

Number of
Company

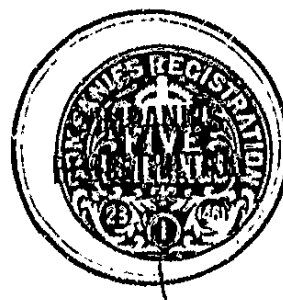
404002

RECORDED

17 FEB 1948

Form No. 41.

THE COMPANIES ACT, 1929.



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

DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company

L & J Wiltshire & Company

LIMITED.

Presented by

Messrs G & G Keich,

18, Southampton Place,

Holborn, W.C.1.

I, Douglas Carey

of 18, Southampton Place Holborn in the County of London

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

Do solemnly and sincerely declare that I am (*) a Solicitor of
the Supreme Court engaged in the formation

of L & J Wiltshire & Company

Limited, and that all the requirements of the Companies Act, 1908
in respect of matters precedent to the registration of the
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, 1885"

Declared at 18 Southampton Place
Holborn in the County of London

the 23rd day of January 1946

Before me,

William W. Wilson

A Commissioner for Oaths. [or a Notary Public or
Justice of the Peace.]

Douglas Carey

Number of | 404002
Company |

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

L & J Wiltshire & Company



LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1938.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

Messrs G & G Keith,

18, Southampton Place,

Holborn, W.C.1.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED.

22 Chancery Lane, W.C.2; 3 Old Jewry, E.C.2; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2, and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

L & J Wiltshire & Company, Limited,

is £500. divided into 500.

Shares of £1. each.

*Signature

B. Brown

Description

Director

Dated the

22nd

day of

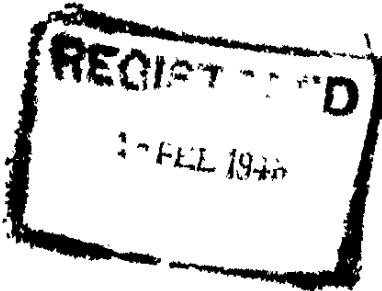
January

1946

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

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

404002



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Memorandum of Association

— OF —

L. & J. WILTSHIRE & COMPANY LIMITED.

1. The name of the Company is "L. & J. WILTSHIRE & COMPANY 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 manufacturers of and wholesale and retail dealers in raincoats and other apparel and articles in oilskin, oilcotton, and other waterproof materials and in textile and other fabrics of all kinds, camping and hiking apparel, accessories and equipment of all kinds, clothing and apparatus for sports, games and pastimes, pedal cycles, mechanically propelled cycles, motor cars and other vehicles, harness and saddlery, accessories, equipment and components, musical instruments, instructional and other books and pamphlets, leather goods, ironmongery, turnery, household furniture, fittings, utensils and ornaments, articles of household, nursery and general domestic use, stationery, fancy goods and toys, and generally manufactured goods and materials of any description.

- (b) To manufacture and deal in all kinds of articles and things required for the purposes of any such business as aforesaid or commonly dealt in by persons engaged in any such business.
- (c) To purchase or otherwise acquire for any estate or interest any property, assets or rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient.
- (d) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of debentures, debenture stock or other securities of any description.
- (e) To draw, make, accept, endorse, discount, negotiate, execute, and issue bills of exchange, promissory notes, bills of lading, warrants, and other negotiable, transferable or mercantile instruments.
- (f) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement or co-operate in any way with any company, firm, or person carrying on or proposing to carry on any business within the objects of this Company.
- (g) To promote any company whose objects shall include the acquisition of all or any of the assets or liabilities of this Company, or the promotion of which shall be considered to be calculated to advance, directly or indirectly, the objects of this Company, or the interests of its members.
- (h) To lend money to and guarantee the performance of the obligations of, and the payment of the capital and principal of, and dividends and interest on, any stock, shares and securities of any company, firm, or person in any case in which such loan or guarantee may be considered likely, directly or

indirectly, to further the objects of this Company or the interests of its members.

- (i) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other company.
- (j) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal in the shares, stocks and securities of any company promoted by this Company or carrying on or proposing to carry on any business within the objects of this Company.
- (k) To subscribe or guarantee money for any national, local, charitable, benevolent, public, general or useful object, or for any exhibition, or for any purpose which may be considered likely, directly or indirectly, to further the objects of the Company or the interests of its members.
- (l) To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees of the Company or its predecessors in business, or the relations, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members.
- (m) To invest any moneys of the Company not for the time being required for the general purposes of the Company in such investments (other than shares in the Company) as may be thought proper, and to hold, sell or otherwise deal with such investments.
- (n) To distribute among the members of the Company in specie any property of the Company.
- (o) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.

