

470283//
THE COMPANIES ACT, 1948.

1



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

Declaration of Compliance

with the requirements of the Companies Act, 1948,
on application for registration of a Company.

Pursuant to Section 15 (2).

Name of Company :

Bastion Products

LIMITED.

ented for filing by

Ken Arnold & Co

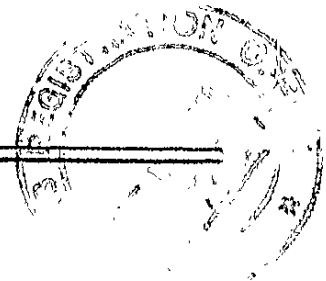
146 Bishopsgate

E.C.2

H. A. JUST & CO.,

Company Printers and Registration Agents,
15, Portugal Street, Lincoln's Inn, W.C.2.

Telephone : HOLBORN 9781



I, Max Brodsky
of 36 Lombard St
London E.C.2

Do solemnly and sincerely declare that I am (a) a person
named in the Articles of
Association as a Director
10
of Bastin Products

Limited,
and That 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, 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 146 Bishopsgate in
the City of London

the 21st day of June
one thousand nine hundred and forty-nine
before me.

S. B. Adler
S. B. ADLER.
(b) A Commissioner for Oaths.

Max Brodsky

(a) "A Solicitor of the Supreme Court" (or in Scotland "by a Solicitor")
"engaged in the formation" or "A person named in the Articles of Association
as a Director or Secretary."

(b) or Notary Public or Justice of the Peace.

No. of Company 470283/2

30 JUN 1939

Form No. 25



Bastion Products
LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the
Stamp Act, 1891. (NOTE—The Stamp Duty on the Nominal Capital is Ten
shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

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

Presented by :

*John Arnold - 10
146. Bishopsgate*

London E.C.2.

H. A. JUST & CO.,
Company Printers and Registration Agents,
15, Portugal Street, Lincoln's Inn, W.C.2.
Telephone : HOLBORN 9781

The NOMINAL CAPITAL of

Bastion Products Limited,

is £ *100* , divided into *Ordinary* shares of £ *one* each.

Signature *Max Bruckley*

Description *Director*

Date *21st June 1949*



470283/3

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

30 JUN 1949

Memorandum of Association

- OF

Bastion Products Limited

1. The name of the Company is "BASTION PRODUCTS 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, and dealers in, buttons, buckles, catches, pins, fasteners, ornaments, and tailors', dressmakers', furriers', milliners', hatters' and costumiers', requisites of all kinds and to carry on business as manufacturers of, and dealers in, bone, ivory, celluloid, fancy goods, and similar articles.
- (b) To carry on business as goldsmiths, silversmiths, platers, metal and alloy makers and workers, leather goods manufacturers, workers, boot and shoe dealers, tailors, dressmakers, costumiers, furriers, glovers, hatters, drapers, milliners, clothiers, and general outfitters and storekeepers.



- (c) To carry on any other business of any description which maybe capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

WE, the se
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NAMES, AD

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DATE

WITNESS

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

NAMES, ADDRESSES AND DESCRIPTIONS of SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<i>Max Bradsky</i> <i>36 Chambers St E-2.</i> <i>Supervisor</i>	<i>one</i>
<i>Alan Lipman</i> <i>89, Leisbury Park Rd</i> <i>London N4</i> <i>Clerk.</i>	<i>One.</i>

DATED this 2nd day of June 1949.

WITNESS to the above signatures :-

T. C. Cohen
11 Ganton Rd
London E. 5
Accountant



4702834

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

Bastion Products Limited

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part 11 of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part 1 of the said Table "A" shall not apply to this Company videlicet :- 24, 53, 58, 60, 75, 79, 84(2), 84(4), 89, 90, 91, 92 and 93.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

SHARES.

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES.

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS.

8. 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 the Chairman or by any member present in person or by proxy. Unless a poll be 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 and an entry to that effect in the book containing the minutes of the proceedings 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. The demand for a poll may be withdrawn.

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SECRETARY.

9. The first Secretary of the Company shall be B. Matz.

DIRECTORS.

10. The number of Directors shall not be less than one or more than five and the name of the first Director shall be M. Brodsky.

11. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

12. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS.

13. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR.

14. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY.

15. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Max Bradsky

36 Chambers St E 2.

Supervisor

Alan Hipman

89, Finsbury Park Rd
London N.4

Clerk.

DATED this 21st day of June 1949.

WITNESS to the above signatures :-

J. E. O'Brien

1. G. O'Brien

London E. 5

Accountant

DUPLICATE FOR THE FILE.

No. 470283



Certificate of Incorporation

I Hereby Certify, That

BASTION PRODUCTS LIMITED

is this day Incorporated under the Companies Act, 1948
and that the Company is Limited.

Given under my hand at London this ~~Thirtieth~~ day of
~~June~~ One Thousand Nine Hundred and Forty-nine.

