

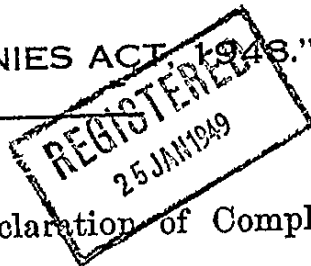
**PLEASE NOTE THAT  
DUE TO THE POOR  
QUALITY OF THE  
FICHE SOME OF THE  
FOLLOWING IMAGES  
ARE ALSO OF POOR  
QUALITY.**

No.

463864

Form No. 41.

THE COMPANIES ACT, 1948.



A 5s.  
Companies  
Registration  
Fee Stamp  
must be  
inserted  
here.

## Declaration of Compliance

requirements of the Companies Act, 1948, made pursuant to S. 15 (2) of the said  
Act, on behalf of a Company proposed to be registered as \_\_\_\_\_

Taylor  
Supply **LIMITED.**

of 2215 Brompton  
by General Post  
London

I do hereby and sincerely declare that I am "a person named  
in the Articles of Association  
as Secretary" (19)

(\*) 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) which-  
ever the case."

Taylor  
Supply Limited,

I have complied with all the requirements of the Companies Act, 1948, in respect of matters precedent  
to the registration of the said Company and incidental thereto have been complied with.  
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 48 Portland Street  
London, W1  
on the 17<sup>th</sup> day of December  
in the thousand nine hundred and forty eight  
year, 1948  
A Commissioner for Oaths.

Rabini

Printed for registration by \_\_\_\_\_

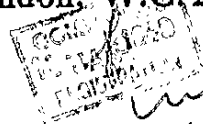
SHAW & BLAKE, LTD.  
LONDON, W.C.2

ONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTERTIME, ESTRAND, LONDON."

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

Redeclared at  
48 Portland Street W.C.1  
on 13<sup>th</sup> July 1948.



Rabini

No. of Certificate 463864 2

Form No. 25.

THE COMPANIES ACT, 1948.



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.)

8-1.  
RF  
THE NOMINAL CAPITAL OF Taylor Supply LIMITED,  
is one hundred Pounds, divided  
into one hundred Shares of one pound each.

Signature Rabin

Description Secretary  
(State whether Director or Secretary)

Dated the 17th day of December 1948

Presented for registration by SHAW & BLAKE, Ltd.  
8, Bell Yard, Temple Bar,  
LONDON, W.C.2.

TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: "DUNTERTYME, ESTUARD, LONDON."

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

COMP.  
19 JAN 1949



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES

## Memorandum of Association

— OF —

JAYLOW

~~JAYELL~~

SUPPLIES LIMITED

1. The name of the Company is <sup>JAYLOW</sup> "JAYELL SUPPLIES 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 manufacturers of wholesale and retail dealers and as agents in ironmongery, turnery and other household fittings, utensils and ornaments, and to carry on a business as manufacturers of electrical goods, articles, accessories and equipment of all kinds and descriptions, electric lamp, bulb and valve manufacturers, neon sign manufacturers, manufacturers of ultra-violet ray apparatus and component parts, electric motor manufacturers, consulting, electrical and general engineers, metal and wood turners, electrical fitting manufacturers, cabinet makers, timber merchants, radio and television manufacturers and manufacturers of component parts in respect thereof, medical instrument manufacturers, metal dealers, glass merchants, watch and clock manufacturers, cable manufacturers, moulders and manufacturers of plastic articles of all kinds and descriptions and to carry on business as manufacturers of wholesale and retail dealers and as agents in fancy goods, kitchen utensils, chemical sundries and generally of and in all materials, provisions and produce, and in textiles, textile fabrics



SHAW & BLAKE, Ltd.  
Bell Yard, Temple Bar,  
LONDON, W.C.2.

of all kinds, and to carry on all or any of the businesses of hosiers, manufacturers, silk mercers, silk weavers, cotton spinners, cloth manufacturers, furriers, haberdashers, importers, and milliners, dressmakers, tailors, hatters, clothiers, outfitters, gloves, lace manufacturers, feather dressers, boot and shoe makers, manufacturers and importers, and agents, wholesale and retail dealers of and in leather goods, and household furniture.

