentioned or declared.

5. The Directors shall upon any future issue of "A" Shares or "C" Shares in the capital of the Company offer the Shares which it is proposed to issue in the manner following:-

(a) The Directors shall offer all the new Shares at the same price to the then existing holders of Shares of the same class of the Company in proportion to the Shares of that class then held by them respectively, the Directors specifying in such offer the total number of Shares proposed to be issued. Each shareholder to whom the offer shall be made shall be entitled to accept the same by notice in writing to the Company as to the whole or any part of the Shares comprised therein within 28 days from the date of

receiving the offer and at the time of such acceptance, may specify the maximum number of surplus Shares (not exceeding the total number of Shares on offer) which he will be willing to accept if any surplus Shares shall become available for acceptance owing to the failure of one or more of the shareholders to accept the Shares offered to them within the time provided.

(b) If by the expiration of the said period of 28 days any of the said Shares on offer shall be unaccepted they shall be apportioned amongst the shareholders offering to take surplus Shares as aforesaid rateably acccording to the amounts specified in their offers and such shareholders shall be bound to accept any surplus Shares so apportioned, provided that nothing herein contained shall compel any Shareholder to accept a number of surplus Shares greater than the maximum which he has specified his willingness to accept as aforesaid. If in making such apportionment there shall be an odd surplus Share or Shares the Directors shall allot the same to such one or more persons offering to take surplus Shares as the Directors shall decide.

(c) Any Shares still unaccepted or unapportionable as hereinbefore provided shall be offered in like manner to the then existing holders of Shares of the other of such two classes upon the like terms. Any Shares not accepted or apportionable as a result of such offer and acceptances received in respect thereof and any shares of a class other than "A" or "C" Shares, shall be dealt with as the Board shall determine.

TRANSFER OF SHARES

6. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any Transfer of any Share whether or not it is a fully paid Share. If the Directors shall not have resolved to register any Transfer of any Share within two months after the date upon which it shall have been presented to them for registration then they shall be deemed to have declined to register the same.

PROCEEDINGS AT GENERAL MEETINGS

7. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business, save as otherwise provided hereby, two Members present in person or by proxy shall be a quorum.

8. A poll shall be held whenever demanded by any one Member present in person or by proxy and entitled to vote and Clause 58 of Table A shall be read as if this power to demand a poll were substituted for the powers therein contained.

DIRECTORS

9. Until and unless otherwise determined by the Company by Ordinary Resolution in General Meeting the number of the Directors shall not be less than two nor more than five.

10. The following are the Directors of the Company at the date of adoption of these Articles:-

(1) WINIFRED ANNIE BLYTH of 115 Park Lane, Castle Donington, Derbyshire.

(2) NORMAN ALFRED BLYTH of Osgathorpe Hall Farm, Osgathorpe, Near Loughborough, Leicestershire.

(3) STUART AUBREY BLYTH of Baggrave Hall, Leicester.

11. The remuneration of the Directors (other than the remuneration payable to them under the terms of any Service Agreement for the time being in force) shall be such amount as shall from time to time be determined by the Company in General Meeting. Such remuneration, which shall be deemed to accrue from day to day, shall be divided between the Directors in such proportions and in such manner as they shall agree, or in default of agreement equally; Provided that any director who shall not have served during the whole period for which such remuneration is payable shall, in default of agreement to the contrary, receive only an amount apportioned according to the time served by him during such period. Any Resolution of the Board reducing, or postponing the time for payment of the Directors' remuneration shall bind all the Directors. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in

attending and returning from Meetings of the Directors, of any Committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

12. The quorum of Directors for transacting business, shall, unless otherwise fixed by the Directors, be two.

ALTERNATE DIRECTORS

13. If any Director shall be about to leave or shall have left the United Kingdom or shall be suffering from physical illness or incapacity disabling him from attending Meetings of the Directors, he may by writing signed by him appoint any person who is approved by the Directors to be his alternate, and every such alternate shall during the absence from the United Kingdom of the Director appointing him or during the continuance of such physical illness or incapacity be entitled to attend and vote at the Meetings of Directors and shall have and exercise all the powers, rights, duties and authorities of the Director appointing him. A Director may at any time revoke the appointment of an alternate appointed by him, and if a Director shall cease to hold office the appointment of his alternate shall determine; Provided that if a Director retires by rotation and is forthwith re-elected any appointment made by him under the provisions of this Article which shall be in force immediately prior to such retirement shall continue after such re-election as if the retiring Director had not so retired. An alternate appointed pursuant to this Article shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him and he shall only be responsible for his own acts and defaults. His remuneration shall be the personal responsibility of the Director appointing him.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated:-

(1) If he resigns his office by Notice in writing to the Company.