- (p) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £500, divided into 500 shares of £1 each.

Any of the said shares for the time being unissued and any new shares from time to time to be created may from time to time be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, return of capital, voting, or otherwise, as are expressed to be attached to the same by the Articles of Association registered herewith, or as the Company may from time to time by Special Resolution determine, but so that the special rights attached to any shares conferring preferred or other special rights shall not be modified or abrogated except with such sanction as is provided by the Articles of Association of the Company for the time being.

WE, the several persons whose names and addresses 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.

L. E. Meade. 123 High St. one.
Eton Bucks.
Manufacturer.

M. H. Wiltshire. 14 Adelphe Gardens, one.
Moggh, Bucks.
Manufacturer.

L. Wiltshire 34 Deanwood Drive
Fairwood, Mx. one.
Manufacturer.

G. Brown 10 Fairfield Avenue
Betches, Bucks. one
Manufacturer.

Total Shares taken ... Four.

DATED the 22nd day of January, 1946.

WITNESS to the above signatures—

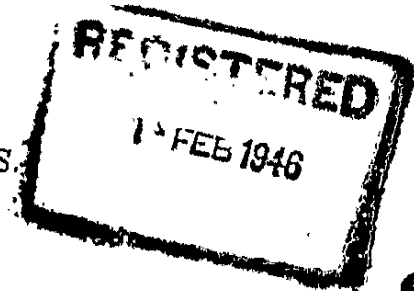
E. S. Wiltshire
Clerk to Messrs B. S. Smith,
18 Southampton Place,
Hobart, Tas.,
Solicitors.

404002



THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.



Articles of Association

— OF —

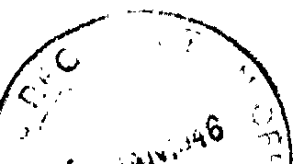
L. & J. WILTSHIRE & COMPANY LIMITED.

1. The regulations contained in Table "A" in the First Schedule to the Companies Act, 1929 (hereinafter referred to as Table "A"), shall be applicable to this Company with the modifications hereinafter specified. Clauses 39, 40, 64, 66, 69, 72, 101, 104 and 107 of Table "A" shall not apply.

PRIVATE COMPANY.

2. The Company is a Private Company and accordingly:—

- (a) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
- (b) The number of Members of the Company shall be limited to fifty, 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; provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph, be treated as a single Member.
- (c) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.



SHARES.

3. The Company may exercise the powers of paying commissions conferred by Section 43 of the Act. Provided that the commission paid or agreed to be paid shall not exceed 10 per cent. of the price at which the shares in respect of which the commission is paid are issued and shall be disclosed in the manner required by the said section. The Company may also on any issue of shares pay such brokerage as may be lawful.

4. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

5. Clause 19 of Table "A" shall be modified by omitting the words "not being fully paid shares to a person of whom they do not approve" and by substituting therefor the words "in their absolute discretion and without assigning any reasons."

GENERAL MEETINGS.

6. A General Meeting shall be held in the year 1946 and every subsequent year at such time (within a period of not more than fifteen months after the holding of the last preceding General Meeting) and place as may be determined by the Directors. The General Meetings referred to in this Article shall be called "Ordinary General Meetings." All General Meetings other than the ordinary General Meetings shall be called "Extraordinary."

7. In Clause 44 of Table "A" the words "the voting of remuneration to the Directors" shall be inserted immediately after the word "rotation."

8. In Clause 45 of Table "A" the word "two" shall be substituted for the word "three"

9. At a General Meeting a poll may be demanded by any two Members or by a single Member holding not less than fifteen per cent. of the paid-up capital of the Company and Clause 50 of Table "A" shall be modified accordingly.

DIRECTORS.

10. Unless and until otherwise determined by the Company in General Meeting the Directors shall be not less than two nor more than seven in number. The first Directors of the Company shall be Leslie Ernest Meade, Jeffrey Maurice Henry Wiltshire and Leslie Wiltshire. *and John James Brown.*

11. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, and to issue debentures, debenture stock and other securities.

12. In addition to their remuneration the Directors shall be paid such reasonable expenses (including travelling and hotel expenses) as they may incur in or about the business of the Company.

13 The office of a Director shall be vacated:--

- (a) If he become bankrupt.
- (b) If he become prohibited from being a Director by reason of any Order made under Section 217 or 275 of the Act.
- (c) If he be found lunatic or become of unsound mind.
- (d) If by notice in writing to the Company he resign the office of Director.
- (e) If he absent himself from the Board Meetings continuously for three months without the consent of the Board of Directors and the Directors resolve that his office be determined.