- (b) 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.
- (c) 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.
- (d) 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.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) 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.
- (h) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (i) 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.
- (j) To lend money to customers and others and to guarantee the observance and performance of

obligations and contracts by customers and others.

- (k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (l) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (m) 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.
- (n) 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.
- (o) 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.
- (p) 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.
- (q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (r) 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.
- (s) 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 object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
Edison Tews, 2 Park Way Court, Ruship, Mddx. Essex	One
Rosa Rosen, 22, Nightingale Road, E.5. Essex.	One

DATED this 17th day of December 1948

WITNESS to the above signatures :-

Thomas Spoken  
203, Regent Street  
London W2  
C. J. J. J.



THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES



## Articles of Association

— OF —

26  
RR

JAYLOW

~~JAYELL~~

SUPPLIES LIMITED

### PRELIMINARY

1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

2. Regulations 2, 3, 40 to 43 (inclusive), 62, 66, 75, 84, 88, 99, 107, 108, 110 and 134 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

### CAPITAL

3. The initial share capital of the Company is £100 divided into 100 shares of £1 each.

4. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

CHAS. A. WEAVER, CLERK  
10, BROAD STREET, LONDON, E.C.4  
REGISTERED OFFICE



### VARIATION OF RIGHTS

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

### TRANSMISSION OF SHARES

7. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom the deceased member would have been entitled to transfer the same during his life. Save as aforesaid 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.

8. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

### VOTES OF MEMBERS

9. 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 present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

### DIRECTORS

10. The number of Directors shall not be more than five and the first Directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

### POWERS AND DUTIES OF DIRECTORS

11. A Director who 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 in manner required by section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

12. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

13. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company.

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

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or
- (d) Becomes of unsound mind.
- (e) Resigns his office by notice in writing to the Company.

#### BORROWING POWERS

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

#### PROCEEDINGS OF DIRECTORS

16. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be one.

#### MANAGING DIRECTORS AND MANAGERS

17. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall subject to the payment to him of such compensation or damages as may be payable to him by reason thereof be automatically determined if he cease from any cause to be a Director.

18. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission

or participation in profits or partly in one way or partly in another) as the Directors may determine.

#### SECRETARY

19. The first Secretary of the Company shall be M. Rabin. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

#### NOTICES

20. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
--

Edleen Tew,  
2 Park Way Court,  
Rushlip, Middx.  
Chesh.

Rosa Rosen,  
22, Nightingale Road,  
E.S.

Chesh.

DATED this 17<sup>th</sup> day of December 1948

WITNESS to the above signatures :-

Robert Spokins.

203 Regent Street  
London W1.

Accountant

DUPLICATE FOR THE FILE.

No 463864



## Certificate of Incorporation

I Hereby Certify, That

JAYLOW SUPPLIES LIMITED

is this day Incorporated under the Companies Act, 1948

and that the Company is Limited.

Given under my hand at London this Twenty-fifth day of  
January One Thousand Nine Hundred and Forty-nine.

*[Signature]*  
For Registrar of Companies.

Certificate  
received by } *[Signature]*

Date 25/1/49



Department of Trade

**Companies Registration Office**

Companies House Crown Way Maindy Cardiff CF4 3UZ

Telephone Cardiff (0222) 388588 ext

2 10 1

	<i>Please reply to The Registrar</i>
	Your reference
JAYLOW SUPPLIES LIMITED	Gaz List 7015
HILLVIEW HOUSE,	
1 HALLSNELLE PARADE,	DEF 6 463864
FINCHLEY RD,	
LONDON NW11	Date 21 MARCH 1977

**The Companies Act 1948**

**JAYLOW SUPPLIES LIMITED**

In pursuance of section 353(3) of the Companies Act 1948 the Registrar of Companies hereby gives NOTICE that at the expiration of three months from the date of this Notice the name of your company will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

Dated this 24 day of MARCH 1977

*B G Roberts*

(C G Roberts)  
for Registrar

DEF 6

V1723

COMPANY NO. 463864

THE COMPANIES ACT. 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

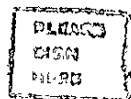
- of -

JAYLOW SUPPLIES LIMITED

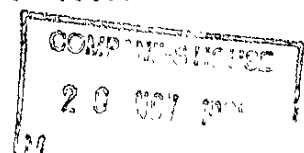
Passed the 9th November 1988

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company convened and held at the registered office of the Company on 9th November 1988 the following ORDINARY RESOLUTION WAS DULY PASSED :-

"That the Authorised Capital of the Company be increased from £100 to £10,000 by the creation of a further £9,900 Ordinary shares of £1 each to rank pari passu with the existing shares in the Capital of the Company."



