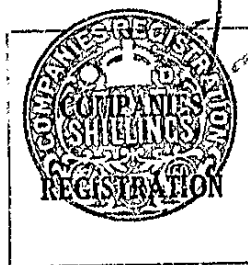


489370/11.

No. of Company

Form No. 41.

THE COMPANIES ACT, 1948.



A 5/-
Companies
Registration
Fee Stamp
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) of the Companies Act 1948.

Name
of
Company

M BARDISCH.

Limited.

Presented by

LAWRENCE NUDDS & CO

111 FINSBURY PAVEMENT

LONDON, E.C.2.

I, HARRY BARDIGER
of 18. EDGEWORTH CRESCENT
HENDON N.W. 4.

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

of (6)
M. BARDIGER & Co. 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 232/8 Bishopsgate
in the City of London

the 6th day of December
one thousand nine hundred and forty
before me.

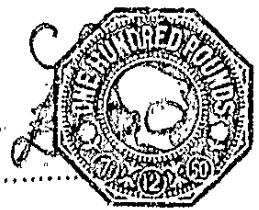
R. S. Roney
(b) A Commissioner for Oaths.

- (a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law Agent")
"engaged in the formation," or "A person named in the Articles of Association
"as a Director or Secretary."
(b) or Notary Public or Justice of the Peace.

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

No. of Certificate... 489370/2

Form No. 25



M. BARDIGER

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 for registration by

LAWRENCE, NUDDS & CO.

111, FINSBURY PAVEMENT, E.C. 2

The NOMINAL CAPITAL of.....

M. BARDIGER

Limited,

is £ *20,000*....., divided into *20,000*..... shares of £1.....

each.

Signature.....

Description.....

Director

Date.....

6th DECEMBER 1930

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



489370/3.

The Companies Act 1948.

Company Limited by Shares

13 DEC 1950

Memorandum of Association

OF

M. BARDIGER LIMITED.

1. The name of the Company is:— "M. Bardiger Limited."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (A) To carry on the business or businesses of manufacturing, wholesale and retail furriers, fur and skin merchants, commission agents, brokers and dealers, and in particular to buy, sell, import, export, dress, dye, prepare for market, make up, adapt, improve, clean, renovate, mend and deal in furs and skins of all kinds and all kinds of articles and things in the manufacture whereof furs and skins are used, and in particular coats, cloaks, capes, vests, wrappers, muffs, rugs, carpets, boots and shoes, and all articles of personal or household use or ornament.
 - (B) To carry on all or any of the businesses of skin and and leather merchants, dressers and improvers, grease extractors, bleachers, dyers, cleaners, manufacturing chemists, and to establish stations, stores and agencies for the purpose of acquiring furs and skins, and other materials, and for the supply of goods and merchandise of all kinds, whether in exchange for furs or skins, or otherwise, and to equip and employ expeditions, whether by land or sea for the purpose of obtaining furs and skins, and of opening up, prospecting and seeking for new sources for the supply of furs and skins.



11/12

184

h

13 DEC 1950
Bardiger Ltd
184

- (C) To carry on any other trade or business whatsoever which can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid or in lieu thereof or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (D) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire, and/or deal with any freehold, leasehold or other property, chattels and effects, whether real or personal or immovable or movable, or any interest therein.
- (E) To 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, whether or not on the Company's property.
- (F) 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 the Company is authorised to carry on or possessed of property suitable to the purposes of the Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of the 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
- (G) To apply for, purchase or otherwise acquire any patents, licenses, concessions, secret processes or inventions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.

- (H) 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 interest in, any other Company.
- (I) To invest and deal with the moneys of the Company in or upon such securities and subject to such conditions as may seem expedient, or otherwise to invest or deal with money in any manner which the Company shall think fit.
- (J) To lend money to such persons, upon such terms and/or security and subject to such conditions as may seem desirable.
- (K) 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, carrying on a business having objects similar or complimentary to those of the Company or any of them.
- (L) 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.
- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.

4.