(2) If he ceases to be a Director by virtue of Section 182 of the Act.

(3) If a receiving order is made against him or he enters into any arrangements or compromise with his creditors.

(4) If he is prohibited from being a Director by an order made under Section 188 of the Act.

(5) If he becomes of unsound mind.

(6) If he shall absent himself for more than six consecutive months from Meetings of the Board without permission of the Board unless the cause be illness (when the period shall be twelve months) or absence on the Company's business.

CAPITALISATION OF PROFITS

15. Until 1st January 1981 the Company shall have no power to capitalise profits. Thereafter the Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any Shares held by such Members respectively or paying up in full unissued Shares or Debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members (or the nominees approved by the Directors of such Members) in the proportion aforesaid, or partly in the one way and partly in the other, and that such last mentioned distribution be accepted by such Members in full satisfaction of their shares and interests in the said capitalised sum, and the Directors shall give effect to such resolution; Provided that a Share Premium Account and a Capital Redemption Reserve Fund may, for the purpose of this Article, only be applied in the paying up of unissued Shares to be issued to Members of the Company (or their nominees approved as aforesaid) as fully paid bonus Shares.

16. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all

appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares or Debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of Shares or Debentures becoming distributable in fractions, or by ignoring fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into any agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares or Debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing Shares, and any agreement made under such authority shall be effective and binding on all such Members.

ART FORMA (UPHOLSTERY) LIMITED

Written Consent of the Holders of the "A" Shares of 25p each

We, the undersigned being the holders of all the "A" Shares of 25p each of Art Forma (Upholstery) Limited hereby sanction the passing by the Company in General Meeting of the Resolution set out in the Notice of Extraordinary General Meeting hereto annexed and consent to each and every variation of the rights attached to or belonging to the said "A" Shares to be affected by or involved therein.

DATED 4th December 1979

..... D.O. Moon

..... (Duly authorised for and on behalf of Granby Trustees Limited)

..... R.R. Jeune

..... S.A. Blyth

..... N.A. Blyth

COMPANIES REGISTRATION 17 DEC 1979

ART FORMA (UPHOLSTERY) LIMITED

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the above named company will be held at Station Road, Castle Donington on 4th December 1979 at 3.15 p.m. for the purposes of considering and, if thought fit, passing the following Resolution which will be proposed as a SPECIAL RESOLUTION :-

SPECIAL RESOLUTION

That:-

(1) Each of the existing classes of share is split on the following basis (the new shares having the rights set out in the Articles of Association to be adopted pursuant to this Resolution):-

(a) That the existing 19,540 "A" Shares of 25p each be divided into 1,954 "A" Shares of 25p each and 17,586 "A" Non-voting Shares of 25p each and that of every 10 "A" Shares held by any member 1 shall be designated an "A" Share while the balance shall be designated as "A" Non-voting Shares.

(b) That the existing 42,300 "C" Shares of 5p each be divided into 4,230 "C" Shares of 5p each and 38,070 "C" Non-voting Shares of 5p each and that of every 10 "C" Shares held by any member 1 shall be designated a "C" Share while the balance shall be designated as "C" Non-voting Shares.

(c) That the existing 1,580,000 "D" Shares of 5p each be divided into 158,000 "D" Shares of 5p each and 1,422,000 "D" Non-voting Shares of 5p each and that of every 10 "D" Shares held by any member one-tenth shall be designated as "D" Shares while the balance shall be designated as "D" Non-voting Shares.

In the event that the holding of any member of Shares of any class shall not be divisible by 10 the excess Shares shall be designated as Non-voting Shares of the class in question.

(2) The Articles of Association produced to the meeting, signed for the purposes of identification by the Chairman, be adopted as the Company's Articles of Association in substitution for the Company's existing Articles of Association.

BY ORDER OF THE BOARD

N.A. Blyth

Secretary

Registered Office:-

Station Road,
Castle Donington,
Nr. Derby.
DE7 2NU

Note: A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his place. A proxy need not be a member of the company.

We, the undersigned, being the holders of in excess of 95% in nominal value of the shares giving a right to attend and vote at the above extraordinary general meeting, hereby agree to the convening thereof for the day and place first above mentioned notwithstanding that less than the proper period of notice has been given.

..... N.A. Blyth

..... S.A. Blyth

..... W.A. Blyth ..... W.A. Blyth

..... D.O. Moon ..... D.O. Moon

..... R.R. Jeune ..... R.R. Jeune

..... (For and on behalf of Granby Trustees Ltd.)