CHAIRMAN





COMPANIES FORM No. 123

**Notice of increase  
in nominal capital**

**123**

Please do not  
write in  
this margin

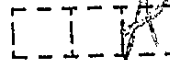
Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf)

For official use

Company number



463864

Name of company

JAYLOW SUPPLIES LIMITED

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 9th November 1988 the nominal capital of the company has been  
increased by £ 9,900 beyond the registered capital of £ 100.

§ the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached. §

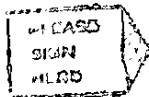
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

To rank pari passu with the existing shares.

Please tick here if  
continued overleaf



‡ Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate



Signed

Designation‡

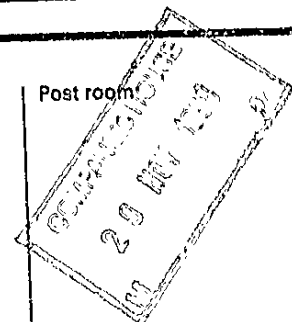
Director

Date 9.11.88.

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

For official Use  
General Section

Post room





THE COMPANIES ACT, 1948.

Certification

We hereby certify that this print incorporates all alterations made to this Company's memorandum and Articles of Association by filed resolutions and is lodged in compliance with the requirements of the Section 9 of the European Communities Act 1972.

Dated

PLEASE  
SIGN  
HERE

COMPANY LIMITED BY SHARES

## Memorandum of Association

— OF —

JAYLON

~~JAYELL~~ SUPPLIES LIMITED

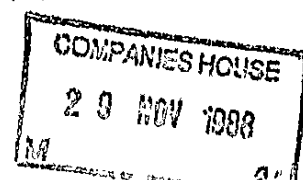
1. The name of the Company is "JAYELL SUPPLIES LIMITED".

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 manufacturers of wholesale and retail dealers and as agents in ironmongery, turnery and other household fittings, utensils and ornaments, and to carry on a business as manufacturers of electrical goods, articles, accessories and equipment of all kinds and descriptions, electric lamp, bulb and valve manufacturers, neon sign manufacturers, manufacturers of ultra-violet ray apparatus and component parts, electric motor manufacturers, consulting, electrical and general engineers, metal and wood turners, electrical fitting manufacturers, cabinet makers, timber merchants, radio and television manufacturers and manufacturers of component parts in respect thereof, medical instrument manufacturers, metal dealers, glass merchants, watch and clock manufacturers, cable manufacturers, moulders and manufacturers of plastic articles of all kinds and descriptions and to carry on business as manufacturers of wholesale and retail dealers and as agents in fancy goods, kitchen utensils, chemical sundries and generally of and in all materials, provisions and produce, and in textiles, textile fabrics

Office: Secretarial Agency Ltd.  
85 Green Lane,  
London, N16 9BU.  
Tel: 01-227 71396



of all kinds, and to carry on all or any of the businesses of hosiers, manufacturers, silk mercers, silk weavers, cotton spinners, cloth manufacturers, furriers, haberdashers, importers, and milliners, dressmakers, tailors, hatters, clothiers, outfitters, glovers, lace manufacturers, feather dressers, boot and shoe makers, manufacturers and importers, and agents, wholesale and retail dealers of and in leather goods, and household furniture.

- (b) 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.
- (c) 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.
- (d) 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.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) 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.
- (h) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (i) 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.
- (j) To lend money to customers and others and to guarantee the observance and performance of

obligations and contracts by customers and others.

- (k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (l) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.
- (m) 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.
- (n) 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.
- (o) 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.
- (p) 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.
- (q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (r) 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.
- (s) 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 object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is <sup>£10,000</sup> divided into <sup>10,000</sup> shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
Wileen Tew 2 Parkway Court Quisip, Middx Glenk	One
Rosa Rosen, 22, Nightingale Road. S.S. E.L.R.	One

DATED this 17<sup>th</sup> day of December 1948

WITNESS to the above signatures :-

*John Spottiswood*  
203 Regent Square  
W.D.  
*M. M. M. M. M.*

## THE COMPANIES ACT, 1948.

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COMPANY LIMITED BY SHARES

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## Articles of Association

— OF —

26.