- (N) To purchase, subscribe for, or otherwise acquire, and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (O) To remunerate any person, firm or company for services rendered or to be rendered in issuing, 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 and to pay all or any of the expenses of such formation, issue, placing or assisting to place such shares, debentures, debenture stock or securities and to admit any person, firm or company to participate in the profits of the Company.
- (P) To pay for any property, rights or interests acquired by the Company either in cash (whether by instalments or otherwise) or in fully or partly paid up shares, or in securities of the Company, or partly in one way and partly in another, and to accept payment for any property, rights or interests sold or otherwise disposed of by the Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and, whether payment is being made or accepted on such terms generally as the Company shall think fit.
- (Q) To pay out of the funds of the Company all or any of the 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,

5.

(R) 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 the Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of the Company.

(S) 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 or the dependents or connections of such persons and to grant pensions or allowances to any such persons, and to assist any charitable or benevolent object.

(T) To distribute any property of the Company in specie among the members in accordance with their rights.

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

(V) To do all such other things as are in the opinion of the Company 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 and distinct from 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 £20,000 divided into 20,000 Shares of £1 each.

6.

The Company has power from time to time to increase or reduce its capital and to consolidate or subdivide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of dividend, voting or other matters and/or conditions as to capital, or any other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights or privileges whether qualified or not attached to issued shares shall not be affected or interfered with except in manner provided in Clause 4 of Part I of Table A in the first Schedule to the Companies Act, 1948.

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.
<p><i>Harry Bondage</i> <i>18. Edgewood Crescent</i> <i>Hendon. N.W. 4</i> <i>Manufacturing Furriers</i></p> <p><i>Louis Bardige</i> <i>27 Tellingbourne Sts.</i> <i>Fenchley N. 3</i> <i>Manufacturing Furriers</i></p>	<p><i>ONE.</i></p> <p><i>ONE.</i></p>

Dated the *6th* day of *December* 19*52*

Witness to the above Signatures:—

S. Lawrence
111 Finsbury Pavement
London, E.C. 2.

Accountant.

489370/4.



8.



The Companies Act 1948.

Company Limited by Shares

Articles of Association

13 DEC 1950

OF

M. BARDIGER LIMITED.

PRELIMINARY.

1. The regulations contained in Table A Parts I and II, but excluding regulations numbers 24 and 53 of Part I in the first Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company except in so far as expressly excluded or expressly or by implication varied by these Articles, so far as such exclusion or variation is consistent with statutory requirements.

2. Clauses 24, 53, 60, 75, 79, 88, 98, 99, 104 and 106 of Part I of Table A shall not apply to the Company, Clause 11 of Table A Part I shall be varied by omitting therefrom the words "other than fully paid shares," but the Articles hereinafter contained, and the remaining clauses of Table A, Part I, which are incorporated in Table A, Part II, together with clauses 2 to 6 inclusive of Table A, Part II, shall constitute the regulations of the Company.

3. The Company is a private company within the meaning of Section 28 of the Companies Act 1948.

SHARES.

4. The shares shall be at the disposal of the Directors who may allot and issue them in all respects as they may think fit, but subject always to the provisions of Clause 2 of Part II of Table A and so that no shares may be issued at a discount except as provided by Section 57 of the Companies Act 1948. Subject to Clause 6 of Part I of Table A, 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, but the commission may not exceed ten per cent. of the price at which the shares are issued. Commission may be paid in cash or in fully or partly paid up shares in the Company or by both of these methods.

5. Subject to Clause 7 of Part I of Table A the Company shall except as by these Articles otherwise provided, be entitled to treat the registered holder of any share as the absolute owner thereof, and shall be under no obligation to recognise any interest equity or trust in or affecting any share other than the absolute right thereto of the registered holder.

DIRECTORS.

6. Until the Company in General Meeting shall otherwise determine the number of the Directors shall not be more than five nor less than two. The following shall be the first Directors of the Company namely:— Harry Bardiger and Louis Bardiger.

7. The office of a Director shall be vacated:—

- (a) If he ceases to hold or fails within two months after his appointment to obtain the requisite share qualification (if any); or
- (b) If he becomes bankrupt, or compounds with his creditors; or
- (c) If he becomes prohibited from being a Director by reason of any order made under either of Sections 188 and 332 of the Companies Act 1948; or

- (d) If he is found lunatic, or becomes of unsound mind ;
or
- (e) If he absents himself from the meetings of the Directors for a continuous period of six months without special leave of absence from the Board of Directors and they pass a resolution that he has by reason of his absence vacated office ; or
- (f) If he resigns his office by notice in writing to the Company, the same being duly minuted at the next meeting of the Board of Directors and shall take effect from that time.