14. A Director may hold any other office or place of profit under the Company, except that of Auditor, at such remuneration and upon such terms as the Directors may determine.

15. Subject to making such disclosure and declaration of his interest as is required by Section 149 of the Act, a Director may contract with and participate in the profits of any contract with the Company as if he were not a Director. A Director may also vote as a Director in respect of such contract or arrangement.

16. Any Member intending to propose the election of a Director (other than a retiring Director) shall give to the Company five days' notice in writing (exclusive of the day on which

the notice is served, but inclusive of the day for which the notice is given) of his intention to do so and of the full name, address and occupation of the proposed Director.

17. Clause 82 of Table "A" shall be modified by omitting all the words after "unless so fixed" and substituting therefor the words "at any other number shall be two."

18. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held.

19. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

NOTICES.

20. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted. Clause 108 of Table "A" shall be modified accordingly.

21. No person other than a registered Member who is described in the Register of Members by (or has supplied to the Company for the giving of notice to him) an address within the United Kingdom shall be entitled to receive any notice from the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

L. B. Meade 123 High Street Eton Bucks.
Manufacturer.

M. K. Wiltshire, 14 Adolphus Lodge,
Wiltshire, Bucks.
Manufacturer.

L. W. Wiltshire 34 Oxenwood Road
Northwood, Mex.
Manufacturer.

J. Brown - 10 Fairfield Avenue
Buckham, Bucks.
Manufacturer.

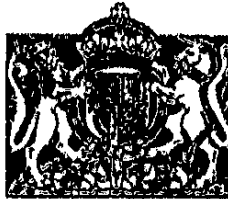
DATED the 22nd day of January, 1946.

WITNESS to the above signatures--

G. S. Wiltshire
Clerk to Messrs G. S. Smith
18 Southampton Place
Holborn W.C.1.
Solicitors

DUPLICATE FOR THE FILE.

No. 404032



Certificate of Incorporation

I Hereby Certify, That

L. & J. WILTSHIRE & COMPANY LIMITED

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

Given under my hand at London this First day of February ~~February~~ One Thousand Nine Hundred and ~~Forty-six~~ Forty-six.

A. Hunter
Registrar of Companies.

Certificate
received by

Post

Date

1 FEB 1946

5

No. 404002 / 20



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Special Resolution

OF

L. & J. WILTSHIRE & COMPANY
LIMITED

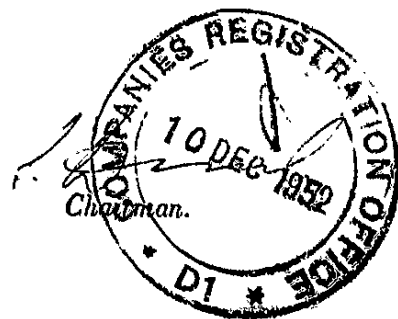
Passed on the 8th day of December, 1952



At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 181, G. esham Road, Trading Estate, Slough, Bucks. on the 8th day of December, 1952, the following SPECIAL RESOLUTION was duly passed, viz:—

“That the Share Capital of the Company be increased to £5,000 (five thousand pounds) by the creation of 4,500 Shares of £1 each, to rank pari passu with the existing Share Capital of the Company”.

Dated this 8th day of December, 1952.



Number of } 404,002 / 21
Company }



THE COMPANIES ACT 1948



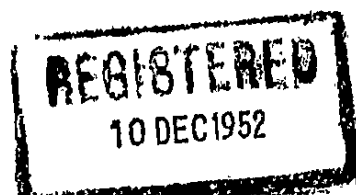
Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

L. & J. WILTSHIRE & COMPANY

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).

Presented by H. Whitaker & Co.,
19, Condor House,
St. Paul's Churchyard,
E.C.4.



The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 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; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2; and 167 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

L. & J. WILTSHIRE & COMPANY

Limited, hereby gives you notice, pursuant to

* "Ordinary," "Extraordinary," or "Special" Resolution of the Company dated the 8th day of December, 1952.

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 4,500.

beyond the Registered Capital of £ 500.

The additional Capital is divided as follows:—

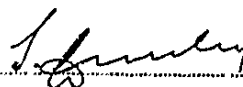
Number of Shares.	Class of Shares.	Nominal amount of each Share.
4,500	Ordinary Shares of	£1. each

The Conditions (e.g., voting rights, dividends, &c.) subject to which the new shares have been, or are to be, issued are as follows:—

To rank pari passu with the existing Share Capital.

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

Signature



State whether Director
or Secretary

Director

Dated the Eighth day of December, 1952.