ART FORMA (UPHOLSTERY) LIMITED

Written Consent of the Holders of the "D" Shares of 5p each

We, the undersigned being the holders of all the "D" Shares of 5p each of Art Forma (Upholstery) Limited hereby sanction the passing by the Company in General Meeting of the Resolution set out in the Notice of Extraordinary General Meeting hereto annexed and consent to each and every variation of the rights attached to or belonging to the said "D" Shares to be affected by or involved therein.

DATED 4th December 1979

..... D.O. Moon

..... (Duly authorised for and on behalf of Granby Trustees Limited)

..... R.R. Jeune

.....S.A. Blyth..... S.A. Blyth

.....N.A. Blyth..... N.A. Blyth

.....W.A. Blyth..... W.A. Blyth

COMPANIES REGISTRATION OFFICE 17 DEC 1979

ART FORMA (UPHOLSTERY) LIMITED

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(b) That the existing 42,300 "C" Shares of 5p each be divided into 4,230 "C" Shares of 5p each and 38,070 "C" Non-voting Shares of 5p each and that of every 10 "C" Shares held by any member 1 shall be designated a "C" Share while the balance shall be designated as "C" Non-voting Shares.

(c) That the existing 1,580,000 "D" Shares of 5p each be divided into 158,000 "D" Shares of 5p each and 1,422,000 "D" Non-voting Shares of 5p each and that of every 10 "D" Shares held by any member one-tenth shall be designated as "D" Shares while the balance shall be designated as "D" Non-voting Shares.

In the event that the holding of any member of Shares of any class shall not be divisible by 10 the excess Shares shall be designated as Non-voting Shares of the class in question.

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BY ORDER OF THE BOARD

N.A. Blyth

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Registered Office:-

Station Road,
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DE7 2NU

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..... N.A. Blyth

..... S.A. Blyth

..... W.A. Blyth

..... D.O. Moon

..... R.R. Jeune

..... (For and on behalf of Granby Trustees Ltd.)

ART FORMA (UPHOLSTERY) LIMITED

Written Consent of the Holders of the "C" Shares of 5p each

We, the undersigned being the holders of all the "C" Shares of 5p each of Art Forma (Upholstery) Limited hereby sanction the passing by the Company in General Meeting of the Resolution set out in the Notice of Extraordinary General Meeting hereto annexed and consent to each and every variation of the rights attached to or belonging to the said "C" Shares to be affected by or involved therein.

DATED 4th December 1979

.....S.A. Blyth..... S.A. Blyth

.....N.A. Blyth..... N.A. Blyth

.....W.A. Blyth..... W.A. Blyth

COMPANIES REGISTRATION OFFICE 17 DEC 1979

ART FORMA (UPHOLSTERY) LIMITED

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the above named company will be held at Station Road, Castle Donington on 4th December 1979 at 3.15 p.m. for the purposes of considering and, if thought fit, passing the following Resolution which will be proposed as a SPECIAL RESOLUTION :-

SPECIAL RESOLUTION

That:-

(1) Each of the existing classes of share is split on the following basis (the new shares having the rights set out in the Articles of Association to be adopted pursuant to this Resolution):-

(a) That the existing 19,540 "A" Shares of 25p each be divided into 1,954 "A" Shares of 25p each and 17,586 "A" Non-voting Shares of 25p each and that of every 10 "A" Shares held by any member 1 shall be designated an "A" Share while the balance shall be designated as "A" Non-voting Shares.

(b) That the existing 42,300 "C" Shares of 5p each be divided into 4,230 "C" Shares of 5p each and 38,070 "C" Non-voting Shares of 5p each and that of every 10 "C" Shares held by any member 1 shall be designated a "C" Share while the balance shall be designated as "C" Non-voting Shares.

(c) That the existing 1,580,000 "D" Shares of 5p each be divided into 158,000 "D" Shares of 5p each and 1,422,000 "D" Non-voting Shares of 5p each and that of every 10 "D" Shares held by any member one-tenth shall be designated as "D" Shares while the balance shall be designated as "D" Non-voting Shares.

In the event that the holding of any member of Shares of any class shall not be divisible by 10 the excess Shares shall be designated as Non-voting Shares of the class in question.

(2) The Articles of Association produced to the meeting, signed for the purposes of identification by the Chairman, be adopted as the Company's Articles of Association in substitution for the Company's existing Articles of Association.

BY ORDER OF THE BOARD

D. A. Blyth

Secretary

Registered Office:-

Station Road,
Castle Donington,
Nr. Derby.
DE7 2NU

Note: A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his place. A proxy need not be a member of the company.

We, the undersigned, being the holders of in excess of 95% in nominal value of the shares giving a right to attend and vote at the above extraordinary general meeting, hereby agree to the convening thereof for the day and place first above mentioned notwithstanding that less than the proper period of notice has been given.

