

18
"THE COMPANIES ACT, 1929."



A U.S.
Companies
Registration
Fee Stamp
must be
impressed
here.

Declaration of Compliance

with the requirements of the Companies Act, 1929, made pursuant to S. 15 (2) of the said
Act, on behalf of a Company proposed to be registered as

RAINBOW'S (WETHERBY) LIMITED.

I Albert George Pointing

of "Edgewood," Hodgson Avenue, Moortown, Leeds,

Do solemnly and sincerely declare that I am ^(*) a person named in the
Articles of Association as a Director

of Rainbow's (Wetherby)

Limited,

(*) Here insert
either: "A Solicitor
of the Supreme
Court engaged in
the formation" or
"A person named
in the Articles of
Association
as a Director (or
Secretary) who has
over the case."

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."

Declared at Leeds

the 22nd day of January
one thousand nine hundred and twelve
before me, A. W. L. L. L.

A. Commissioner for Oaths.

A. W. L. L. L.

SEAL OF THE COMPANIES REGISTRATION OFFICE
Bell Yard, Temple Bar, London, E.C. 4

Presented for registration by Smith & Gerton, Chartered Accountants,
2, Park Row, Leeds, 1.

TELEPHONE: HOLBORN 3455 (3 lines).

TELEGRAMS: "SUNTERTIME, ESTRAND, LONDON"

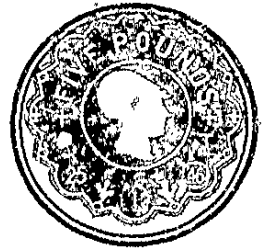
SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C. 2

Re-declared at Leeds the fifteenth day of February one thousand nine hundred
and forty six before me

...*Wm. Baker*...

a Commissioner for Oaths.

THE COMPANIES ACT, 1929.



Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (Note.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

THE NOMINAL CAPITAL OF _____

RAINEOW'S (WETERBY) LIMITED,

is One thousand Pounds, divided
into one thousand Shares of one pound each.

Signature _____

Description Director

(State whether Director or Secretary)

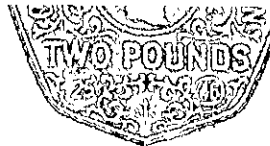
Dated the 21st day of January 1946

Presented for registration by Smith & Garton, Chartered Accountants,
2, Park Row, Leeds, 1.

TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DENTERTIME, ESTRAND, LONDON."

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C. 2



COMPANY LIMITED BY SHARES.

REGISTERED

22 FEB 1940

Memorandum of Association

OF
(WHETHER BY)

RAINBOW'S / LIMITED

Walt
QJ
EPA

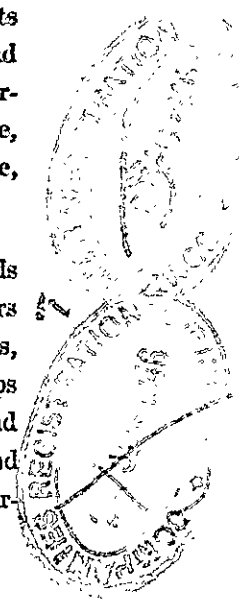
1. The name of the Company is "RAINBOW'S / LIMITED."
2. The Registered Office of the Company will be situate in England
3. The objects for which the Company is established are:—

(WHETHER BY)

Walt
QJ

(a) To carry on business as proprietors of both ladies' and gentlemen's hairdressing saloons and the business of hairdressing in all its branches, and as beauty specialists, masseurs, chiropodists and manicurists, and of cutting, waving, shampooing, singeing, perfuming and dyeing hair, shaving, manicure, chiropody, massage, and supplying every kind of treatment for the hair, scalp, face, hands and feet.

(b) To carry on business as tobacconists, newsagents and fancy goods dealers, and as manufacturers of and wholesale and retail dealers in hairdressing sundries, oils, creams, brilliantine, restorers, soaps, perfumes, cosmetics, dyes, shampoos, hair nets, pins, clips and slides, razors, blades and strops, files, manicure sets and accessories, hair and shaving brushes, combs and mirrors, and all other articles of every description connected with the hairdressing trade and other businesses above mentioned.



SPENCER & SONS, LTD.
Bell Yard, Temple Bar,
LONDON W.P. 3.

- (c) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (d) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise, letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (g) To invest the money of the Company in any manner that the Company may think fit.
- (h) To enter into partnership or joint purse agreement with, or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof, or to amalgamate with any such Company, firm or person.
- (i) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (j) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration, any other business or any interest therein, which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (k) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.

- (l) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate bills, notes, warrants and negotiable instruments of all kinds.
- (n) To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company, and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company, their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons, and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (p) To promote or assist in the promotion of any Company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.
- (q) To promote the Company's interests by advertising its products and services in any manner, and, in particular to give prizes or gifts to customers or potential customers, and to promote or take part in competitions, displays and exhibitions.
- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (t) To do all such things in any part of the world either as principal or agent, and either alone or in conjunction with any other person, firm or Company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other objects of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £1,000, divided into 1,000 Ordinary Shares of One Pound each. The shares of the Company whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

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 DESCRIPTION OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Albert George Pounting</i> <i>"Edgewood"</i> <i>Hodgson Avenue</i> <i>Moortown, Leeds</i> <i>Engineer</i>	<i>one</i>
<i>William Arthur Holmes</i> <i>Garas Close, Pannal,</i> <i>Harrogate</i> <i>Chartered accountant</i>	 <i>One.</i>

DATED this 21st day of January 1946

WITNESS to the above signatures :—

A. Pawson
2 Park Road
Leeds. 1.

Accountant's clerk.

22 FEB 1948



THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES

Articles of Association

OF

(WETHERBY)

RAINBOW'S / LIMITED

PRELIMINARY.

1. The regulations set out in Table A in the First Schedule to the Companies Act, 1929 (hereinafter referred to as "Table A") shall, except as hereinafter provided, apply to the Company, and Clause 1 of Table A shall apply to the construction of these Articles.

2. Clauses 17, 18, 19, 42, 45, 59, 54, 64, 65, 69, 72, 85, 101, 104 and 107 of Table A shall not apply to the Company.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares or debentures of the Company; (2) 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 be 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 provision be treated as a single member; and (3) the right to transfer the shares of the Company is restricted in manner hereinafter appearing.

STAIRS.

4. Subject to the provisions of Clause 35 of Table A the shares may be allotted, or otherwise disposed of, to such persons, and for such consideration, and upon such terms as the Directors may determine, but so that, except as provided by the Act, no shares shall be issued at a discount.