8. The Directors may from time to time borrow or raise for the purposes of the Company (otherwise than by the issue of share capital) such sum or sums as they in their discretion deem desirable and advantageous to the Company and may secure the repayment of such sum or sums in such manner and on such terms as they think fit.

9. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution of the Board of Directors duly passed at a duly constituted meeting of the Board.

CASTING VOTES.

10. In lieu of Clauses 60 and 98 of Part I of Table A it shall be provided that in the case of an equality of votes at any meeting of Directors, Shareholders or of any committee the Chairman thereof shall not have a second or casting vote. In lieu of Clause 104 of Part I of Table A it shall be provided that a committee may meet and adjourn as it thinks proper, that questions arising at any such meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall not have a second or casting vote.

SECRETARY.

11. Subject to the provisions of Clauses 110 and 111 of Part I of Table A, the Company shall appoint as Secretary such person as shall be determined by the Directors. In the event of the office of Secretary being at any time vacant or if the Secretary shall be at any time or for any reason incapable of acting as such, the duties of the Secretary shall be performed by such person as shall be designated by the Directors as Assistant or Deputy Secretary or by any officer of the Company authorised generally or specially in that behalf by the Directors.

Names, Addresses and Descriptions of Subscribers.

Harry Bardige
 18-Edgeworth Crescent
 London. N.W. 4
 Manufacturing Juries.

Louis Bardige
 24 Tellingbourne Gds.
 Finchley N. 3
 Manufacturing Juries.

Dated the 6th day of December 1952.

Witness to the above Signatures:—

G. J. Lawrence
 111 Finsbury Pavement
 London, E.C. 2.

Accountant

DUPLICATE FOR THE FILE.

No. 489370



Certificate of Incorporation

I Hereby Certify, That

~~M. BARDIGER LIMITED~~

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

Given under my hand at London thisThirteenth..... day of
.....December.....One Thousand Nine Hundred and Fifty.

[Signature]
Registrar of Companies.

Certificate
received by }

[Signature]
Date 13th Dec 1950

X110/67.

No. of Company: 489370

18
THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

- of -

M. BARDIGER LIMITED

Passed the 2nd day of April, 1959

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 18 Edgeworth Crescent, Hendon, London, N.W.4. on Thursday the 2nd day of April 1959 the following ORDINARY RESOLUTIONS were duly passed :

RESOLUTIONS

1. THAT the existing Shares of the Company be called Ordinary Shares.

2. THAT the capital of the Company be increased to £100,000 by the creation of 80,000 new Shares of £1 each such Shares to be called Preference Shares to which shall be attached the special rights and privileges following, that is to say :-

(a) The holders of such Preference Shares shall be entitled to receive out of the profits of the Company resolved to be distributed a fixed cumulative preferential dividend at the rate of 6 per cent per annum on the capital for the time being paid up on such Shares respectively.

(b) Whenever the profits of the Company in respect of any period shall be more than sufficient to pay a fixed preferential dividend in respect of such period, the holders of the Preference Shares shall be entitled to participate in the surplus pari passu with the holders of the Ordinary Shares.

(c) In a Winding Up the holders of such Preference Shares shall rank pari passu with the holders of the Ordinary Shares in regard to repayment of capital and division of surplus assets.

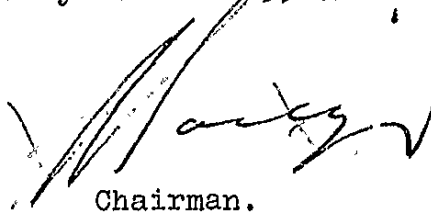
REGISTERED
14 APR 1959

9/11/59

14 APR 1959

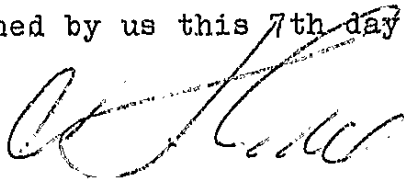
- (d) The Preference Shares shall not confer any right of voting at any General Meeting of the Company.
- (e) The Company is to be at liberty from time to time to create and issue further Preference Shares ranking in all respects pari passu with the said Preference Shares.