..... N.A. Blyth

..... S.A. Blyth

..... W.A. Blyth ..... W.A. Blyth

..... D.O. Moon ..... D.O. Moon

..... R.R. Jeune ..... R.R. Jeune

.... (For and on behalf of Granby Trustees Ltd.)

Form No. 28

THE COMPANIES ACTS 1948 TO 1976

Notice of consolidation, division, conversion, sub-division, redemption or cancellation of shares, or re-conversion of stock into shares

Pursuant to section 62 of the Companies Act 1948 as amended by the Companies Act 1976

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use: 0 8 4

Company number: 335192

Name of company

ART FORMA (UPHOLSTERY) Limited*

*Delete if inappropriate

Notice of consolidation, division, sub-division, or conversion into stock or shares, specifying the shares so consolidated, divided, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable preference shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under section 66 of the Companies Act 1948).

The above-named company hereby gives you notice, in accordance with section 62 of the Companies Act 1948 that:

by Special Resolutions dated 9 June 1981 each Ordinary share of 25p was sub-divided into 1 Ordinary share of 5p and 4 non-voting Ordinary shares of 5p each while each non-voting Ordinary share of 25p was sub-divided into 5 non-voting Ordinary shares of 5p each.

†Delete as appropriate

Signed [signature] [Director] [Secretary]† Date 9 June 1981

Presentor's name, address and reference (if any): 328/300

Browne Jacobson & Roose
Solicitors
44 Friar Lane
Nottingham
NG1 6EA

For official use

General section

Post room

23 JUN 1981 A

No of Company: 335192/83

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS Steel Limit

of

ART FORMA (UPHOLSTERY) LIMITED

Passed the 9th day of June 1981

At an Extraordinary General Meeting of the Company, duly convened and held on the 9th day of June 1981 the following Resolutions were passed as SPECIAL RESOLUTIONS:-

RESOLUTIONS

IT WAS RESOLVED that:-

1 each Ordinary share of 25p be sub-divided into 1 Ordinary share of 5p and 4 non-voting Ordinary shares of 5p each

2 each non-voting Ordinary share of 25p be sub-divided into 5 non-voting Ordinary shares of 5p each

3 the Articles of Association, a copy of which, signed by the Chairman, is produced to the Meeting, be and are hereby adopted as the Articles of Association of the Company in substitution for the existing Articles of Association of the Company

Chairman

A

THE COMPANIES ACT 1948 to 1980

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ART FORMA (UPHOLSTERY) LIMITED

(Adopted by Special Resolution passed on the 9th day of June 1981)

PRELIMINARY

1. Save as hereinafter provided the Regulations contained in Part I (but not Part II) of Table A as set out in the First Schedule to the Companies Act 1948 (hereinafter called "the Act") shall apply to the Company. All references hereinafter to Table A mean references to Part I of such Table A.

2. Clauses 24, 53, 62, 75, 76, 88, 94, 128, 129 and the proviso to Clause 79 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Clauses of Table A, subject to the modifications hereinafter expressed, shall constitute the Regulations of the Company. Clause 22 shall be read as if the words "and transferee" had been omitted.

SHARES

3. The share capital of the Company at the date of adoption of these Articles is £86,000 divided into 164,184 Ordinary Shares of 5p each and 1,555,816 Non-Voting Shares of 5p each. Such Ordinary and Non-Voting Ordinary Shares rank pari passu for all purposes other than voting. The Non-Voting Ordinary Shares shall neither entitle their holders to attend or vote at any general meeting of the Company. Every holder of an Ordinary Share present in

person or by proxy shall, on a show of hands, have one vote and on a poll, have one vote for every Ordinary Share (but not Non-Voting Ordinary Share) in the Company held by him.

TRANSFER OF SHARES

4. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any Transfer of any Share whether or not it is a fully paid Share. If the Directors shall not have resolved to register any Transfer of any Share within two months after the date upon which it shall have been presented to them for registration then they shall be deemed to have declined to register the same.

PROCEEDINGS AT GENERAL MEETINGS

5. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. Save as otherwise provided hereby, two Members entitled to vote present in person or by proxy shall be a quorum.

6. A poll shall be held whenever demanded by any one Member present in person or by proxy and entitled to vote and Clause 58 of Table A shall be read as if this power to demand a poll were substituted for the powers therein contained.

DIRECTORS

7. Until and unless otherwise determined by the Company by Ordinary Resolution in General Meeting the number of the Directors shall not be less than two nor more than seven.

8. The following are the Directors of the Company at the date of adoption of these Articles:-

(1) WINIFRED ANNIE BLYTH of 115 Park Lane, Castle Donington, Derbyshire.