NAVY C. C. 34 35
4 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141 142 143 144 145 146 147 148 149 150 151 152 153 154 155 156 157 158 159 160 161 162 163 164 165 166 167 168 169 170 171 172 173 174 175 176 177 178 179 180 181 182 183 184 185 186 187 188 189 190 191 192 193 194 195 196 197 198 199 200 201 202 203 204 205 206 207 208 209 210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228 229 230 231 232 233 234 235 236 237 238 239 240 241 242 243 244 245 246 247 248 249 250 251 252 253 254 255 256 257 258 259 260 261 262 263 264 265 266 267 268 269 270 271 272 273 274 275 276 277 278 279 280 281 282 283 284 285 286 287 288 289 290 291 292 293 294 295 296 297 298 299 300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 319 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 336 337 338 339 340 341 342 343 344 345 346 347 348 349 350 351 352 353 354 355 356 357 358 359 360 361 362 363 364 365 366 367 368 369 370 371 372 373 374 375 376 377 378 379 380 381 382 383 384 385 386 387 388 389 390 391 392 393 394 395 396 397 398 399 400 401 402 403 404 405 406 407 408 409 410 411 412 413 414 415 416 417 418 419 420 421 422 423 424 425 426 427 428 429 430 431 432 433 434 435 436 437 438 439 440 441 442 443 444 445 446 447 448 449 450 451 452 453 454 455 456 457 458 459 460 461 462 463 464 465 466 467 468 469 470 471 472 473 474 475 476 477 478 479 480 481 482 483 484 485 486 487 488 489 490 491 492 493 494 495 496 497 498 499 500 501 502 503 504 505 506 507 508 509 510 511 512 513 514 515 516 517 518 519 520 521 522 523 524 525 526 527 528 529 530 531 532 533 534 535 536 537 538 539 540 541 542 543 544 545 546 547 548 549 550 551 552 553 554 555 556 557 558 559 560 561 562 563 564 565 566 567 568 569 570 571 572 573 574 575 576 577 578 579 580 581 582 583 584 585 586 587 588 589 590 591 592 593 594 595 596 597 598 599 600 601 602 603 604 605 606 607 608 609 610 611 612 613 614 615 616 617 618 619 620 621 622 623 624 625 626 627 628 629 630 631 632 633 634 635 636 637 638 639 640 641 642 643 644 645 646 647 648 649 650 651 652 653 654 655 656 657 658 659 660 661 662 663 664 665 666 667 668 669 670 671 672 673 674 675 676 677 678 679 680 681 682 683 684 685 686 687 688 689 690 691 692 693 694 695 696 697 698 699 700 701 702 703 704 705 706 707 708 709 710 711 712 713 714 715 716 717 718 719 720 721 722 723 724 725 726 727 728 729 730 731 732 733 734 735 736 737 738 739 740 741 742 743 744 745 746 747 748 749 750 751 752 753 754 755 756 757 758 759 760 761 762 763 764 765 766 767 768 769 770 771 772 773 774 775 776 777 778 779 780 781 782 783 784 785 786 787 788 789 790 791 792 793 794 795 796 797 798 799 800 801 802 803 804 805 806 807 808 809 810 811 812 813 814 815 816 817 818 819 820 821 822 823 824 825 826 827 828 829 830 831 832 833 834 835 836 837 838 839 840 841 842 843 844 845 846 847 848 849 850 851 852 853 854 855 856 857 858 859 860 861 862 863 864 865 866 867 868 869 870 871 872 873 874 875 876 877 878 879 880 881 882 883 884 885 886 887 888 889 890 891 892 893 894 895 896 897 898 899 900 901 902 903 904 905 906 907 908 909 910 911 912 913 914 915 916 917 918 919 920 921 922 923 924 925 926 927 928 929 930 931 932 933 934 935 936 937 938 939 940 941 942 943 944 945 946 947 948 949 950 951 952 953 954 955 956 957 958 959 960 961 962 963 964 965 966 967 968 969 970 971 972 973 974 975 976 977 978 979 980 981 982 983 984 985 986 987 988 989 990 991 992 993 994 995 996 997 998 999 1000 1001 1002 1003 1004 1005 1006 1007 1008 1009 1010 1011 1012 1013 1014 1015 1016 1017 1018 1019 1020 1021 1022 1023 1024 1025 1026 1027 1028 1029 1030 1031 1032 1033 1034 1035 1036 1037 1038 1039 1040 1041 1

5. 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, provided that the commission paid does not exceed 10 per cent. of the price at which the shares are issued.

6. 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 interest in any share, or (except only as by these Articles otherwise expressly provided) any other right in respect of any share except the absolute right to the entirety thereof of the registered holder.

7. The transfer of any share in the Company shall be in writing in the usual common form and shall be executed by or on behalf of the transferor and transferee. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register of members in respect thereof. The Directors may suspend the registration during such period or periods not exceeding in the whole 25 days in each year, as they shall think fit. 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 certificate of the shares to which it relates and such evidence as the Directors may reasonably require to shew the right of the transferor to make the transfer.

8. The Board of Directors may, without assigning any reason refuse to register any transfer of shares. If the Directors refuse to register a transfer of any shares they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

PROCEEDINGS AT GENERAL MEETINGS.

9. Subject to the provisions of Section 117 (2) of the Act, relating to special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served, or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given in manner provided by clause 103 of Table A or in such other manner (if any) as may be prescribed by the Company in General Meeting to such persons as are under the regulations of the Company entitled to receive such notices from the Company, but, with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.

10. 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 the regulations of the Company, two members personally present shall be a quorum.

11. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by two members present in person or by proxy and entitled to vote, or by one member so present holding not less than 15 per cent. of the paid up capital of the Company, and, unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOICES OF MEMBERS.

12. On a show of hands every member present shall have one vote and upon a poll every Member present in person or by proxy shall have one vote for each share of which he is the holder.

DIRECTORS

13. The number of Directors shall not be more than seven and the first Director shall be ALBERT GEORGE POINTING.

14. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. In addition to their remuneration the Directors shall be repaid such reasonable expenses as they may incur in or about the business of the Company.

POWERS AND DUTIES OF DIRECTORS.

15. The Directors may exercise all the powers of the Company to borrow or raise money and secure the repayment thereof by the issue of debentures or other securities charged on all or any part of the undertaking and assets of the Company including its uncalled capital.

DISQUALIFICATION OF DIRECTORS.

16. 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 shall absent himself from the Board Meetings continuously for three months without the consent of the Board of Directors.

17. 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.

18. 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 in respect of such contract or arrangement.

19. 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 notice is given) of his intention to do so and of the full name, address and occupation of the proposed Director.

PROCEEDINGS OF DIRECTORS.

20. Any Director may, and on the request of any Director the Secretary shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a Meeting of Directors to any Director for the time being out of the United Kingdom. A written resolution signed by all the Directors shall be as effective as a resolution of the Board of Directors.

21. The Directors may from time to time entrust to and confer upon the Managing Director or Directors as a Committee all or any of the powers of the Directors (excepting the power to make calls, issue, allot or forfeit shares, borrow money or issue debentures) as they shall see fit.

INDEMNITY.

22. Subject to the provisions of the Act every Director or officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties, or in relation thereto.

NOTICES.

23. Notice of every General Meeting shall be given as provided by Clause 103 of Table A to every member who has a registered address within the United Kingdom or has supplied an address for the service of notices within the United Kingdom. No other persons shall be entitled to receive notices of General Meetings.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Albert-George Pointing
 "Edgewood"
 Hodgson Avenue
 Hoverton, Leeds
 Engineer.