This margin is reserved for binding

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

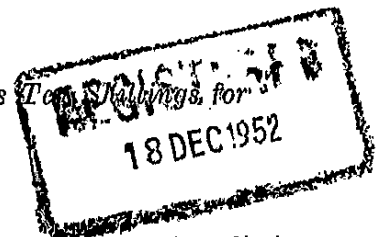
OF

L. & J. WILTSHIRE AND COMPANY

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.

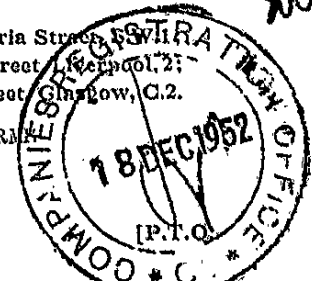


This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the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

Presented by H. Whitaker & Co.,
19, Condor House,
St. Paul's Churchyard,
London. E.C.4.

The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, E.C.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



THE NOMINAL CAPITAL

OF



L. & J. WILTSHIRE AND COMPANY

Limited

has by a Resolution of the Company dated
8th December, 1952 been increased by
the addition thereto of the sum of £4,500,
divided into:—

4,500 ORDINARY Shares of £1 each

Shares of each

beyond the registered Capital of £500.

Signature

L. B. Smith

(State whether Director or Secretary) Director.

Dated the 17th day of December, 1952.

Note: This margin is reserved for printing and must not be written across

THE COMPANIES ACTS 1929-48
A COMPANY LIMITED BY SHARES



L. & J. WILTSHIRE & COMPANY LIMITED

At an Extraordinary General Meeting of the above named Company held at 181, Gresham Road, Slough, Bucks., on Thursday the 29th day of April 1954 at 11 o'clock in the forenoon the undermentioned Resolutions were passed as an ORDINARY RESOLUTION and SPECIAL RESOLUTION respectively.

ORDINARY RESOLUTION

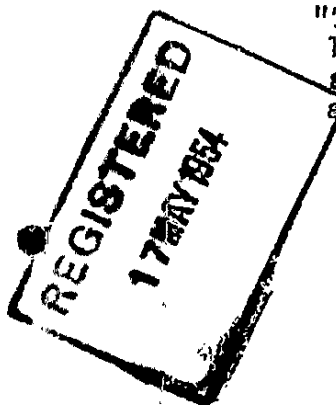
"That the 1,000 issued shares of £1 each numbered 3001 to 4000 inclusive in the capital of the Company be and the same are hereby converted into 20,000 shares of one shilling each subject to the Articles of Association and to rank pari passu in all respects with the existing shares of one pound each in the capital of the Company"

SPECIAL RESOLUTION

"That the Articles of Association of the Company be and the same are amended as follows that is to say by the insertion of the following new heading and clause to be numbered '2A' "

CAPITAL

"2A. The share capital of the Company shall be £5,000 divided into 20,000 shares of one shilling each and 4,000 shares of one pound each all ranking pari passu."



Stephen Austin Denny

Chairman.

DAVENPORT LYONS & BARKER,
 100, Kingsway,
 W.C. 2.



Number of
Company

404002

26

Form No. 28

THE COMPANIES ACT 1948



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

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION
of 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

L. & J. WILTSHIRE & COMPANY

LIMITED

REGISTERED
17 MAY 1954

Promoted by

Davenport Lyons & Barker,

109, Kingsway, W.C.2.

The Solicitors' Law Stationery Society, Limited

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS



TO THE REGISTRAR OF COMPANIES.

L. & J. WILTSHIRE & COMPANY

LIMITED

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

that by Resolution of the Company in General Meeting passed on 29th April, 1954, the capital of the Company was varied as follows:-

1,000 shares of £1 each were converted into 20,000 shares of 1/-d each to rank pari passu with the remaining shares of £1 each in the capital of the Company.

(Signature) _____

P. A. Gentry

Director

(Signature of Director or Secretary)

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

THE COMPANIES ACTS 1929-1948COMPANY LIMITED BY SHARESL. & J. WILTSHIRE & COMPANY LIMITED

At an Extraordinary General Meeting of L. & J. Wiltshire & Company Limited held at Trading Estate, Slough, Buckinghamshire on Thursday the 31st day of March 1955 at 11 o'clock in the forenoon the sub-joined Resolutions were passed as Special and Ordinary Resolutions respectively :

SPECIAL RESOLUTIONS

A. That the Articles of Association of the Company shall be amended by the insertion of the following new Articles after Articles 9 and 19 respectively such new Articles to be numbered respectively Articles 9A and 19 (A) and (B) "9A. Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more members.

CAPITALIZATION OF PROFITS

19 (A). The Company in general 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

REGIS
5 APR 1955

REGIS

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 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 as fully paid bonus shares.

19 (B). 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 such members."