(2) NORMAN ALFRED BLYTH of Osgathorpe Hall Farm, Osgathorpe, Near Loughborough, Leicestershire.

(3) STUART AUBREY BLYTH of Baggrave Hall, Leicester.

(4) HILARY JUNE BLYTH of Osgathorpe Hall Farm, Osgathorpe, Near Loughborough, Leicestershire.

(5) JENNIFER AILEEN BLYTH of Baggrave Hall, Leicester.

(6) WILLIAM BROUGHTON ROBINSON of 32 Diseworth Road, Castle Donington, Derbyshire.

9. The remuneration of the Directors (other than the remuneration payable to them under the terms of any Service Agreement for the time being in force) shall be such amount as shall from time to time be determined by the Company in General Meeting. Such remuneration, which shall be deemed to accrue from day to day, shall be divided between the Directors in such proportions and in such manner as they shall agree, or in default of agreement equally; Provided that any director who shall not have served during the whole period for which such remuneration is payable shall, in default of agreement to the contrary, receive only an amount apportioned according to the time served by him during such period. Any Resolution of the Board reducing, or postponing the time for payment of, the Directors' remuneration shall bind all the Directors. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from Meetings of the Directors, of any Committee of the Directors or General Meetings of the Company or in connection with the business of the Company.

10. The quorum of Directors for transacting business, shall, unless otherwise fixed by the Directors, be two.

ALTERNATE DIRECTORS

11. If any Director shall be about to leave or shall have left the United Kingdom or shall be suffering from physical illness or incapacity disabling him from attending Meetings of the Directors, he may by writing signed by him appoint any person who is approved by the Directors to be his alternate, and every such alternate shall during the absence from the United Kingdom of the Director appointing him or during the continuance of such physical illness or incapacity be entitled to attend and vote at the Meetings of Directors and shall have and exercise all the powers, rights, duties and authorities of the Director appointing him. A Director may at any time revoke the appointment of an alternate appointed by him, and if a Director shall cease to hold office the appointment of his alternate shall determine; Provided that if a Director retires by rotation and is forthwith re-elected any appointment made by him under the provisions of this Article which shall be in force immediately prior to such retirement shall continue after such re-election as if the retiring Director had not so retired. An alternate appointed pursuant to this

Article shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him and he shall only be responsible for his own acts and defaults. His remuneration shall be the personal responsibility of the Director appointing him.

DISQUALIFICATION OF DIRECTORS

12. The office of a Director shall be vacated:-

(1) If he resigns his office by Notice in writing to the Company.

(2) If he ceases to be a Director by virtue of Section 182 of the Act.

(3) If a receiving order is made against him or he enters into any arrangements or compromise with his creditors.

(4) If he is prohibited from being a Director by an order made under Section 188 of the Act.

(5) If he becomes of unsound mind.

(6) If he shall absent himself for more than six consecutive months from Meetings of the Board without permission of the Board unless the cause be illness (when the period shall be twelve months) or absence on the Company's business.

CAPITALISATION OF PROFITS

13. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any Shares held by such Members respectively or paying up in full unissued Shares or Debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members (or the nominees approved by the Directors of such Members) in the proportion aforesaid, or partly in the one way and partly in the other, and that

such last mentioned distribution be accepted by such Members in full satisfaction of their shares and interests in the said capitalised sum, and the Directors shall give effect to such resolution; Provided that a Share Premium Account and a Capital Redemption Reserve Fund may, for the purpose of this Article, only be applied in the paying up of unissued Shares to be issued to Members of the Company (or their nominees approved as aforesaid) as fully paid bonus Shares.

14. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares or Debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of Shares or Debentures becoming distributable in fractions, or by ignoring fractions, and also to authorise any person to enter on behalf of all the Members entitled thereto into any agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares or Debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on their existing Shares, and any agreement made under such authority shall be effective and binding on all such Members.

No of Company: 335192 /17

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ART FORMA (UPHOLSTERY) LIMITED

Passed the 16th day of December 1982

At an Extraordinary General Meeting of the Company, duly convened and held on the Sixteenth day of December 1982, the following Resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

That:-

1. The proposal (hereinafter called "the Demerger Proposal") that the Company dispose of the whole of its furniture trading activities and associated assets and liabilities (hereinafter called "the Furniture Business"), which Furniture Business is more fully identified in the draft Sale Agreement, a copy of which is submitted to this meeting and for the purpose of identification initialled by the Chairman hereof, to a private company known as Art Forma Furniture Limited (hereinafter called "Furniture") upon the following terms:-