William Arthur Holmes
 Eunas Close,
 Pannal,
 Harrogate.

Chartered Accountant

DATED this 21st day of January, 1946.

WITNESS to the above signatures:—

A. Pearson

2 Park Row

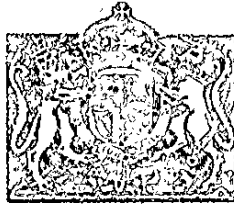
Leeds 1.

Accountant's clerk.

DUPLICATE FOR THE FILE.

No.

404958



Certificate of Incorporation

I Hereby Certify, That

RAINBOW'S (CUTHERY) LIMITED

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

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

J. H. M. M. M.
Registrar of Companies.

Certificate
received by

W. H. Shaw & Blake
W. H. S.

Date

27/2/46

No. of) 404958
Co. pany)

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES.

Special Resolution

- of -

RAINBOWS (WETHERBY) LIMITED



REGISTERED
22 JUN 1953

Passed the 27th day of May, 1953

AT AN EXTRAORDINARY GENERAL MEETING of the Company held
at 2, Park Row, Leeds, 1. on the 27th day of May 1953 the
following SPECIAL RESOLUTION was duly passed :-

"THAT the Articles of Association of the Company be
amended as follows:- That Article 2 should include
the words Clause 66 after Clause 65."

Chairman.

22 JUN 1953

4234

COPY
FILED

Special Resolution

(pursuant to the provisions of Section 141 (2) of the Companies Act, 1948)

OF

RAINEONS (WETHERBY)
LIMITED.

Passed the 4th day of December 1963 .

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Confectionery Works, Archer Road in the City of Sheffield

on the 4th day of December 19 63, the following Special Resolutions were duly passed:—

1. That the provisions of the Memorandum of Association of the Company with respect to the Company's objects be altered by deleting in their entirety Clause 3 sub-clauses (a) and (b) of such Memorandum of Association and substituting therefor the following new sub-clauses:—
"(a) To carry on business as wholesale and retail confectioners, sweet and sweet meat manufacturers, sugar merchants, wholesale and retail grocers, provision merchants, corn and flour merchants and factors, fish and game merchants, Italian warehousemen, importers and exporters of, agents for and dealers in all kinds of biscuits, foreign and colonial confectionery and produce; bacon curers, cheese factors, commission agents, importers of and dealers in tea, coffee, cocoa, chocolate, and potted and preserved meats, jam and pickle manufacturers and merchants in pickles, preserve manufacturers; importers of and dealers in farm and dairy produce, dealers in fruits and general

* The copy Resolution must be signed by the Chairman of the meeting at which it was passed or a Director or the Secretary of the Company. The Certificate overleaf must be completed and signed by a Director and the Secretary of the Company. The copy Resolution must be filed with the Registrar of Companies within 15 DAYS after the passing of the Resolution.

Cat. No. C.A. 50. Shaw & Sons Ltd., 7, 8 & 9, Fetter Lane, E.C.4. S2225 (s) ☐
Jordan & Sons, Ltd., 116, Chancery Lane, W.C.2.

groceries and provisions and in fancy boxes, cases, and in machinery relating to confectionery and kindred trades

(b) Generally to act as principals or agents on commission or otherwise for the sale of all kinds of confectionery, and to adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, circulars, by purchase and exhibition; and to carry on cafes and restaurants and to hold licences for the sale of liquor

2. That the regulations contained in the printed document submitted to the Meeting, and for the purpose of identification subscribed by the Chairman thereof and marked 'A' be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof"

René D. Hunter
Chairman

WE HEREBY CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of Section 129 of the Companies Act, 1948, are satisfied at the date of passing of this Resolution, and have been satisfied at all times since the 1st day of July 19 48

René D. Hunter Director.

James R. Hunter Secretary.

§ Insert "1st July 1948" or, if the Company was registered after that date, the date on which it was registered, or, if the Board of Trade has made a direction under the proviso to Section 129 (1) of the Companies Act, 1948, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

A

THE COMPANIES ACT, 1948,
COMPANY LIMITED BY SHARES,

NEW
Articles of Association
OF
**RAINBOWS (WETHERBY)
LIMITED.**

(Adopted by Special Resolution passed 4th December 1953).

1. The Regulations in Table A in the First Schedule to the Companies Act, 1929, shall not apply to the Company. The following Regulations and (subject as hereinafter provided) the Regulations contained or incorporated by reference in Part II of Table A in the First Schedule to the Companies Act, 1948, shall constitute the Regulations of the Company.

2. Regulations 75, 77 and 88 of Part I and Regulation Number 4 of Part II of Table A shall not apply to the Company.

3. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

4. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall be not less than two nor more than six.

5. A Director shall not require a share qualification, but, nevertheless, shall be entitled to attend and speak at any General Meeting of and at any separate meeting of the holders of any class of shares in the Company.

6. A member or members holding a majority in nominal value of the issued shares for the time being in the capital of the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing



signed by the member or members making the same or in the case of a member being a company, signed by one of its Directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

7. The provisions of Section 185 (1) to (6) of the Act shall not apply to the Company, and accordingly a person shall be capable of being appointed or re-appointed a Director of the Company notwithstanding that he shall have attained the age of seventy at or prior to the date of such appointment or re-appointment, and no Director shall vacate his office by reason of his having attained the age of seventy or any other age.

8. The office of Director shall be vacated if the Director:—

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (c) becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Company; or
- (e) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period; or
- (f) is removed from office under Article 6 hereof or Section 184 of the Act.

9. 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 herein otherwise provided two Members present in person or one Member holding a majority in nominal value of the issued Shares for the time being in the capital of the Company being present in person or by proxy shall be a quorum.

This is a print of the New Articles of Association of the Company which were by Special Resolution of the Company duly passed on the Fourth day of December 1963 adopted as the Articles of Association of the Company in lieu of and to the exclusion of the Articles of Association then existing.



Chairman of the Meeting.

33



[Signature]
REGISTRAR OF COMPANIES
LONDON

THE COMPANIES ACT, 1929.

THE COMPANIES ACT, 1948.

SECRETARY

29 Dec 32

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

RAINBOW'S (WETHERBY) LIMITED.

1. The name of the Company is "RAINBOW'S (WETHERBY) LIMITED."

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

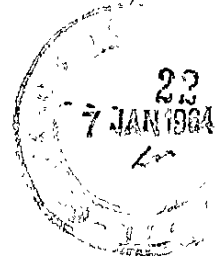
3. The objects for which the Company is established are:—

(a) To carry on business as wholesale and retail confectioners, sweet and sweet meat manufacturers, sugar merchants, wholesale and retail grocers, provision merchants, corn and flour merchants and factors, fish and game merchants, Italian warehousemen, importers and exporters of agents for and dealers in all kinds of biscuits, foreign and colonial confectionery and produce; bacon curers, cheese factors, commission agents, importers of and dealers in tea, coffee, cocoa, chocolate, and bottled and preserved meats, jam and pickle manufacturers and merchants in pickles, preserve manufacturers; importers of and dealers in farm and dairy produce, dealers in fruits and general groceries and provisions and in fancy boxes, cases, and in machinery relating to confectionery and kindred trades.