B. That subject to the following Ordinary Resolutions having been duly passed the following further amendments shall be made to the Articles of Association of the Company that is to say Article 2A shall be deleted and the following new Article substituted therefor:

"CAPITAL

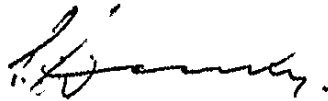
2A. The Share capital of the Company is £10,000 divided into 8,000 shares of £1 each and 40,000 shares of 1/- each all ranking pari passu."

ORDINARY RESOLUTIONS

A. That the capital of the Company shall be increased from £5,000 to £10,000 by the creation of an additional 4,000 Shares of One pound each and an additional 20,000 Shares of One shilling each to rank pari passu in all respects with the existing issued Shares in the capital of the Company.

B. That the sum of £5,000 being the credit balance on Profit and Loss Account in the books of the Company as at the 30th day April 1954 be capitalized and the same be applied for making payment in full at par of 4,000 Shares of One pound each and 20,000 of One shilling each in the capital of the Company such shares to be distributed as fully paid up among the persons who were registered as holders of the said Shares in the capital of the Company at the closing of the books of the

Company on the 30th day of April 1954, in the proportions of One fully paid Share for every one Share held by such holders respectively on that date, such fully paid Shares to rank for dividend as from the 30th day of April 1955.

A handwritten signature in cursive script, appearing to read "H. J. ...", is written above the printed title "Chairman.".

Chairman.

This is to certify that L. & J. Wiltshire & Company Limited is an exempt
Private Limited Company.

.....

Director
Chairman.

Number of
Company

204002

29



THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

5 - APR 1955

Insert the
Name
of the
Company

L. & J. WILTSHIRE & COMPANY

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).

Presented by

Davenport, Lyons & Co.,

109, Kingsway,

London, W.C.2.

To THE REGISTRAR OF COMPANIES.

L. & J. Wiltshire & Company

..... Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an * Ordinary
Resolution of the Company dated the 31st day of March 1955.
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 5,000 ----- beyond the Registered Capital
of £5,000 -----

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
4,000	Unclassified	£1
20,000	Ditto	1s.0d.

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 :—

All new shares shall rank pari passu with the existing
shares in the capital of the Company.

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

Signature

State whether Director
or Secretary }

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

Number of
Company } 404002
30

Form No. 26a

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SH



LED
F 25
25/4/55

Statement of Increase of the Nominal Capital OF

L. & J. WILTSHIRE & COMPANY

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.

5 - APR 1955

*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

Davenport, Lyons & Co.,

109, Kingsway,

London, W.C.2.

PHU

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 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; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

5 - APR 1955

THE NOMINAL CAPITAL

OF

L. & J. WILTSHIRE & COMPANY

Limited

has by a Resolution of the Company dated
31st. March 1955 been increased by
the addition thereto of the sum of £ 5,000 -----,
divided into :—

20,000 Unclassified Shares of 1/- each

4,000 Unclassified Shares of £1 each

beyond the registered Capital of £5,000

Signature [Signature]

(State whether Director or Secretary) Director

Dated the 31st day of March 1955.

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



THE COMPANIES ACT, 1948

**L. & J. Wiltshire & Company
Limited.**

Special Resolution

Passed the 1st day of January 1960

The following Resolution was passed as a
SPECIAL RESOLUTION pursuant to the Company's
Articles of Association on the 1st day of January
1960.

"That every 20 of the existing shares of
1/- each in the capital of the Company be
consolidated into 1 share of 20/-"

Director.

176

to send to
company by 10.00.60
14 Extra Sq
WHL

2 FEB 1960

Number of } 404002
Company }

Form No. 28

THE COMPANIES ACT, 1948



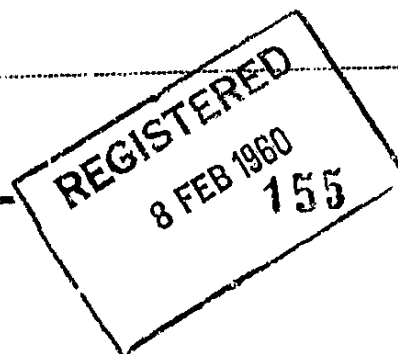
A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here

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 { L. & J. WILTSHIRE & COMPANY LIMITED

LIMITED

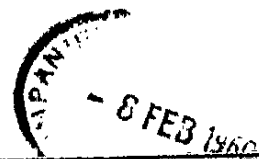


Presented by

Davenport Lyons & Co.,

14 Soho Square,

London, W.1.



The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 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, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

(P.T.O.)

TO THE REGISTRAR OF COMPANIES.