All members of the Company were either present at the above Meeting or consented to the Meeting being held at shorter notice than that prescribed by Section 133 of the Companies Act, 1948.



Chairman.

IT IS HEREBY CERTIFIED That This Resolution was type-
lithographed by us this 7th day of April 1959.

A handwritten signature in dark ink, appearing to be 'A. H. H.', is written over the printed text of the certification.

For and on behalf of HYKEL & HARBER, 11, Bishop's Court,
Chancery Lane, London, W.C.2.

Number of
Company } 489370

Form No. 10.

THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

M. BARDIGER

LIMITED

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

Presented by

E. B. V. CHRISTIAN & CO.

141 Moorgate, E.C.2.

REGISTERED
14 APR 1959

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

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

TO THE REGISTRAR OF COMPANIES.

M. BARDIGER

Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by an* Ordinary
Resolution of the Company dated the 2nd day of April 1959
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £80,000 beyond the Registered Capital
of £20,000.

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
80,000	Preference	£1
	Not redeemable	

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

(See annexure to Form No.10)

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

Signature

State whether Director)
or Secretary)

Director

Dated the ...

1st

day of

April

1959

ANNEXURE TO FORM NO.10.

THE COMPANIES ACT, 1948

M. BARDIGER LIMITED

- (a) The holders of such Preference Shares shall be entitled to receive out of the profits of the Company resolved to be distributed a fixed cumulative preferential dividend at the rate of 6 per cent per annum on the capital for the time being paid up on such Shares respectively
- (b) Whenever the profits of the Company in respect of any period shall be more than sufficient to pay a fixed preferential dividend in respect of such period, the holders of the Preference Shares shall be entitled to participate in the surplus pari passu with the holders of the Ordinary Shares.
- (c) In a Winding Up the holders of such Preference Shares shall rank pari passu with the holders of the Ordinary Shares in regard to repayment of capital and division of surplus assets
- (d) The Preference Shares shall not confer any right of voting at any General Meeting of the Company
- (e) The Company is to be at liberty from time to time to create and issue further Preference Shares ranking in all respects pari passu with the said Preference Shares.

Signature _____

Description _____

Director

Dated the
of

14th
April

day
1959

Number of 489370
Company 99

Form No. 26a

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

M. BARDIGER

LIMITED

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

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

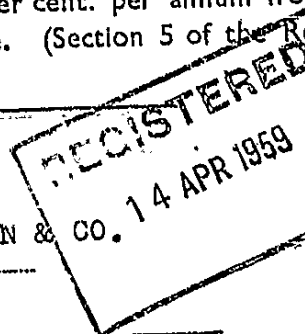
This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the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

Presented by

E. B. V. CHRISTIAN & CO.

141 Moorgate,

E.C.2.



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

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

M. BARDIGER LIMITED

Limited

has by a Resolution of the Company dated

2nd April 1959 been increased by

the addition thereto of the sum of £ 80,000,

divided into :—

80,000 Shares of £1 each

~~Shares of ----- each~~

beyond the registered Capital of 20,000

Signature

(State whether Director or Secretary) Director

Dated the

14th

day of

April

1959

The Companies Act, 1948.



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

M. BARDIGER LIMITED

Passed the 8th day of December, 1959.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held at 18 Edgeworth Crescent, Hendon, N.W.4. on the 8th day of December, 1959, the following SPECIAL RESOLUTION was duly passed :-

THAT the Articles of Association of the Company be altered as follows :

PRELIMINARY

1. Article 2 to be amended by providing that Clauses 84 and 128 of Part I of Table A shall not apply to the Company.

TRANSMISSION of SHARES

A new sub-paragraph with this heading to be inserted after Article 5. The said new sub-paragraph to comprise two Articles to be numbered 6 and 7 and to provide as follows :

6. 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 member or 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 the person to whom such member or deceased member would have been entitled to transfer the same. 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

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

Existing Article 6 to be re-numbered Article 8.