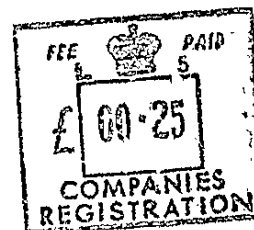
[Signature]
Registrar of Companies.

Certificate
received by }

Post

Date 30-6-1949

No. of Company: 470283 / 40



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

- of -

BASTION PRODUCTS LIMITED

REGISTERED

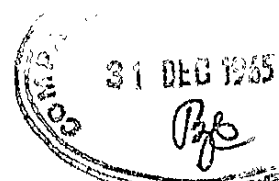
31 DEC 1965

Passed the 14th day of December 1965

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held on the 14th day of December 1965, the following Resolution was duly passed as a Special Resolution:-

That the Memorandum of Association of the Company be altered by adding at the end of Clause 3 (j) the following words: "and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person"

Chairman



We certify that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this return and have been satisfied at all times since the 10th day of June 1949

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

Memorandum of Association

— OF —

Bastion Products Limited

(As amended by Special Resolution passed the 14th day of December 1965)

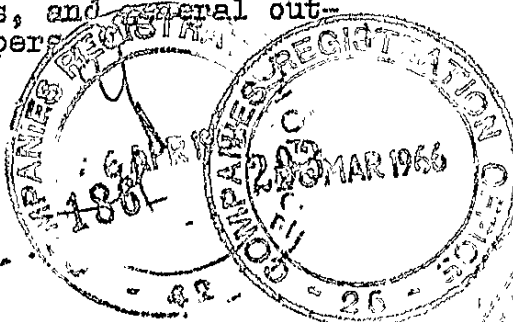
1. The name of the Company is "BASTION PRODUCTS LIMITED".

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, and dealers in, buttons, buckles, catches, pins, fasteners, ornaments, and tailors', dressmakers', furriers', milliners', hatters' and costumiers' requisites of all kinds and to carry on business as manufacturers of, and dealers in, bone, ivory, celluloid, fancy goods, and similar articles.

(b) To carry on business as goldsmiths, silversmiths, platers, metal and alloy makers and workers, leather goods manufacturers, workers, boot and shoe dealers, tailors, dressmakers, costumiers, furriers, gloves, hatters, drapers, milliners, clothiers, and general outfitters and storekeepers.



- ✓(c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them. ✓
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business. ✓
- ✓(e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired. ✓
- ✓(f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout. ✓
- ✓(g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company. ✓
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient. ✓

- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable. ✓

[Handwritten signature]
To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them, and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person. *[Handwritten signature]*

- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any Debentures at any time paid off. ✓

- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.

- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.

- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business. ✓

- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission. ✓

- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company. ✓
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons. ✓
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections. ✓
- (s) To distribute any property of the Company in specie among the members. ✓
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them. ✓

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause. ✓


4. The liability of the members is limited. ✓

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe. ✓

Certified that the insertion clause (j) is printed by letterpress process.


Director.

Certified to be a true copy of the Memorandum of Association as amended by Special Resolution passed 14th, December, 1955.



THE COMPANIES ACT 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL / RESOLUTIONS
of

BASTION PRODUCTS LIMITED /

Passed the 3rd day of November, 1972

At an Extraordinary General Meeting of the Members of the above-named Company at which all the Members of the Company were present and unanimously agreed to waive the statutory provisions as to notice held at Freshwater House, 158/162 Shaftesbury Avenue, London WC2H 8HR on 3rd day of November 1972, the following resolutions were proposed and passed as Special Resolutions:-

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INDISTINCT ORIGINAL

1. That the objects of the Company be amended so that they be appropriate to the Company's principal activity of property trading.

2. That the Memorandum of Association of the Company be altered accordingly by the deletion in their entirety of the words at present appearing in Clause 3 and of the sub-clauses attaching thereto and the substitution therefor of the following:

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

- A. To purchase, sell, hold, take on lease, or in exchange, or otherwise acquire and deal in any lands or buildings wherever situate, or rights or interests therein or connected therewith, and to manage, or let the same or any part thereof as a building estate and to construct and erect houses, flats, and buildings of any kind thereon; to lay roads and pleasure gardens and recreation grounds; to pull down, alter or improve buildings; to plant, drain or otherwise improve the land or any part thereof; to construct equip and carry on works for the manufacture of gas and electricity, and to lay mains and pipes, install services and carry on the business of the provision and supply of electricity and gas; to construct reservoirs and waterworks, to lay mains and pipes and supply water; to provide and fix electric, gas and water fittings, to install central heating, and to carry on business as builders and decorators, demolition and excavation contractors, joiners, plumbers, engineers, electricians, sanitary engineers, merchants and dealers in builders and decorators' requisites of all kinds, scrap metal merchants, plant hire contractors, ironmongers, haulage contractors, and land and estate agents and managers.
- B. To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- C. To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- D. To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- E. To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised, or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.
- F. To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which

may be calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

- G. To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- H. To issue, place, underwrite, or guarantee the subscription of or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- I. To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.
- J. To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person.
- K. To guarantee support or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person whether associated with the Company or not, and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.
- L. To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company