   (i) Furniture, which presently has 40 issued Ordinary Shares of 5 pence each of which 20 are held by Norman Alfred Blyth, and 20 are held by Stuart Aubrey Blyth, shall allot 163,534 Ordinary Shares of 5 pence each and 1,544,386 Non-Voting Shares of 5 pence each all credited as fully paid (hereinafter called "the Consideration Shares"), such classes of the Consideration Shares to carry all the same rights in relation to each other as do the Ordinary Shares of 5 pence each and the

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Non-Voting Shares of 5 pence each in the capital of the Company in relation to each other, in consideration for the acquisition by it of the Furniture Business, and

(ii) the Consideration Shares shall be allotted, in satisfaction of a dividend to be declared by the Company, to the shareholders of the Company, in proportion as nearly as may be to the number of Ordinary Shares of 5 pence each and Non-Voting Ordinary Shares of 5 pence each in the capital of the Company held by them as follows:-

Shareholder of Company	Shareholding in Company	Consideration Shares
Norman Alfred Blyth	57,025 Ordinary Shares of 5 pence each	57,025 Ordinary Shares of 5 pence each
	528,225 Non-Voting Shares of 5 pence each	528,225 Non-Voting Shares of 5 pence each
Stuart Aubrey Blyth	57,025 Ordinary Shares of 5 pence each	57,025 Ordinary Shares of 5 pence each
	528,225 Non-Voting Shares of 5 pence each	528,225 Non-Voting Shares of 5 pence each
Mrs. Winifred Annie Blyth	47,420 Ordinary Shares of 5 pence each	47,420 Ordinary Shares of 5 pence each
	396,800 Non-Voting Shares of 5 pence each	396,800 Non-Voting Shares of 5 pence each
D.O. Moon) R.R. Jeune) Granby Trustees) Ltd) S.A. Blyth-A/c17)	625 Ordinary Shares of 5 pence each	625 Ordinary Shares of 5 pence each
	25,625 Non-Voting Shares of 5 pence each	25,625 Non-Voting Shares of 5 pence each

D.O. Moon) R.R. Jeune) Granby Trustees) Ltd) N.A. Blyth-A/c16)	625 Ordinary Shares of 5 pence each	625 Ordinary Shares of 5 pence each
	25,625 Non-Voting Shares of 5 pence each	25,625 Non-Voting Shares of 5 pence each
D.O. Moon) R.R. Jeune) Granby Trustees) Ltd) S.A. Blyth-A/c15)	814 Ordinary Shares of 5 pence each	814 Ordinary Shares of 5 pence each
	39,886 Non-Voting Shares of 5 pence each	39,886 Non-Voting Shares of 5 pence each

be and it is hereby approved.

2. (i) Conditional upon the Directors of the Company on its behalf entering into a Sale Agreement in the form described in paragraph 3(i) hereof, the payment by the Company to the holders of its Ordinary Shares of 5 pence each and its Non-Voting Shares of 5 pence appearing on the Register of Members at the date of this resolution of a dividend as set out in sub-paragraph (ii) below, recommended by the Directors, be sanctioned and the Directors be and they are hereby authorised to pay the same accordingly.

(ii) The dividend shall be of such aggregate amount as shall be equal to the net value appearing in the books of the Company of the Furniture Business immediately prior to the carrying into effect of the Demerger Proposal and shall be capable of satisfaction, notwithstanding anything in the Articles of Association of the Company, by the allotment to the Company's shareholders of Ordinary Shares of 5 pence each and Non-Voting Shares of 5 pence each in the capital of Furniture as set out in paragraph 1 hereof.

3. The Directors of the Company be and they are hereby authorised and directed:-

(i) on behalf of the Company, in order to satisfy the payment of the dividend referred to in paragraph 2 hereof, to enter into an Agreement for the sale of the Furniture Business to Furniture in return for the allotment of shares in Furniture to the

shareholders of the Company in the proportions set out in paragraph 1 hereof, such Agreement to be in the form of the draft Sale Agreement referred to in paragraph 1 hereof, and

(ii) to take any other steps and do any other thing which may be necessary or desirable to put into effect and complete the Demerger Proposal.