POWERS and DUTIES of DIRECTORS

A new sub-paragraph with this heading to be inserted after the re-numbered Article 8. The said new sub-paragraph to comprise 4 Articles to be numbered 9, 10, 11 and 12 and to provide as follows:

9. 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.

10. 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.

11. 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 to act as Auditor of the Company

12. 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 183 of the Act, or
- (d) Becomes of unsound mind, or

- (c) Resigns his office by notice in writing to the Company

Existing Article 7 to be deleted.

Existing Articles 8, 9, 10 and 11 to be re-numbered 13, 14, 15 and 16.

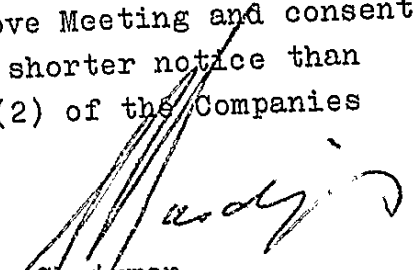
CAPITALISATION of PROFITS

A new sub-paragraph with this heading to be inserted after the re-numbered Article 16. The said new sub-paragraph to comprise two Articles to be numbered 17 and 18 and to provide as follows :

17. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment of any fixed dividend in respect of any Preference Shares of the Company) and accordingly that such sum be set free for distribution among the ordinary shareholders who would have been entitled thereto if distributed by way of dividend in respect of the Ordinary Shares of the Company and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any ordinary shares held by such ordinary shareholders respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such ordinary shareholders in the proportion aforesaid or partly in one way and partly in the other and the Directors shall give effect to such resolution provided that a share premium account and a capital redemption reserve fund may, for the purpose of this regulation, only be applied in the paying up of unissued shares to be issued to ordinary shareholders of the Company as fully paid bonus shares.

18. Any reference in Clause 129 of Table A to Clause 128 of Table A shall be construed as referring to Article 17 of these Articles.

All members of the Company having the right to attend and vote were present at the above Meeting and consented to the Meeting being held at shorter notice than that prescribed by Section 141 (2) of the Companies Act, 1948.


Chairman.

IT IS HEREBY CERTIFIED That This Special Resolution was typ-
lithographed by us this 16th day of December 1959.

W. H. H. H.

For and on behalf of HYKEL & HARBER, 11, Bishop's Court,
Chancery Lane, London, W.C.2.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

- o f -

M. BARDIGER LIMITED

Passed the 23rd day of January 1961

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held at 18, Edgworth Crescent, Hendon, N.W.4. on the 23rd day of January 1961, the following SPECIAL RESOLUTION was duly passed :-

THAT the Articles of Association of the Company be altered by deleting Article 17 and substituting therefor the following Article :-

REGISTERED
3 FEB 1961

The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment of any fixed dividend in respect of any Preference Shares of the Company) and accordingly that such sum be set free for distribution among the shareholders who would have been entitled thereto if distributed by way of dividend in respect of the Shares of the Company and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such shareholders respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such shareholders in the proportion aforesaid or partly in one way and partly in the other and the Directors shall give effect to such resolution provided that a share premium account and a capital redemption reserve fund may, for the purpose of this regulation, only be applied in the paying up of unissued shares to be issued to shareholders of the Company as fully paid bonus shares.

All members of the Company having the right to attend and vote were present at the above Meeting and consented to the Meeting being held at shorter notice than that prescribed by Section 141 (2) of the Companies Act 1948.

Chairman

IT IS HEREBY CERTIFIED That This/
~~These MEMORANDUM AND ARTICLES~~
~~OF ASSOCIATION/STUDIAL/ORDINARY~~
RESOLUTION/.....

.....
were type-lithographed by us this 30th
day of *January*..... 1961.
For and on behalf of MYKEL & HARBER,
11, BISHOPS COURT, CHANCERY LANE, LONDON, W.C.2

[Signature]

No. 489370

411
THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

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

of

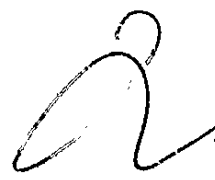

M. BARDIGER LIMITED

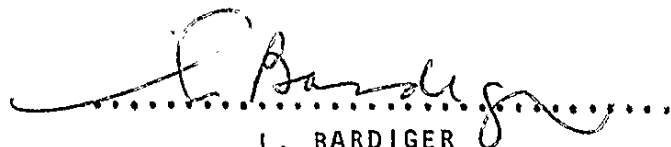
PASSED ON 16th DECEMBER, 1974.