SAYLOW

RR

~~JAYELL~~ SUPPLIES LIMITEDPRELIMINARY

1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

2. Regulations 2, 3, 40 to 43 (inclusive), 62, 66, 75, 84, 88, 99, 107, 108, 110 and 134 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

CAPITAL

3. The initial share capital of the Company is £100 divided into 100 shares of £1 each.

4. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

### VARIATION OF RIGHTS

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

### TRANSMISSION OF SHARES

7. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom the deceased member would have been entitled to transfer the same during his life. Save as aforesaid 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.

8. The proviso to Regulation 32 of Part I of Table A shall not apply to the Company.

### VOTES OF MEMBERS

9. 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 present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

### DIRECTORS

10. The number of Directors shall not be more than five and the first Directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

### POWERS AND DUTIES OF DIRECTORS

11. A Director who 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 in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

12. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

13. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company.

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

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or
- (d) Becomes of unsound mind.
- (e) Resigns his office by notice in writing to the Company.

#### BORROWING POWERS

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

#### PROCEEDINGS OF DIRECTORS

16. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be one.

#### MANAGING DIRECTORS AND MANAGERS

17. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall be subject to the payment to him of such compensation or damages as may be payable to him by reason thereof be automatically determined if he cease from any cause to be a Director.

18. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission

or participation in profits or partly in one way or partly in another) as the Directors may determine.

#### SECRETARY

19. The first Secretary of the Company shall be M. Rabin. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

#### NOTICES

20. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.



NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

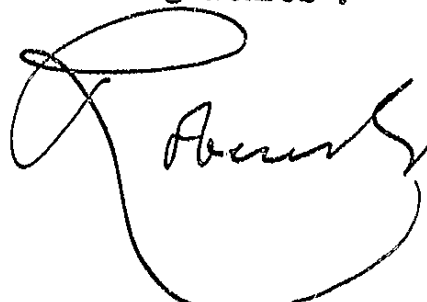
Fileen Trew,  
2 Park Way Court,  
Rushlip, Middx.  
b.l.c.k

Rosa Rosen,  
22, Nightingale Road,  
E.S.

b.l.c.k.

DATED this 17<sup>th</sup> day of December 1948

WITNESS to the above signatures :-

 Robert Spink,  
203, Regent Street  
W.1.  
Assistant.

G

COMPANIES FORM No. 123

Notice of increase  
in nominal capital

123

Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]

463864

Name of company

JAYLOW SUPPLIES LTD.

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 23 RD DECEMBER 1993 the nominal capital of the company has been  
increased by £ 240,000 beyond the registered capital of £ 10,000

† the copy must be  
printed or in some  
other form approved  
by the registrar

A copy of the resolution authorising the increase is attached.†

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

230,000 'A' ORD SHARES - FULL RIGHTS  
10,000 'B' ORD SHARES - DIVIDEND RIGHTS ONLY

Please tick here if  
continued overleaf

☐

\* delete as  
appropriate

Signed

*[Signature]*

(Director/Secretary)† Date 23 Dec 93

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

For official Use  
General Section

Post room



\*AC9N42CT\*

A32 RECEIPT DATE: 23/06/94

Company No. 463864

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

JAYLOW SUPPLIES LTD

Passed the 23rd December 1993

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company convened and held on the above date, the following SPECIAL RESOLUTIONS WERE DULY PASSED:-

- 1) That the existing shares in the Capital of the Company be converted into Ordinary "A" Shares of 1 each and shall entitle the holders to attend and vote at any general meeting of the company and shall have rights to dividends.
- 2) That the authorised capital of the Company be increased to £250,000 by the creation of 230,000 Ordinary 'A' shares of £1 each, and 10,000 Ordinary 'B' shares of £1 each. The holders of the 'B' shares shall have rights to dividends but shall have no rights to attend and vote at any general meeting of the Company.

*[Handwritten signature]*

Chairman



•AC9N52CU•

A32 RECEIPT DATE: 23/06/94