Chairman

No of Company: 335192 18

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

S P E C I A L R E S O L U T I O N

of

ART FORMA (UPHOLSTERY) LIMITED

Passed this 1st day of March 1983

At an Extraordinary General Meeting of the Company, duly convened and held on the 1st day of March 1983, the following Resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Company's Objects be changed by the deletion of the existing Clause 3 (A) of the Company's Memorandum of Association and by the substitution therefor of the following new Clause 3 (A):-

"3 (A) To carry on the business of farming in all its branches, and in connection therewith, to acquire and deal in farm and other land and premises; to act as farm managers and experts, consultants and advisers in every branch of farming, stockbreeding, grazing and other agricultural enterprises; to carry on all or any of the businesses of graziers, millers and corn merchants, stock and poultry breeders, producers, raisers and growers of, and dealers in agricultural, horticultural, farm, garden and orchard produce of all kinds, market gardeners, nurserymen, seedsmen and florists, dairymen, contractors for the supply and delivery of milk, wholesale and retail butchers, bakers, grocers and provision merchants, manufacturers and merchants of, agents for, and dealers in feeding stuffs, manurial products and fertilisers of every description, buyers, keepers, breeders, exporters and commission salesmen of, and dealers in cattle, horses, sheep, pigs, poultry and all kinds of live and dead stock, manufacturers, merchants, hirers and letters on hire of, and dealers in agricultural and dairy implements, machinery and utensils of all kinds,

COMPANIES REGISTRATION OFFICE
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contractors for tractor work, ploughing and all operations connected with the cultivation of the soil; haulage and cartage contractors, garage proprietors, builders and contractors, builders' merchants, coal, coke and timber merchants, proprietors of camping and caravan sites, and general merchants, agents and traders."

Chairman

No of Company: 335192

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THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

S P E C I A L R E S O L U T I O N

of

ART FORMA (UPHOLSTERY) LIMITED

Passed the 1st day of March 1983

At an Extraordinary General Meeting of the Company, duly convened and held on the 1st day of March 1983, the following Resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the name of the Company be changed to "Blyth Farms Limited".

Chairman

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CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 335192

I hereby certify that

ART FORMA (UPHOLSTERY) LIMITED

having by special resolution changed its name, is now incorporated under the name of

BLYTH FARMS LIMITED

Given under my hand at the Companies Registration Office, Cardiff the 20TH MAY 1983

O. Chamberlain

MISS O. CHAMBERLAIN

an authorised officer

C172

335,192

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THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

BLYTH FARMS LIMITED*

(As amended by Special Resolution on 1st March 1983)

1. The Name of the Company is "BLYTH FARMS LIMITED"*.

2. The Registered Office of the Company will be situate in England.

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

(A) To carry on the business of farming in all its branches, and in connection therewith, to acquire and deal in farm and other land and premises; to act as farm managers and experts, consultants and advisers in every branch of farming, stockbreeding, grazing and other agricultural enterprises; to carry on all or any of the businesses of graziers, millers and corn merchants, stock and poultry breeders, producers, raisers and growers of, and dealers in agricultural, horticultural, farm, garden and orchard produce of all kinds, market gardeners, nurserymen, seedsmen and florists, dairymen, contractors for the supply and delivery of milk, wholesale and retail butchers, bakers, grocers and provision merchants, manufacturers and merchants of, agents for, and dealers in feeding stuffs, manurial products and fertilisers of every description, buyers, keepers, breeders, exporters and commission salesmen of, and dealers in cattle, horses, sheep, pigs, poultry and all kinds of live and dead stock, manufacturers, merchants, hirers and letters on hire of, and dealers in agricultural and dairy implements, machinery and utensils of all kinds, contractors for tractor work, ploughing and all operations connected with the cultivation of the soil; haulage and cartage contractors, garage proprietors, builders and contractors, builders' merchants, coal, coke and timber merchants, proprietors of camping and caravan sites, and general merchants, agents and traders.

* The name of the Company was changed from Art Forma (Upholstery), Limited to Blyth Farms Limited by Special Resolution on 1st March 1983

COMPANIES REGISTRATION M 30 APR 1983

(B) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(C) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, machinery, engines, rolling stock, vehicles, plant, live and dead stock, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

(D) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, machinery, engines, or works of any description, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

(E) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

(F) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.

(G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(H) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

(I) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.

(J) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(K) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(L) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or security of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

(M) To act as agents or brokers and as trustees for any person, firm, or company; and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

(N) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(O) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.

(P) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or secu[illegible]s of any such company as aforesaid.

(Q) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(R) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

(S) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is limited.

5. * The Share Capital of the Company is Three Thousand Pounds, divided into Twelve Thousand Shares of Five Shillings each.

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* As a result of various increases the Capital of the Company as at the 9th day of June, 1981 is £86,000 divided into 164,184 Ordinary Shares of 5p each and 1,555,816 Non-Voting Ordinary Shares of 5p each.

WE, the several persons whose Names, Addresses and Descriptions 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
ARTHUR REGINALD TURLAND, "Olcote", Trowell Grove, Long Eaton, Notts. Designer.	One
ERNEST HENRY STAFFORD, Witherley Lodge, Atherstone, Warwicks. Felt Hat Manufacturer.	One

Dated the 7th day of December, 1937.

Witness to the above Signatures:-

F.H. ARGYLE,
Solicitor,
Tamworth,
Staffs.