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Bardiger House, Folgate Street, London, E.1. on the 16th day of December, 1974. the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

THAT the Articles of Association of the Company shall no longer apply and that in lieu thereof the Articles of Association already prepared, a copy whereof has been initialled by Mr.H.Bardiger for the purposes of identification, be adopted by the Company and that the Secretary be directed forthwith to register the same with the Registrar of Companies.



L. BARDIGER

Director.



11A

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

STILL PRIVATE

Articles of Association

OF

M.BARDIGER LIMITED. ✓

PRELIMINARY

1. The Regulations set out in Table A (Part 11) 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 1 of Table A shall apply to the construction of these Articles.

2. Regulations 2, 3, 40 to 43 (inclusive) 60, 62, 66, 75, 79, 84, 88, 98, 104, 107, 108, and 134 of Part 1 of Table A and Regulation 3 of Part 11 of Table A shall not apply to the Company.

CAPITAL

3. 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 11 of Table A.

4. 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

5. If any such separate general meeting as is referred to in Regulation 4 of Part 1 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

6. 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 member or 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 such member or deceased member would have been entitled to transfer the same. 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.

7. The proviso to Regulation 32 of Part 1 of Table A shall not apply to the Company.

VOTES OF MEMBERS

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 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. In lieu of Clauses 60 and 98 of Part 1 of Table A it shall be provided that in the case of an equality of votes at any meeting of Directors, Shareholders or of any committee the Chairman thereof shall not have a second or casting vote. In lieu of Clause 104 of Part 1 of Table A it shall be provided that a committee may meet and adjourn as it thinks proper, that questions arising at any such meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than one nor more than six.

POWERS AND DUTIES OF DIRECTORS

10. 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.

11. 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.

12. 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 to act as Auditor of the Company.

13. It shall not be necessary for the Directors to sign a book recording their attendances at meetings of Directors and Regulation 86 of Table A, Part 1 shall be amended accordingly.

DISQUALIFICATION OF DIRECTORS

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, or
- (e) Resigns his offices by notice in writing to the Company.

15. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

BORROWING POWERS

16. 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.

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 and partly in another) as the Directors may determine.

19. 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.

LAWRENCE, NUDDS & CO.
CHARTERED ACCOUNTANTS

J. D. LAWRENCE, F.C.A.
T. R. NUDDS, B.A., F.C.A.

489370/5
19-21 WILSON STREET,
LONDON, EC2M 2TA
TELEPHONE: 01-628 7487

OUR REF. TRN/EL

YOUR REF.

DATE 8th November 1983

The Directors,
Frederick Smith & Co. (Spitalfields) Limited,
Bardiger House,
Folgate Street,
London E1.

Dear Sirs,

We hereby tender our resignation as auditors, and confirm that there are no circumstances in connection with our resignation which we consider should be brought to the notice of the members or creditors of the Company.

Yours faithfully, (



LAWRENCE, NUDDS & CO.





489370.

H.W. FISHER & COMPANY

CHARTERED ACCOUNTANTS

ACRE HOUSE · 69/76 LONG ACRE · LONDON WC2E 9JW · TELEPHONE: 01-379 3461 · TELEX: 895 3749 · FAX: 01-831 1290

Our Ref: AKL/FAGK/B.500

7th March, 1989.

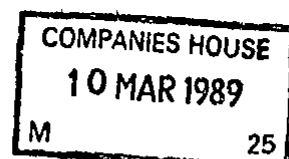
M. Bardiger Limited
and its Directors,
Bardiger House,
Folgate Street,
London.
E1

Dear Sirs,

We hereby give notice of our resignation as Auditors of your company, effective forthwith, and in so doing confirm there are no circumstances connected with our resignation which we consider should be brought to the attention of the Members or Creditors of the company.