(b) Generally to act as principals or agents on commission or otherwise for the sale of all kinds of confectionery, and to adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, circulars, by purchase and exhibition; and to carry on cafes and restaurants and to hold licences for the sale of liquor.

† Sub-clauses (a) and (b) here printed are as amended pursuant to a Special Resolution passed on 14th December, 1963.

[Signature]



- (j) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (k) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (l) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise, letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (m) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (n) To invest the money of the Company in any manner that the Company may think fit.
- (o) To enter into partnership or joint venture agreement with, or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof, or to amalgamate with any such Company, firm or person.
- (p) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (q) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration, any other business or any interest therein, which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.

- (k) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (l) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate bills, notes, warrants, and negotiable instruments of all kinds.
- (n) To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company, and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (o) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company, their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons, and to subscribe to or assist in the promotion of any charitable benevolent or public purpose or object.
- (p) To promote or assist in the promotion of any Company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such Company.
- (q) To promote the Company's interests by advertising its products and services in any manner, and in particular, to give prizes or gifts to customers or potential customers, and to promote or take part in competitions, displays and exhibitions.
- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.

- (t) To do all such things in any part of the world either as principal or agent, and either alone or in conjunction with any other person, firm or Company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other objects of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of One Pound each. The shares of the Company whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights, privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

39
THE COMPANIES ACT, 1948

3/10
COMPANY LIMITED BY SHARES

COPY

Special Resolution

(pursuant to the provisions of Section 141 (2) of the Companies Act, 1948)

OF

Rainbows (Wetherby) Limited

LIMITED.

Passed the 22nd day of May 19 67.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Registered Office, Archer Road, Millhouses, Sheffield. S. in the County of York.

On the 22nd day of May 19 67, the following Special Resolution was duly passed:—

That the Memorandum of Association of the Company be altered by deleting clause 3 (c) and inserting in lieu thereof the following new clause.

(c) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid to any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.

REGISTERED
W. H. THORNTON

W. H. THORNTON

SECRETARY

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WE HEREBY CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of Section 197 of the Companies Act, 1948, are satisfied at the date of passing of this Resolution and have been satisfied at all times since the 1st day of July 1948.

W. A. M. M. M. Director

W. A. M. M. M. Secretary.

§ Insert "1st July 1948" or, if the Company was registered after that date, the date on which it was registered, or, if the Board of Trade has made a direction under the proviso to Section 123 (1) of the Companies Act, 1948, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

104958

THE COMPANIES ACT, 1929.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

RAINBOW'S (WETHERBY)
LIMITED.

1. The name of the Company is "RAINBOW'S (WETHERBY) LIMITED."

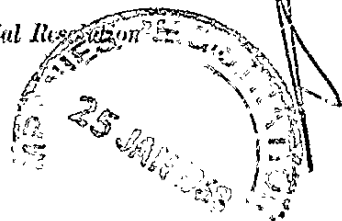
2. The Registered Office of the Company will be situate in England.

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

(a) To carry on business as wholesale and retail confectioners, sweet and sweet meat manufacturers, sugar merchants, wholesale and retail grocers, provision merchants, corn and flour merchants and factors, fish and game merchants, Italian warehousemen, importers and exporters of, agents for and dealers in all kinds of biscuits, foreign and colonial confectionery and produce; bacon curers, cheese factors, commission agents, importers of and dealers in tea, coffee, cocoa, chocolate, and potted and preserved meats, jam and pickle manufacturers and merchants in pickles, preserve manufacturers; importers of and dealers in farm and dairy produce, dealers in fruits and general groceries and provisions and in fancy boxes, and in machinery relating to confectionery and kindred trades.

(b) Generally to act as principals or agents on commission or otherwise for the sale of all kinds of confectionery, and to adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, circulars, by purchase and exhibition; and to carry on cafes and restaurants and to hold licences for the sale of liquor.

26/2/68.
† Sub-clauses (a) and (b) here printed are as amended pursuant to a Special Resolution passed on 4th December, 1963.



- (c) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (d) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (e) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise, letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (f) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (g) To invest the money of the Company in any manner that the Company may think fit.
- (h) To enter into partnership or joint purse agreement with, or to make any agreement or arrangement with any other Company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof, or to amalgamate with any such Company, firm or person.
- (i) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (j) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration, any other business or any interest therein, which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.

(k)

(l)

(m)

(n)

(o)

(p)

(q)

(r)

(s)

- (k) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (l) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (m) To draw, make, endorse, accept, discount and negotiate bills, notes, warrants, and negotiable instruments of all kinds.
- (n) To remunerate any Company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company, and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (o) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children, and other relatives and dependants.
- (p) To promote or assist in the promotion of any Company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures stock or other obligations of such Company.
- (q) To promote the Company's interests by advertising its products and services in any manner, and in particular to give prizes or gifts to customers or potential customers, and to promote or take part in competitions, displays and exhibitions.
- (r) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (s) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.

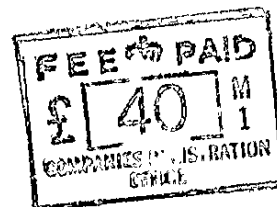
- (t) To do all such things in any part of the world either as principal or agent, and either alone or in conjunction with any other person, firm or Company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other objects of the Company.

4. The liability of the Members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 Ordinary Shares of One Pound each. The shares of the Company whether part of the original or any increased capital of the Company may be issued with any special, qualified, preferred or deferred rights and privileges or conditions as to capital, dividends, rights of voting or other matters but so that any such rights privileges or conditions shall not be altered or modified except in accordance with the Articles of Association of the Company.

Company No: 404958

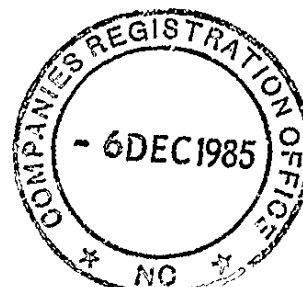


THE COMPANIES ACT 1985

RESOLUTION OF

RAINBOW'S (WETHERBY) LIMITED

(Passed on 22 November 1985)



At an EXTRAORDINARY GENERAL MEETING of the above named Company
duly convened and held at Derwent Street, Belper on 22 November 1985
at 9.30 a.m./p.m. the following Resolution was duly passed as a Special
Resolution of the Company.

SPECIAL RESOLUTION

"That the name of the Company be changed to "Thornton Properties Limited"."

R. C. F. L. T.

Chairman

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047818

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 404958

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I hereby certify that

RAINBOW'S (WETHERBY) LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 12TH DECEMBER 1971

M Saunders
M. SAUNDERS (MRS)

an authorised officer

Company Number 404958

THE COMPANIES ACTS

RESOLUTIONS OF

THORNTON PROPERTIES LIMITED

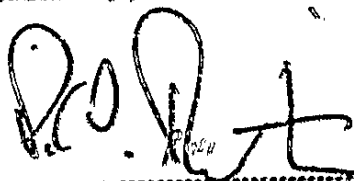
(passed on 11 March 1986 1986)

At an Extraordinary General Meeting of the above named Company duly convened and held at Derwent Street, Belper, Derbyshire.

on 11 March 1986 1986 at 2.15 /p.m. the following Resolutions were duly passed as Special Resolutions of this Company.