I. & J. WILTSHIRE & COMPANY

LIMITED

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

that The following Resolution was passed as a Special Resolution pursuant to the Company's Articles of Association on the 1st day of January 1960.

"That every 20 of the existing Shares of 1/- each in the Capital of the Company be consolidated into 1 Share of 20/-"

(Signature)

L. D. Smith

(State whether Director or Secretary) Director

Dated the 6th day of February

1960

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

Number of
Company

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

L. & J. WILTSHIRE & COMPANY LIMITED

Passed 27th September, 1972.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Buckingham Avenue, SLOUGH

on the 27th day of September, 1972, the subjoined SPECIAL RESOLUTION duly passed, viz. :—

RESOLUTION

"That the name of the Company be changed to MERTON PRINTERS LIMITED"

Signature

SECRETARY

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 404002

61.

I hereby certify that

L. & J. WILKSHIRE & COMPANY LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

MIRION PRINTERS LIMITED

Given under my hand at London the

20th October 1972

[Signature]
(R. WHIPP)

Assistant Registrar of Companies

[Signature]

No. 404002

173

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

-- of --

MERTON PRINTERS LIMITED

Passed on the 11th day of March, 1976

AT AN EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at 73 Buckingham Avenue, Slough, Berks. on Thursday, the 11th day of March, 1976, the following Resolution was passed as a SPECIAL RESOLUTION:—

RESOLUTION

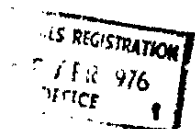
THAT the Articles of Association of the Company be amended by the addition thereto of the following new Article to be numbered 19A.

"EXECUTIVE AND OTHER DIRECTORS

19A. The Directors may from time to time, and at any time, pursuant to this Article appoint any other persons to any post with such descriptive title including that of Director (whether as executive, group, divisional, departmental, deputy, assistant, local, advisory director or otherwise) as the Directors may determine and may define, limit, vary and restrict the powers, authorities and discretions of persons so appointed and may fix and determine their remuneration and duties, and subject to any contract between him and the Company may remove from such post any person so appointed. A person so appointed shall not be a Director of the Company for any of the purposes of these Articles or of the Act, and accordingly shall not be a member of the Board of Directors or of any committee thereof, nor shall he be entitled to be present at any meeting of the Board of Directors or of any such committee, except at the request of the Board of Directors or of such committee, and if present at such request he shall not be entitled to vote thereat."

CHAIRMAN

611
173



Number of } 404002
Company }

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

MERTON PRINTERS

LIMITED

Passed 11th March , 1976 .

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 73 Buckingham Avenue, Slough, Berks.

on the 11th day of March , 1976 the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

As overleaf

Signature

E. B. Lee
Secretary

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

No 404002 / MERTON PRINTERS LIMITED

89

SPECIAL RESOLUTIONS

At the Annual General Meeting of the above mentioned company duly convened and held at Middleton, Manchester on Friday 29 April 1983 the following resolutions were passed as Special Resolutions:

1. THAT pursuant to the provisions of Section 12 of the Companies Act 1981 the auditors be not re-appointed.
2. THAT the regulations contained in the document submitted to the Meeting and for the purposes of identification initialled by the Secretary of the Company be approved and adopted as the Articles of Association of the Company to the exclusion of all the existing Articles thereof.

R. J. H. M.

.....
DIRECTOR



COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MERTON PRINTERS LIMITED

(Adopted by Special Resolution passed
on the 29th day of April 1983)

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Parts I and II of Table "A" of the First Schedule to the Companies Act 1948 as amended by the Companies Acts 1967 to 1981, (hereinafter called "Table A") shall apply to the Company.

2. Regulations 1, 24, 53, 60, 75, 76, 77, 79, 84, 87 to 97 inclusive, 107 and 108 of Part I and Regulations 4 and 5 of Part II of Table "A" shall not apply.

3. In these Articles, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS

MEANINGS

The Act	...	...	The Companies Act, 1948.
The Statutes	...	...	The Companies Acts 1948 to 1981 and every statutory modification or re-enactment thereof for the time being in force.
The Directors	...	...	The Directors for the time being of the Company.
The Board	...	...	The Directors or any of them acting as the Board of the Company.
The Office	..	...	The Registered Office for the time being of the Company.
The Seal	...	...	The Common Seal of the Company.
The United Kingdom	...		Great Britain and Northern Ireland.



Paid Up	Paid up or credited as paid up.
Dividend	Dividend or Bonus.
In Writing	Written, or visibly produced by any substitute for writing, or partly by one or partly another.

And the expression "Secretary" shall include a temporary or assistant secretary and any person appointed by the Board to perform any of the duties of the Secretary.