Yours faithfully,

H. W. FISHER & CO.



A MEMBER OF THE AFFILIATED CONFERENCE OF PRACTISING ACCOUNTANTS INTERNATIONAL

MARTIN KUDLICK · LEGGIE C. KUELSEIMER · PAUL A. BEER · ANTHONY J. BERNSTEIN · JULIAN S. CHALLIS · MICHAEL B. DAVIS · PAUL A. C. BEBER · DAVID W. BREGER · ALAN K. LESTER · MARTIN A. TAYLOR · DAVID G. BELWYN · STUART BURNS · SAILESH P. MEHTA · MICHAEL S. JOSEPHS (CONSULTANT)

AUTHORISED BY THE INSTITUTE OF CHARTERED ACCOUNTANTS IN ENGLAND AND WALES TO CARRY ON INVESTMENT BUSINESS



H.W. FISHER & COMPANY

CHARTERED ACCOUNTANTS

ACRE HOUSE 69/76 LONG ACRE LONDON WC2E 9JW TELEPHONE: 01-379 3461 TELEX: 895 3749 FAX: 01-831 1290

Our Ref: AKL/FAGK/B.500

7th March, 1989.

M. Bardiger Limited
and its Directors,
Bardiger House,
Folgate Street,
London.
E1



Diss

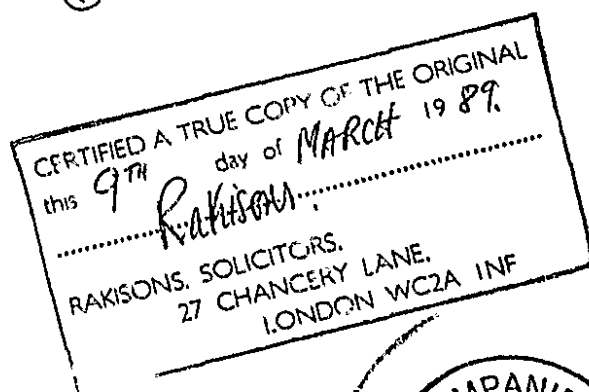
00689370

Dear Sirs,

We hereby give notice of our resignation as Auditors of your company, effective forthwith, and in so doing confirm there are no circumstances connected with our resignation which we consider should be brought to the attention of the Members or Creditors of the company.

Yours faithfully,

H W Fisher & Co



A MEMBER OF THE AFFILIATED CONFERENCE OF PRACTISING ACCOUNTANTS INTERNATIONAL

MARTIN KUDLICK LESLIE C KUELSHEIMER PAUL A DEER ANTHONY J BERNSTEIN JULIAN S CHALLIS MICHAEL B DAVIS PAUL A C BEBER DAVID W BREGER
ALAN K LESTER MARTIN A TAYLOR DAVID S BELWYN STUART BURNS GAILERH P MEHTA MICHAEL B JOSEPHS (CONSULTANTS)

AUTHORISED BY THE INSTITUTE OF CHARTERED ACCOUNTANTS IN ENGLAND AND WALES TO CARRY ON INVESTMENT BUSINESS

G

COMPANIES FORM No. 155(6)a

Declaration in relation to
assistance for the acquisition
of shares.

155(6)a

Please do not
write in this
margin

Pursuant to section 155(6) 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

[] [] [] []

489370

Name of company

* M. BARDIGER LIMITED.

Note
Please read the notes
on page 3 before
completing this form

*Insert full name
of company

PHILIP ROBERT BARDIGER OF 1 ALBERT TERRACE,
REGENTS PARK, LONDON, NW1 7SU, and
JOHN DAVID BARDIGER OF 70 FROGNAL, LONDON NW1

†Insert name(s) and
address(es) of all
the directors

§Delete as
appropriate

EST

~~the sole director~~ all the directors of the above company do solemnly and sincerely declare that:

The business of the company is:

§Delete whichever
is inappropriate

EST

~~(a) that of a (recognised bank) (licensed institution) within the meaning of the Banking Act 1979†~~

EST

~~(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom†~~

(c) something other than the above†

The company is proposing to give financial assistance in connection with the acquisition of shares in the

EST

~~(company) (company's holding company)~~

EST

The assistance is for the purpose of ~~(that acquisition)~~ reducing or discharging a liability incurred for the

EST

purpose of that acquisition†

The number and class of the shares acquired or to be acquired is: 10,000 ORDINARY AND 40,000 PREFERENCE SHARES, OF £1.00 EACH.