SPECIAL RESOLUTIONS

1. That the Regulations contained in the document produced to the Meeting be hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.
2. That the Clauses 3(a) and (b) as set out in the print of the Memorandum of Association produced to the Meeting be adopted in substitution for and to the exclusion of the existing Clause 3(a) and (b) of the Memorandum of Association.
3. That the Clauses 3(c) to 5 (inclusive) as set out in the print of the Memorandum of Association produced to the Meeting be adopted in substitution for and to the exclusion of the existing clauses 3(c) to 5 (inclusive).



Chairman

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THE COMPANIES ACTS 1929 to 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

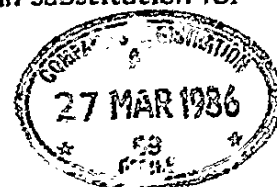
of

THORNTON PROPERTIES LIMITED+

1. The name of the Company is Thornton Properties 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 acquire by purchase, lease, hire, exchange or in any other manner whatsoever any real property of any interest and any tenure and any personal property of whatsoever nature and to hold, reserve, invest in, improve, manage, repair, construct, grant licences, options, rights and privileges, sell, lease, let, hire, mortgage, charge, exchange or deal in any other manner whatsoever with property whether real or personal and to make advances upon the security of land or other property or any interest therein and to collect rents and income and to supply to tenants and occupiers services and all conveniences and amenities required and to undertake or direct the management of the property, buildings, lands and estates of any persons whether members of the Company or not and to transact the general business of estate manager and land agent and to carry on all or any of the businesses of building and civil engineering contractors, land, estates and property developers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers.
 - (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
 - (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patentrights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions or any other kind of intellectual property and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

+ The name of the Company was changed by Special Resolution passed on 22nd November 1985 from Rainbow's (Wetherby) Limited to Thornton Properties Limited

Clauses 3(a) and (b) were adopted by Special Resolution passed on the 199 in substitution for the existing clauses 3(a) and (b). Clauses 3(c) to 5 (inclusive) were adopted by Special Resolution passed on 11 March 1986 in substitution for the existing clauses 3(c) to 5.



To acquire or 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 the 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 mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting 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.

- (f) To acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient.
- (g) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, 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 in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (i) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
- (j) To borrow and raise money in any manner and for any purpose as the Board of Directors of the company may think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (k) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (l) To apply for, promote, and obtain any Act or Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (m) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights privileges and concessions.
- (n) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (o) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (p) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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 act as agents or brokers and as trustees for any person firm or company and to undertake and perform sub-contracts.
- (s) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the company credited as paid up in full or in part or otherwise as may be thought expedient.
- (t) 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 or other securities of the company.
- (u) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by,

or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (v) To distribute among the Members of the company in kind any property of the Company of whatever nature.
- (w) To procure the company to be registered or recognised in any part of the world.
- (x) To take or hold mortgages, liens, and charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind sold by the company, or any money due to the Company from purchasers or others.
- (y) To carry out all or any of the objects of the Company in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (z) To adopt such means of making known and advertising the business and products of the Company as may seem expedient.
- (zz) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

THE COMPANIES ACTS 1929 to 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

THORNTON PROPERTIES LIMITED+

(Adopted by Special Resolution passed on 11 March 1986)

"TABLE 'A'"

1. The Regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall, except where the same are excluded or varied by or inconsistent with these regulations apply to the Company

SHARE CAPITAL

2. Subject to any direction to the contrary which may be given by ordinary or other resolution of the Company, and subject to any statutory provision, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine. In accordance with Section 91(1) of the Companies Act 1985 (hereinafter called "the Act") Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

3. The Directors are by this Regulation authorised to exercise all powers of the Company to allot all relevant securities (within the meaning of Section 80 of the Act) such authority shall be unconditional and for the exercise of such power generally, the maximum amount of relevant securities that may be the subject of allotment (within the meaning of the said Section 80) under such authority shall be the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years after the date on which these Articles were adopted; unless renewed, such authority will expire on the date five years after the date on which these Articles were adopted, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement accordingly; the amount of a relevant security shall, in the case of a share in the Company, mean its nominal amount and, in the case of a right to subscribe for, or to convert any security into shares of the Company mean the nominal amount of shares in the Company which would be required to satisfy such right (assuming full exercise).

LIEN

4. The lien conferred by Regulation 8 in Table A shall attach also to fully paid up shares and the Company shall also have a first and paramount lien on all shares,

+ The name of the Company was changed by Special Resolution passed on 22nd November 1985 from Rainbow's (Wetherby) Limited to Thornton Properties Limited.

whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

TRANSFERS

5. Subject as otherwise provided any Member may transfer all or any of his shares whether or not there may be uncalled liability thereon by an instrument of transfer in the usual common form or in any other form which the Board may approve. Such instrument shall be signed by or on behalf of the transferor and signature by or on behalf of the transferee shall not be required and on registration of the transfer, the transferee shall be deemed to have consented to the assumption of liability on his part for the payment of any sum not paid up on such share or shares and Regulation 23 of Table A shall be varied accordingly.

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. Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

7. A poll may be demanded by the Chairman of the relevant meeting or by any Member present in person or by proxy and Regulation 46 of Table A shall be varied accordingly.

8. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every Member who (being an individual) is present in person or (being a corporation) is present by duly authorised representative and every person present as a proxy for a Member or Members shall have one vote and on a poll every Member present in person or by duly authorised representative or by proxy shall have one vote for each share of which the Member is the holder. Regulation 54 of Table A shall not apply.

9(a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor, such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

DIRECTORS

10. The Directors shall not be required to retire by rotation and accordingly:-

- (i) Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company; and
- (ii) A member or members holding a majority in nominal value of the issued shares for the time being in the capital of the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that

the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company, signed by one of its Directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

- (iii) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles of Association of the Company as the maximum number of directors

11. Any Director who, by request, goes or resides abroad for any purposes of the Company or who performs any services which, in the opinion of the Directors, go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine and such remuneration shall be in addition to any remuneration provided for by or pursuant to any other articles or regulation.

12. Unless otherwise determined by the Company by Ordinary Resolution the number of Directors (other than alternate directors) shall not be less than two nor more than eight. Regulation 64 in Table A shall not apply to the Company.

13. The Directors may exercise all the powers of the Company to borrow money (without limit as to amount and upon such terms and in such manner as they think fit) and to mortgage or charge its undertaking, property and assets (including any uncalled capital), or any part thereof, and, subject to Section 80 of the Act, 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 the Company's holding company)

14. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependents of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company. The Directors may by resolution exercise any power conferred by statute to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary. Regulation 87 of Table A shall not apply.

15. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

16. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings.