Words denoting the singular number only shall include the plural number also and vice versa.

Words denoting the masculine gender only shall also include the feminine gender.

Words denoting persons only shall include corporations.

Save as aforesaid any words or expressions defined in the statutes shall, if not inconsistent with the subject or context bear the same meanings in these Articles.

SHARES

4. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such time and on such conditions as they think proper, subject to the provisions of the next following Article and to Regulation 2 of Part II of Table "A" and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.

5. The Company in General Meeting may direct that any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the Members or to any class of Members. If any such direction is given, such offer shall be made by Notice specifying the number of shares offered, and limiting a time within which the offer if not accepted will be deemed to be declined and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company, and the Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

6. In Regulation II of Part I of Table "A" the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

7. In Regulation 15 of Part I of Table "A" the words "except insofar as may be otherwise agreed between the company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that."

8. The proviso to Regulation 32 of Part I of Table "A" shall be omitted.

GENERAL MEETINGS

9. If at any general meeting any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.

PROCEEDINGS AT GENERAL MEETINGS

10. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Company entitled to attend and vote at general meetings or their duly appointed attorneys shall be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members or their attorneys, and signature in the case of a corporate body which is a Member shall be sufficient if made by a Director thereof or its duly appointed attorney.

11. A poll may be demanded by the Chairman or by any Member present in person or by proxy and Regulation 58 of Part I of Table "A" shall be construed accordingly.

12. No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall consist of two Members present in person or by proxy.

13. All business that is transacted at an Extraordinary General Meeting shall be deemed special business and all business that is transacted at an Annual General Meeting shall also be deemed special business with the exception of sanctioning or declaring dividends the consideration of the accounts and balance sheet the ordinary reports of the Directors and Auditors and any other documents required to be annexed to the balance sheet the reappointment of retiring Auditors the fixing of the remuneration of the Auditors and the voting of remuneration or extra remuneration to the Directors.

14. In the case of an equality of votes either on a show of hands or on a poll the Chairman shall have no casting vote and a resolution which shall have given rise to an equality of votes shall be deemed to have failed.

DIRECTORS

15. (a) The number of Directors shall not be less than two nor more than twelve.

(b) The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Regulations.

16. The Directors shall be entitled to such remuneration (if any) as shall from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors (including alternate Directors) shall also be entitled to be paid for their reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Directors or committees of the Directors or general meetings or otherwise incurred while engaged on the business of the Company.

17. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

18. A Director shall not be required to hold any share in the Company to qualify him for office.

19. The Company shall not be subject to Section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of 70 years or any other age.

BORROWING POWERS

20. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party (including its holding company).

POWERS AND DUTIES OF DIRECTORS

21. The Board may delegate any of its powers (other than the powers to borrow and make calls) to Committees consisting of such Member or Members of its body as it thinks fit. Any Committee so formed shall, in the exercise of the powers so delegated conform to any Regulations that may be imposed on it by the Board. The Meetings and proceedings of any such Committee consisting of two or more Members shall be governed by the provisions of these Articles regulating the Meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any Regulation made by the Directors under this Article.

22. No Director or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure or any other office or employment under the Company, or as Vendor, Purchaser or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, either personally or by virtue of his association with any other Company, be liable to be avoided, nor shall any Director so contracting, or being so interested, be liable to account to the Company for any profit realised by any such Contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, but the nature of his interest shall be declared by him at the meeting of the Board at which the question of entering into the Contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the Board after he becomes so interested. Subject to his so disclosing his interest a Director shall be counted for the purpose of ascertaining a quorum and may vote in respect of any Contract made by him with the Company or in respect of any Contract or arrangement in which he is so interested, and if he shall do so his vote shall be counted.

23. A General Notice given to the Board by any Director to the effect that he is a Member of or associated with any specified Company or firm and is to be regarded as interested in any Contract which may thereafter be made with that Company or firm shall be deemed a sufficient declaration of interest in relation to any Contract so made provided that no such Notice shall be of effect unless either it is given at a Meeting of the Board or the Director giving it takes reasonable steps to secure that it is brought up and read at the next Meeting of the Board after it is given.

DISQUALIFICATION OF DIRECTORS

24. The office of Director shall be vacated if the Director:-

- (A) Resigns his office by Notice in writing to the Company; or
- (B) Becomes bankrupt or insolvent or compounds with his creditors; or
- (C) Is found lunatic or becomes of unsound mind; or
- (D) If he be convicted of an indictable offence not being an offence under the Road Traffic Acts.

25. Subject to the provisions of Section 184 of the Act a Director of the Company shall not be required to retire from office at any Annual General Meeting of the Company.