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

RAKISONS.
27 CHANCERY WAVE
LONDON.
WC2A 1NF.
REF JRB.

For official use
General Section

Post room



The assistance is to be given to: (note 2) VISACROFT LIMITED, REGISTERED NUMBER:
2195669, REGISTERED OFFICE: CENTRAL HOUSE, UPPER WOBURN
PLACE, LONDON WC1H 0QA.

Please do not
write in
this margin

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

The assistance will take the form of:

THE ADVANCE OF MONEY TO VISACROFT LIMITED, TO REPAY A
LOAN OBTAINED BY THAT COMPANY FROM BARCLAYS BANK PLC,
TO ENABLE VISACROFT LIMITED TO ACQUIRE SHARES IN
M. BARDIGER LIMITED,

ET The person who ~~has acquired~~ will acquire the shares is:
VISACROFT LIMITED, AFORESAID.

*Delete as
appropriate

The principal terms on which the assistance will be given are:

IN ACCORDANCE WITH AN AGREEMENT OF EVEN DATE MARKED "A"

The amount of cash to be transferred to the person assisted is £ 4,601,006.98
~~25,784.77~~
~~01,006.98~~

The value of any asset to be transferred to the person assisted is £ _____

The date on which the assistance is to be given is 7TH MARCH 1989.

Please do not
write in
this margin

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

Delete either (a) or
(b) as appropriate

~~ST~~ We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

~~ST~~ (a) We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date. (note 3)

~~ST~~ (b) ~~It is intended to commence the winding up of the company within 12 months of that date, and we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.~~ (note 3)

~~ST~~ And we 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 27 December 1985
U.K.

the 27 day of December

One thousand nine hundred and eighty five

before me Robert M. J. Tait

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

[Handwritten signatures]

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.



COMPANIES FORM No. 169

Return by a company purchasing
its own shares

169

Pursuant to section 169 of the Companies Act 1985

Please do not
write in
this margin81
SD £75

To the Registrar of Companies

For official use Company number

[] [] [] []

489370

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

Name of company

* insert full name
of company

* M. BARDGER LIMITED.

Note

This return must be
delivered to the
Registrar within a
period of 28 days
beginning with the
first date on which
shares to which it
relates were
delivered to the
companyShares were purchased by the company under section 162 of the above Act as
follows:


Class of shares	ORDINARY.	PREFERENCE	
Number of shares purchased	3,333	12262	
Nominal value of each share	£1.00	£1.00.	
Date(s) on which the shares were delivered to the company	7/3/89	7/3/89.	
Maximum prices paid \$ for each share	—	—	
Minimum prices paid \$ for each share	—	—	

§ A private company
is not required to
give this
informationThe aggregate amount paid by the company for the shares
to which this return relates was:

£1,500,000

Stamp duty payable pursuant to section 66 of the Finance Act
1986 on the aggregate amount at 50p per £100 or part of £100

£7,500

§ Insert Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver (Scotland)
as appropriateSigned  Designation: DIRECTOR Date 7/3/89.Presenter's name address and
reference (if any):RAKISONS.
27 CHANCERY LANE
LONDON.
NC2 AINE
REF JRB.For official Use
General Section

Post room



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

1987 Edition 4 87 F7000

The Companies Act 1985
(as amended by the Companies Act 1989)

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

of

M. BARDIGER LIMITED

In accordance with Section 379A Companies Act 1985 (as amended by Section 116 Companies Act 1989) the following Elective Resolutions were duly passed at an Extraordinary General Meeting of the Company which had been duly convened and held on 15 FEB 1991

ELECTIVE RESOLUTIONS

1. In accordance with Section 252 of the Companies Act 1985 (as amended by the Companies Act 1989) the Company dispenses with the laying of Accounts and Reports for General Meetings as from the date hereof.
2. In accordance with Section 366A of the Companies Act 1985 (as amended by the Companies Act 1989) the Company dispenses with the holding of Annual General Meetings as from the date hereof.
3. In accordance with Section 386 of the Companies Act 1985 (as amended by the Companies Act 1989) the Company dispenses with the appointment of Auditors annually from the date hereof.

.....
J.D. Bardiger - CHAIRMAN