17. No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director, nor shall any person be ineligible for appointment as a director by reason of having attained any particular age.

18. The office of a Director shall be vacated in any of the following events, namely:-

- (a) if (not being employed under a contract which precludes resignation) he resigns his office by notice in writing delivered to the Company or tendered at a meeting of the Directors; or
- (b) if he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the Directors resolve that his office is vacated; or
- (c) if he becomes bankrupt or makes any arrangement or composition with his creditors; or
- (d) if he is prohibited by law from being a Director; or
- (e) if he ceases to be a Director by virtue of any statute or is removed from office pursuant to these Articles; or
- (f) if a majority of the Directors resolve that the Director(s) be removed from office.

Regulation 81 of Table A shall not apply.

ALTERNATE DIRECTORS

19. Regulation 66 of Table A shall be amended by the insertion after the sentence ending "... who is absent from the United Kingdom" of the following words, "Every person acting as an alternate director shall have one vote for every director for whom he acts as alternate (in addition to his own vote if he is also a director). An alternate director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent mutatis mutandis as if he were a director."

20. Regulation 93 of Table A shall be amended by the insertion after the words, "... but a resolution signed by an alternate director need not also be signed by his appointor" of the following, "(unless the notice of his appointment provides to the contrary)".

DIRECTOR'S INTERESTS IN CONTRACTS

21. A Director who to his knowledge is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present. Accordingly, Regulations 94 and 95 of Table A shall not apply to the Company.

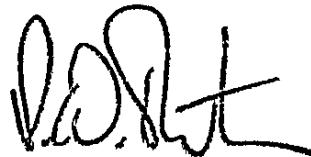
SERVICE OF NOTICES

22. Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through

the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles of Association shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by post, shall be deemed to have been served or delivered on the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

23. Notice of every general meeting shall be given in any manner authorised by or under these Articles of Association to all Members other than such as, under the provisions of these Articles of Association or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company Provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so, it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 111, 112, 113, 115 and 116 of Table A shall not apply.

This is a print of the Articles of Association of the Company adopted by Special Resolution passed on 11 March 1986



Chairman

A/A THNTN PPS
IAM/2

Company No. 404958

AS14
ACCEPT UNSTAMPED 340

MT/CN 36463

SIGNED *Charles Johnston*

DATE 22.7.87

THE COMPANIES ACT 1985

RESOLUTION OF

THORNTON PROPERTIES LIMITED

Passed on the 19th day of June 1987

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Derwent Street, Belper on the 19th day of June 1987 at 10.10 a.m. the following Resolution was duly passed as a Special Resolution of the Company.

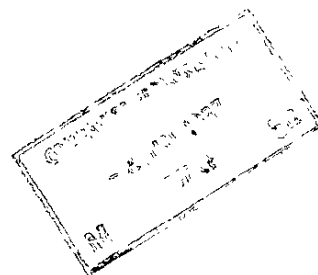
SPECIAL RESOLUTION

That the name of the Company be changed to

STRAND COURT PROPERTIES LIMITED

Robert

Chairman



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 404958

I hereby certify that

THORNTON PROPERTIES LIMITED

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

STRAND COURT PROPERTIES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 29 JULY 1987

A handwritten signature in dark ink, appearing to read 'D.M. Wilkie'.

D.M. WILKIE

an authorised officer

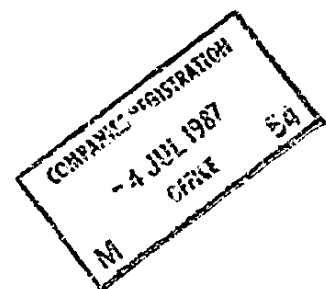
NOTE:

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.

We the undersigned being the holders of not less than ninety five per cent in nominal value of the shares giving the right to attend and vote at an Extraordinary General Meeting of the Company convened for 10.10 a.m. the 19th day of June 1987 hereby agree:-

- (i) That the said meeting shall be deemed to have been duly called notwithstanding shorter notice than that specified in section 378(2) of the Companies Act 1985 and in the Articles of Association of the Company has been given therefore and
- (ii) that the Special Resolution set out in the said notice of meeting may be proposed and passed as a Special Resolution notwithstanding less than twenty-one days notice of such meeting has been given.

[Handwritten signatures and initials over dotted lines]



THORNTON PROPERTIES LIMITED

MINUTES of an EXTRAORDINARY GENERAL MEETING of the Company held at Derwent Street, Belper on the 19th day of June 1987 at 10.10 a.m.

Present: J.S. Thornton
P.N. Thornton
M.S. Thornton
C.J. Thornton

The Chairman reported that consents to short notice for this meeting had been received from the requisite majority of the members and that a quorum was present.

A copy of the Notice convening the meeting was produced.

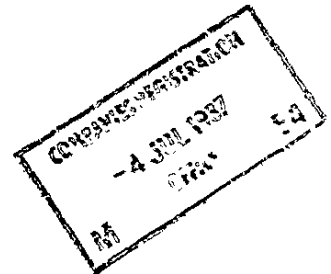
Mr. C.J. Thornton proposed the Resolution set out in the Notice as a Special Resolution and Mr. M.S. Thornton seconded the proposal.

The Resolution that the name of the Company be changed to STRAND COURT PROPERTIES LIMITED was passed unanimously.

There being no further business the Chairman declared the meeting closed.

[Handwritten signature]

Chairman



THE COMPANIES ACTS 1929 to 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

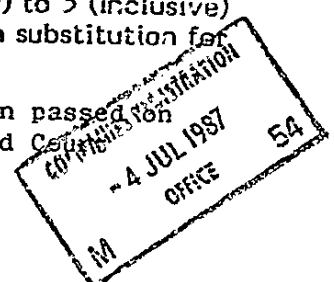
STRAND COURT PROPERTIES LIMITED +*

1. The name of the Company is STRAND COURT PROPERTIES 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 acquire by purchase, lease, hire, exchange or in any other manner whatsoever any real property of any interest and any tenure and any personal property of whatsoever nature and to hold, reserve, invest in, improve, manage, repair, construct, grant licences, options, rights and privileges, sell, lease, let, hire, mortgage, charge, exchange or deal in any other manner whatsoever with property whether real or personal and to make advances upon the security of land or other property or any interest therein and to collect rents and income and to supply to tenants and occupiers services and all conveniences and amenities required and to undertake or direct the management of the property, buildings, lands and estates of any persons whether members of the Company or not and to transact the general business of estate manager and land agent and to carry on all or any of the businesses of building and civil engineering contractors, land, estates and property developers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers.
 - (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
 - (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patentrights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions or any other kind of intellectual property and to disclaim, alter, modify, 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, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

+ The name of the Company was changed by Special Resolution passed on 22nd November 1985 from Rainbow's (Wetherby) Limited to Thornton Properties Limited

Clauses 3(a) and (b) were adopted by Special Resolution passed on the 11th March 1986 in substitution for the existing clauses 3(a) and (b). Clauses 3(c) to 5 (inclusive) were adopted by Special Resolution passed on 11th March 1986 in substitution for the existing clauses 3(c) to 5.