PROCEEDINGS OF DIRECTORS

26. The quorum necessary for the transaction of the business of the Board shall consist of two Directors.

27. A resolution in writing signed by all the Directors for the time being shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors, and signature in the case of a body corporate which is a Director shall be sufficient if made by a Director thereof or its duly appointed Attorney.

ALTERNATE DIRECTORS

28 (i) Any Director may at any time appoint any person to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company. Every person acting as an alternate Director shall be an officer of the Company and shall not be deemed to be the Agent of the Director whom he represents.

(ii) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which Notices may be served upon him) be entitled to receive Notices of all meetings of the Board, and to attend and vote as a Director at any such meeting, at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence.

(iii) An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.

(iv) All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the Office.

(v) An alternate Director who is present at a meeting of the Board shall be counted in the place of the Director whom he represents for the purpose of ascertaining whether the quorum required by Article 26 hereof is present and for this purpose (and this purpose only) shall be deemed to have been appointed a Director of the Company pursuant to the same Article hereof as the Director whom he represents.

(vi) Any such alternate Director shall be entitled to act at all meetings and in all proceedings in which and on all occasions when the Director or Directors who appointed him shall not act himself or themselves and shall have one vote for each Director whom he represents at such meetings or proceedings.

(vii) An alternate Director shall be entitled to act at any meeting or proceeding notwithstanding that one or more of the Directors appointing him shall be present so long as at least one Director who appointed him shall be absent and in that case he shall act for and represent such absent Director or Directors.

(viii) A Director may be appointed by and act as an alternate Director for another Director or Directors and in the absence of any such Director or Directors shall have an additional vote for each Director for whom he acts as an alternate Director.

(ix) Save as aforesaid an alternate Director shall not have power to act as a Director nor shall he be deemed to be a Director nor shall he represent himself as a Director of the Company.

PENSION SCHEMES

29. The Directors may grant retiring pensions or annuities or other allowances, including allowances on death, to any person or to the widow or dependents of any person in respect of services rendered by him to the Company as Managing Director, Manager, or in any other executive office or employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company or of its holding company (if any) notwithstanding that he may be or may have been a Director of the Company and may make payments towards insurances or trusts for such purposes in respect of such person and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such person.

MANAGING DIRECTOR

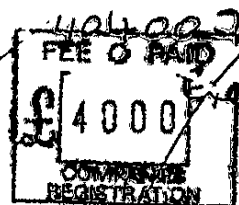
30. The Directors may from time to time appoint one or more of their body to an executive office (including that of Managing Director, Manager or any other salaried office) for such period and on such terms as they shall think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director appointed to the office of Managing Director shall (subject to the provisions of any Contract between himself and the Company) be subject to the same provisions as to removal as the other Directors of the Company and if he ceases from any cause to be a Director he shall ipso facto cease to be a Managing Director.

31. A Managing Director, Manager or other executive officer as aforesaid shall receive such remuneration (either by way of salary, commission, participation in profits or pension, or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine.

MERTON PRINTERS

LIMITED
LTD

14.5.84



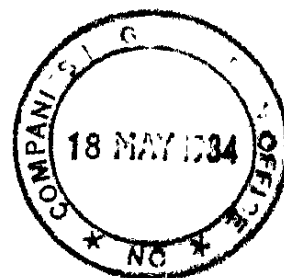
96

SPECIAL RESOLUTION

At an Extraordinary General Meeting of the above Company held on Tuesday
1 May 1984 at 5.30 pm, it was resolved that the name of the Company be
be changed to S & T (Barnstaple) Ltd. Limited

BY ORDER OF THE BOARD

W E HOLT (SECRETARY)



7/12
£40
059992

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 404002 / 96 A

I hereby certify that

MERTON PRINTERS LIMITED

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

S & T (BARNSTAPLE) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1ST JUNE 1984

A handwritten signature in dark ink, appearing to read 'E. Jones.' with a stylized flourish.

MRS. E. J. JONES

an authorised officer

18-03-91

The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number: 404002

S & T (Barnstaple) Limited

At the Annual General Meeting of the members of the above-named company, duly convened and held at:

Soudan Street, Middleton, MANCHESTER, M24 2DB

on 4th March 1991

the following elective RESOLUTION was duly passed, viz:-

It was resolved that in accordance with Sections 252 and 379A of the Companies Act 1985 as amended by the Companies Act 1989 the Company elects to dispense with the laying of Reports and Accounts before General Meetings.

It was resolved that in accordance with Section 366A and 379A of the Companies Act 1985 as amended by the Companies Act 1989 the Company elects to dispense with the holding of Annual General Meetings.

Signed *[Signature]*.....
SECRETARY