/Continued . . 3

INDISTINCT ORIGINAL

carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

- M. To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition of for any public, general or useful objects.
- N. To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- O. To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- P. To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- Q. To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.
- R. To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- S. To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- T. To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- U. To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

/Continued . . 4

INDISTINCT ORIGINAL

objects

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

It is hereby declared that in the construction of this clause each sub-clause shall be constructed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

B.S.E. Freshwater
CHAIRMAN

INDISTINCT ORIGINAL

470283

57
THE COMPANIES ACTS 1948 to 1967

Deposited Under the F.F.C. Act, 1972

COMPANY LIMITED BY SHARES

Memorandum

-AND-

Articles of Association

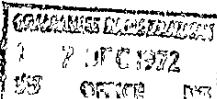
-OF-

BASTION PRODUCTS LIMITED

(As altered by Resolutions dated
14 Dec. 1965 & 3 Nov. 1972)

INCORPORATED the 30th day of June , 1949.

NO. 470283





CERTIFICATE OF INCORPORATION

No. 470283

I HEREBY CERTIFY that BASTION PRODUCTS LIMITED is
this day incorporated under the Companies Acts 1948 to 1967 and that
the Company is LIMITED.

GIVEN under my hand at London the 30th June 1949

J.D.TODD,
Registrar of Companies.

Company Number 470283

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BASTION PRODUCTS LIMITED

PASSED the 14th day of December 1965.

AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held on the 14th day of December 1965, the following Resolution was duly passed as a Special Resolution:-

THAT the Memorandum of Association of the Company be altered by adding at the end of Clause 3 (j) the following words:

"and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person."

O. M. FRESHWATER,

Chairman.

We certify that, to the best of our knowledge and belief, the conditions mentioned in sub-section (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this return and have been satisfied at all times since the 30th day of June 1949.

Signed

Director.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BASTION PRODUCTS LIMITED

1. The name of the Company is "BASTION PRODUCTS 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 purchase, sell, hold, take on lease, or in exchange, or otherwise acquire and deal in any lands or buildings where-ever situate, or rights or interests therein or connected therewith, and to manage, or let the same or any part thereof as a building estate and to construct and erect houses, flats, and buildings of any kind thereon; to lay roads and pleasure gardens and recreation grounds; to pull down, alter or improve buildings; to plant, drain or otherwise improve the land or any part thereof; to construct equip and carry on works for the manufacture of gas and electricity, and to lay mains and pipes, install services and carry on the business of the provision and supply of electricity and gas; to construct reservoirs and waterworks, to lay mains and pipes, and supply water; to provide and fix electric, gas and water fittings, to install central heating, and to carry on business as builders and decorators, demolition and excavation contractors, joiners, plumbers, engineers, electricians, sanitary engineers, merchants and dealers in builders and decorators' requisites of all kinds, scrap metal merchants, plant hire contractors, ironmongers, haulage contractors and land and estate agents and managers.

B. To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

C. To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

D. To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

E. To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not), and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking

property and assets of the Company, both present and future, including its uncalled capital.

F. To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

G. To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

H. To issue, place, underwrite, or guarantee the subscription of or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

I. To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

J. To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person.

K. To guarantee support or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person whether associated with the Company or not, and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets

present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the Company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

L. To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

M. To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition of for any public, general or useful objects.

N. To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

O. To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

P. To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

Q. To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

R. To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

S. To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

T. To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed

of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

U. To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

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

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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.
MAX BRODSKY, 36, Chambord Street, E. 2. Supervisor.	ONE
ALAN LIPMAN, 89, Finsbury Park Road, London, N. 4. Clerk.	ONE

DATED this 21st day of June 1949.

WITNESS to the above Signatures:-

A. COHEN,
1, Goulton Road,
London, E. 5.

Accountant.

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BASTION PRODUCTS LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.
2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet:- 24, 53, 58, 60, 75, 79, 84(2), 84(4), 89, 90, 91, 92 and 93.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act.

SHARES

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN

5. The lien conferred by Clause 11 of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS

8. 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 the Chairman or by any member present in person or by proxy. Unless a poll be 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 and an entry to that effect in the book containing the minutes of the proceedings 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. The demand for a poll may be withdrawn.

SECRETARY

9. The first Secretary of the Company shall be B. Matz.

DIRECTORS

10. The number of Directors shall not be less than one or more than five and the name of the first Director shall be M. Brodsky.

11. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

12. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

13. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTOR

14. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY

15. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of 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.

Names, Addresses and Descriptions of Subscribers.

MAX BRODSKY,
36, Chambord Street,
E. 2.

Supervisor.

ALAN LIPMAN,
89, Finsbury Park Road,
London, N. 4.

Clerk.

DATED this 21st day of June 1949.

WITNESS to the above Signatures .

A. COHEN,
1, Goulton Road,
London, E. 5.

Accountant.