* The name of the Company was changed by Special Resolution passed on 19th June 1987 from Thornton Properties Limited to Strand Court Properties Limited



- (e) To acquire or 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 the 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 mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting 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.
- (f) To acquire and take over businesses or undertakings of all kinds, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient.
- (g) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, 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 in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (i) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.
- (j) To borrow and raise money in any manner and for any purpose as the Board of Directors of the company may think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security 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, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (k) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (l) To apply for, procure, and obtain any Act or Parliament, order, or licence of the Department or Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (m) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights privileges and concessions.
- (n) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (o) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (p) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the 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 act as agents or brokers and as trustees for any person firm or company and to undertake and perform sub-contracts.
- (s) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the company credited as paid up in full or in part or otherwise as may be thought expedient.
- (t) 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 or other securities of the company.
- (u) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or other object which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by,

or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (v) To distribute among the Members of the company in kind any property of the Company of whatever nature.
- (w) To procure the company to be registered or recognised in any part of the world.
- (x) To take or hold mortgages, liens, and charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind sold by the company, or any money due to the Company from purchasers or others.
- (y) To carry out all or any of the objects of the Company in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (z) To adopt such means of making known and advertising the business and products of the Company as may seem expedient.
- (zz) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

THE COMPANIES ACTS 1929 to 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

STRAND COURT PROPERTIES LIMITED+*

(Adopted by Special Resolution passed on 11th March 1986)

"TABLE 'A'"

1. The Regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall, except where the same are excluded or varied by or inconsistent with these regulations apply to the Company

SHARE CAPITAL

2. Subject to any direction to the contrary which may be given by ordinary or other resolution of the Company, and subject to any statutory provision, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine. In accordance with Section 91(1) of the Companies Act 1985 (hereinafter called "the Act") Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

3. The Directors are by this Regulation authorised to exercise all powers of the Company to allot all relevant securities (within the meaning of Section 80 of the Act) such authority shall be unconditional and for the exercise of such power generally, the maximum amount of relevant securities that may be the subject of allotment (within the meaning of the said Section 80) under such authority shall be the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years after the date on which these Articles were adopted; unless renewed, such authority will expire on the date five years after the date on which these Articles were adopted, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot the relevant securities in pursuance of such offer or agreement accordingly; the amount of a relevant security shall, in the case of a share in the Company, mean its nominal amount and, in the case of a right to subscribe for, or to convert any security into shares of the Company mean the nominal amount of shares in the Company which would be required to satisfy such right (assuming full exercise).

LIEN

4. The lien conferred by Regulation 8 in Table A shall attach also to fully paid up shares and the Company shall also have a first and paramount lien on all shares,

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whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

TRANSFERS

5. Subject as otherwise provided any Member may transfer all or any of his shares whether or not there may be uncalled liability thereon by an instrument of transfer in the usual common form or in any other form which the Board may approve. Such instrument shall be signed by or on behalf of the transferor and signature by or on behalf of the transferee shall not be required and on registration of the transfer, the transferee shall be deemed to have consented to the assumption of liability on his part for the payment of any sum not paid up on such share or shares and Regulation 23 of Table A shall be varied accordingly.

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. Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

7. A poll may be demanded by the Chairman of the relevant meeting or by any Member present in person or by proxy and Regulation 46 of Table A shall be varied accordingly.

8. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every Member who (being an individual) is present in person or (being a corporation) is present by duly authorised representative and every person present as a proxy for a Member or Members shall have one vote and on a poll every Member present in person or by duly authorised representative or by proxy shall have one vote for each share of which the Member is the holder. Regulation 54 of Table A shall not apply.

9(a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor, such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

DIRECTORS

10. The Directors shall not be required to retire by rotation and accordingly:-

(i) Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company; and

(ii) A member or members holding a majority in nominal value of the issued shares for the time being in the capital of the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that

the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company, signed by one of its Directors on its behalf, and shall take effect upon lodgment at the registered office of the Company.

(iii) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with these Articles of Association of the Company as the maximum number of directors

11. Any Director who, by request, goes or resides abroad for any purposes of the Company or who performs any services which, in the opinion of the Directors, go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Directors may determine and such remuneration shall be in addition to any remuneration provided for by or pursuant to any other articles or regulation.

12. Unless otherwise determined by the Company by Ordinary Resolution the number of Directors (other than alternate directors) shall not be less than two nor more than eight. Regulation 64 in Table A shall not apply to the Company.

13. The Directors may exercise all the powers of the Company to borrow money (without limit as to amount and upon such terms and in such manner as they think fit) and to mortgage or charge its undertaking, property and assets (including any uncalled capital), or any part thereof, and, subject to Section 80 of the Act, 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 the Company's holding company)

14. The Directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependents of any Director or former Director. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company. The Directors may by resolution exercise any power conferred by statute to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary. Regulation 87 of Table A shall not apply.

15. The Directors may entrust to and confer upon any Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

16. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings.

17. No Director shall be required to retire or vacate his office or be ineligible for reappointment as a Director, nor shall any person be ineligible for appointment as a director by reason of having attained any particular age.

18. The office of a Director shall be vacated in any of the following events, namely:-

- (a) if (not being employed under a contract which precludes resignation) he resigns his office by notice in writing delivered to the Company or tendered at a meeting of the Directors; or
- (b) if he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the Directors resolve that his office is vacated; or
- (c) if he becomes bankrupt or makes any arrangement or composition with his creditors; or
- (d) if he is prohibited by law from being a Director; or
- (e) if he ceases to be a Director by virtue of any statute or is removed from office pursuant to these Articles; or
- (f) if a majority of the Directors resolve that the Director(s) be removed from office.

Regulation 81 of Table A shall not apply.

ALTERNATE DIRECTORS

19. Regulation 66 of Table A shall be amended by the insertion after the sentence ending "... who is absent from the United Kingdom" of the following words, "Every person acting as an alternate director shall have one vote for every director for whom he acts as alternate (in addition to his own vote if he is also a director). An alternate director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent mutatis mutandis as if he were a director."

20. Regulation 93 of Table A shall be amended by the insertion after the words, "... but a resolution signed by an alternate director need not also be signed by his appointor" of the following, "(unless the notice of his appointment provides to the contrary)".

DIRECTOR'S INTERESTS IN CONTRACTS

21. A Director who to his knowledge is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted, and he shall be taken into account in ascertaining whether a quorum is present. Accordingly, Regulations 94 and 95 of Table A shall not apply to the Company.

SERVICE OF NOTICES

22. Any notice or other document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it through

the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members, or by delivering it to or leaving it at such registered address, addressed as aforesaid or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles of Association shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by post, shall be deemed to have been served or delivered on the day when the same was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.

23. Notice of every general meeting shall be given in any manner authorised by or under these Articles of Association to all Members other than such as, under the provisions of these Articles of Association or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company Provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so, it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 111, 112, 113, 115 and 116 of Table A shall not apply.