Please do not write in this binding margin

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please complete legibly, preferably in black type, or bold block lettering.

* delete if inappropriate

† delete as appropriate

Note
This notice and a printed copy of the resolution authorising the increase must be forwarded to the Registrar of Companies within 15 days after the passing of the resolution

To the Registrar of Companies

For official use: 28

Company number: 335192

Name of Company: BLYTH FARMS Limited *

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary] [~~extraordinary~~] [~~special~~] † resolution of the company dated 29 June 1984 the nominal capital of the company has been increased by the addition thereto of the sum of £ 7,250 beyond the registered capital of £ 86,000

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows:

Number of shares	Class or share	Nominal amount of each share
816	Ordinary	5p
144184	Non voting Ordinary	5p

(If any of the new shares are preference shares state whether they are redeemable or not) The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been or are to be issued are as follows:

Please tick here if continued overleaf ☐

Signed [signature] [Director] [~~Secretary~~] † Date 29th June 1984

Presentor's name, address and reference (if any):

BROWNE JACOBSON & ROOSE
44 FRIAR LANE
NOTTINGHAM
NG1 6EA
32/LQ/181.1.0

For official use
General section

Post room

77

JUL 1984 OFFICE

COMPANIES REGISTRATION 14 JUL 1984

Form F125 (No. 10)
© Fourmat Publishing
25 Bedford Row
London WC1R 4HE
October 1979

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been or are to be issued (continued)

The new Ordinary Shares are to rank pari passu in all respects with the existing Ordinary Shares and the new non voting Ordinary Shares are to rank parri passu in all respects with the existing non voting Ordinary Shares

Company No: 335192 29

THE COMPANIES ACTS 1948 to 1983

COMPANY LIMITED BY SHARES

SPECIAL AND ORDINARY RESOLUTIONS

OF

BLYTH FARMS LIMITED

CERTIFIED TRUE COPY OF ORIGINAL DOCUMENT
BROWNE, JACOBSON & ROOSE
SOLICITORS
44 FRIAR LANE
NOTTINGHAM NG1 6EA

At an Extraordinary General Meeting of the above named Company, duly convened and held on Friday 29th June 1984, the following Resolutions were duly proposed and passed, Resolutions (1) and (2) being passed as Ordinary Resolutions and Resolution (3) being passed as a Special Resolution:-

RESOLUTIONS

(1) That the Share capital of the Company be increased from the existing Share capital of £86,000 by the sum of £7,250 divided into 816 Ordinary Shares of 5p each and 144184 non voting Ordinary Shares of 5p each ranking pari passu respectively in all respects with the Company's existing Ordinary Shares of 5p each and non voting Ordinary Shares of 5p each.

(2) That the Directors shall have the authority to allot up to 155614 non voting Ordinary Shares of 5p each. This authority shall expire on 31st December 1988.

(3) That the Directors shall have the power to exercise the authority conferred on them by Resolution (2) above to allot the Shares specified therein as if sub-section 1 of Section 17 of the Companies Act 1980 did not apply thereto.

Chairman

COMPANIES REGISTRATION OFFICE
M
-3 AUG 1984

77

G

COMPANIES FORM No. 353

Notice of place where register of members is kept or of any change in that place

353

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number 335192

Please complete legibly, preferably in black type, or bold block lettering

Name of company

* Blyth Farms Limited

* insert full name of company

gives notice that the register of members is [now] kept at:

P.O. Box 33,
King Edward Court,
King Edward Street,
Nottingham

Postcode NG1 1EW

† delete as appropriate

Signed [signature] [Director][Secretary]† Date 2/5/89.

Presentor's name address and reference (if any):

Hubbart Durose & Pain,
P.O. Box 33,
King Edward Court,
King Edward Street,
Nottingham

For official Use

General Section

Post room

G

COMPANIES FORM No. 325

Notice of place where register of directors' interests in shares etc. is kept or of any change in that place

325

Note: This notice is not required where the register is and has always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 325 of and Schedule 13 paragraph 27 to the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use | Company number 335192

Name of company

* Blyth Farms Limited

* Insert full name of company

† delete as appropriate

gives notice that the register of directors' interests in shares and/or debentures, which is kept by the company pursuant to section 325 of the above Act, is [now] † kept at:

P.O. Box 33,
King Edward Court,
King Edward Street,
Nottingham | Postcode NG1 1EW

Signed [Director][Secretary]† Date 2/5/89.

Presentor's name address and reference (if any):

Hubbart Durose & Pain,
P.O. Box 33,
King Edward Court,
King Edward Street,
Nottingham

For official Use

General Section

Post room

12 MAY 1989