This is a print of the Articles of Association of the Company adopted by Special Resolution passed on 11th March . 1985

.....
Chairman

A/A THNTN PPS
IAM/2

THORNTON PROPERTIES LIMITED

NOTICE OF AN EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an EXTRAORDINARY GENERAL MEETING of the Company will be held at Derwent Street, Belper on the 19th day of June 1987 at 10.10 a.m. for the purpose of considering and, if thought fit, passing the following Resolution which will be proposed as a Special Resolution, namely:-

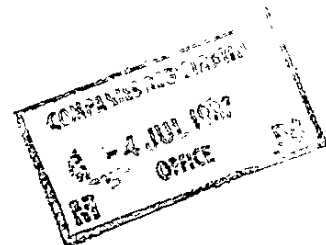
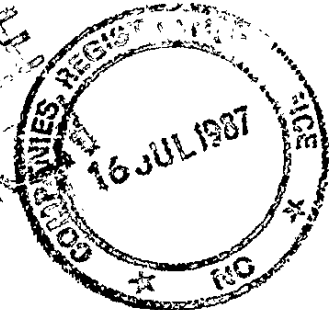
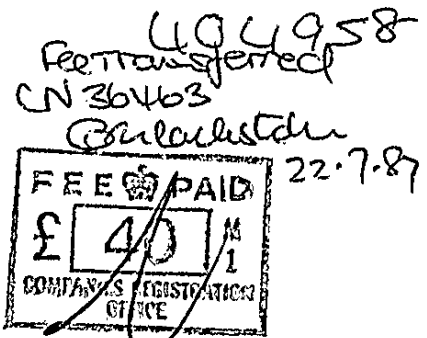
SPECIAL RESOLUTION

That the name of the Company be changed to:

STRAND COURT PROPERTIES LIMITED

Dated this 11th day of June 1987
By order of the Board

Secretary



mid. 640
236202


No. 404958

THE COMPANIES ACTS
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
STRAND COURT PROPERTIES LIMITED

At an EXTRAORDINARY GENERAL MEETING of the members of the above named Company duly convened and held on the 18th day of September 1987 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the regulations contained in the document submitted to this meeting and for the purpose of identification signed by the Chairman hereof be and are hereby adopted as the Articles of Association of the Company to the exclusion of all existing Articles of Association thereof.


.....
Chairman

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

STRAND COURT PROPERTIES LIMITED

(Articles adopted on 18th September 1987)

ADOPTION OF TABLE A

1. In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by any other subordinate legislation coming into operation prior to the date of adoption of these articles.
2. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company.
3. No regulations scheduled to any statute concerning companies shall apply to the company.

INTERPRETATION

4. References in Table A and in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form.
5. Save as provided in the last preceding article, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these articles.

SHARE CAPITAL

6. Subject to the provisions of the Act and to any direction to the contrary which may be given by ordinary or other resolution of the company, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at

the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as they may determine.

7. Section 89(1) of the Act shall not apply to the allotment by the company of any equity security.

TRANSFER OF SHARES

8. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

PURCHASE OF OWN SHARES

9. Subject to the provisions of the Act, the company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into pursuant to this article shall be authorised by such resolution of the company as may for the time being be required by law but subject thereto the directors shall have full power to determine or approve the terms of any such contract. Neither the company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the company may agree to the variation of any contract entered into pursuant to this article and to the release of any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the company pursuant to this article. Regulation 35 of Table A shall not apply.

GENERAL MEETINGS

10. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than four weeks after receipt of the requisition. Regulation 37 of Table A shall not apply.

NOTICE OF GENERAL MEETINGS

11. Notice of any general meeting need not be given to the directors in their capacity as such. Regulation 38 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the nomination, election or choice of a chairman which shall not be treated for this purpose as part of the business of the meeting. Save as otherwise provided by the next succeeding article, two members present in person or by proxy and entitled to vote shall be a quorum for all purposes. Regulation 40 of Table A shall not apply.
13. If a quorum is not present within fifteen minutes (or such longer time, not exceeding half an hour, as the chairman of the meeting may decide to wait) after the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such day and at such time and place as the chairman of the meeting may determine and at such adjourned meeting one member present in person or by proxy (whatever the number of shares held by him) shall be a quorum. It shall not be necessary to give notice of any meeting adjourned through want of a quorum. Regulation 41 of Table A shall not apply.

VOTES OF MEMBERS

14. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The

instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. Regulations 60 and 61 of Table A shall not apply.

ALTERNATE DIRECTORS

15. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

16. An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director. Regulation 67 of Table A shall not apply.

POWERS OF DIRECTORS

17. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company upon such terms (including terms as to remuneration) as they may think fit and may delegate to any person so appointed any of the powers vested in or exercisable by them including power to sub-delegate. The directors may remove any person appointed under this article and may revoke or vary such delegation but no person dealing in good faith and without notice of any such revocation or variation shall be affected by it. Regulation 71 of Table A shall not apply.

18. The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

DELEGATION OF DIRECTORS' POWERS

19. The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

20. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries

the right of attending and voting at general meetings of the company by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company may at any time and from time to time appoint any person to be a director either to fill a vacancy or as an additional director or remove any director from office howsoever appointed.

21. Without prejudice to the powers conferred by the last preceding article, any person may be appointed a director by the directors either to fill a vacancy or as an additional director.

22. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age.

23. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

24. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

DIRECTORS' GRATUITIES AND PENSIONS

25. The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit

provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulations 87 of Table A shall not apply.

26. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

PROCEEDINGS OF DIRECTORS

27. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors in accordance with that section. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any such contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 96 (inclusive) of Table A shall not apply.

NOTICES

28. Any notice or other document may be served on or delivered to any member by the company either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address, or by leaving it at that address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

29. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving such service or delivery, it shall be sufficient to prove that the notice or

document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so left. Regulation 115 of Table A shall not apply.

30. Any notice or other document may be served on or delivered to any person or persons entitled to a share in consequence of the death or bankruptcy of a member by the company in any manner which would be permitted by the articles if the person or persons concerned were a member or were members and either addressed to him or them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address (if any) within the United Kingdom supplied by him or them for that purpose. Until such address has been supplied, a notice or other document may be served on or delivered to the person or persons so entitled in any manner in which it might have been served or given if the death or bankruptcy had not occurred. Regulation 116 of Table A shall not apply.

INDEMNITY

31. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him as such director or other officer or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability. Regulation 118 of Table A shall not apply.

A handwritten signature in black ink, consisting of a large, stylized capital letter 'R' followed by a horizontal line and a small dot.

G**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

--	--	--	--

404958

Name of company

* STRAND COURT PROPERTIES LTD

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3	0	0	6
---	---	---	---

Note
Please read notes 1 to 5 overleaf before completing this form

† delete as appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ extended† and ~~is to be treated as having come to an end~~ will come to an end† on

Day Month Year

3	0	0	6	1	9	8	9
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] ~~holding company~~† of THORNTONS PLC

See note 4c and complete as appropriate

_____, company number 174706

the accounting reference date of which is 30th JUNE

Signed

[Director][Secretary]† Date 25.5.89

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

For official Use
General Section

Post room

COMPANIES HOUSE
26 MAY 1989

M

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