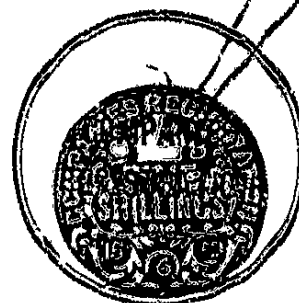


Number of  
Company

521009

Form No. 41.

# THE COMPANIES ACT 1948.



A 5s.  
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).

REGISTERED

25 JUN 1953

Insert the  
Name of the  
Company.

STEREO MANUFACTURING

COMPANY (TEXTILES)

LIMITED.

by

The Solicitors' Law Stationery Society, Limited  
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, G.2

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

J. GERALD MOSEY, MANUFACTURER  
of 39, BLAND ROAD, KESTWICK

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

Do solemnly and sincerely declare that I am (1) A PERSON  
NAMED IN THE ARTICLES OF ASSOCIATION  
AS A DIRECTOR ~~OR SECRETARY~~  
of JEROLD MANUFACTURING  
COMPANY (TEXTILES) 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.

*G. Mosey.*

Declared at Manchester in  
the County of Lancaster  
the eight day of June  
one thousand nine hundred and fifty  
three

Before me,

*Harold Buckley.*

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

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

Number of  
Company

521009

2

Form No. 25.

# THE STAMP ACT 1891.

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

COMPANY LIMITED BY SHARES.

## Statement of the Nominal Capital

OF

TERROLD MANUFACTURING

COMPANY (TEXTILES)

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 41 of the Finance Act 1899, Section 39 of the Finance Act 1908, and Section 41 of the Finance Act 1938.

REGISTERED  
25 JUN 1953

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

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

Presented by

THE SOLICITORS' LAW  
STATIONERY SOCIETY,  
LIMITED  
AGENCY DEPT.  
SALISBURY SQUARE HOUSE,  
SALISBURY SQUARE,  
FLEET STREET, E.C.4.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

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

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

10 JUL 1953  
P.T.O.

# THE NOMINAL CAPITAL

OF

TERROLD MANUFACTURING  
COMPANY (TEXTILES) Limited,

is £ 500, divided into:

500 Shares of £1 each

       Shares of        each

\*Signature. A. K. K. K.

Description. A. K. K. K.

Dated the 8<sup>th</sup> day of June 1953

---

*\*This Statement should be signed by an Officer of the Company, or  
by the Solicitor(s) engaged in the formation.*

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

521909



The Companies Act 1948.



COMPANY LIMITED BY SHARES.

# Memorandum of Association

— OF —

## Jerrold Manufacturing Company (Textiles) LIMITED

1. The name of the Company is "JERROLD MANUFACTURING COMPANY (TEXTILES) 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 all or any of the businesses of manufacturers, importers, exporters and wholesale and retail dealers of and in clothing, curtains, window blinds, tapestries, and furnishing fabrics of all kinds. household linens, blankets, domestic furniture, mattresses, pillows, bolsters, nursery furniture, office furniture and appliances, ironmongery, turnery, hardware, kitchen and garden furniture, handbags, travelling goods, trunks, suitcases, domestic cutlery, china, glass, earthenware, pottery, clocks, watches, jewellery, silver and plated goods, toys, games and sports goods and articles required for ornament, recreation or amusement, drugs, medicines, medical and surgical appliances, toilet goods, toilet preparations and perfumery, books, stationery, pictures and picture frames, clothing, hosiery, footwear, silk, works of art and the like, wireless goods, radio receivers and transmitters, television sets, sound reproducing machines, gramophones, radiograms, picture producing, reproducing and transmitting apparatus, coils, transformers, condensers, wireless and electrical accessories and equipment generally: photographic goods and accessories including cameras and projection apparatus: musical instruments and apparatus, motor cars, motor cycles, cycle cars, motors, scooters, bicycles, cycles, launches,

THE SOLICITORS' LAW  
STATIONERY SOCIETY.  
LIMITED

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

12 JUN 1953

boats, flying machines, invalid carriages, perambulators, and baby carriages, and other conveyances of all descriptions; haberdashery, fancy drapery, art, needlework, knitting yarns; and to buy, sell, manufacture, repair, convert, alter and exchange, lease, let on hire, hire-purchase, export, import, or in any other way supply or deal in all other articles and commodities of personal and household use and consumption, and generally of and in all manufactured goods, materials, provisions and produce.

- (b) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (d) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (e) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (f) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and

partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (O) To purchase or otherwise acquire take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.
- (R) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (S) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

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

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>Jacob Cohen</i> <i>52 School Lane.</i> <i>Prestwich</i> <i>Manufacturer</i>	<i>One</i>
<i>Gerald Hurst</i> <i>39 Bland Rd</i> <i>Prestwich.</i> <i>Manufacturer</i>	<i>One</i>

Dated this 8<sup>th</sup> day of *June* 1958.

Witness to the above Signatures—

*N. Shuck*      *A. Skacter*  
*Accountant*  
*7, Paton Street 3 Paton St.,*  
*Manchester 1*



521009/4

*The Companies Act 1948.*

COMPANY LIMITED BY SHARES.

## Articles of Association

—OR—

### Jerrold Manufacturing Company (Textiles) LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company.

2. Regulations 24, 58, 75, 77, and 88 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and regulations 2 to 6 inclusive of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

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

number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

6. The proviso to regulation 82 of Part I of Table A shall be omitted.

7. 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 four. The following shall be the first Directors of the Company, that is to say—G. Moser and J. Cohen.

8. The qualification of a Director shall be the holding of one share in the Company.

9. The proviso to regulation 79 of Part I of Table A shall be omitted.

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

11. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

---

 NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.
 

---

Jacob Cohen  
 52 Scholer Lane  
 Prestwich

*manufactory*

Gerald Moser  
 39 Blundell Rd  
 Prestwich

*manufactory*

---

Dated this 8 day of June 1958.

Witness to the above Signatures—

*V. Shanks*

*manufactory*

3. Peter Street,

*manufactory*

DUPLICATE FOR THE FIFT

No. 521009



## Certificate of Incorporation

I Hereby Certify, That

JERROLD MANUFACTURING COMPANY (TEXTILES)  
LIMITED

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

Given under my hand at London this ~~Twenty-fifth~~ day of

~~June~~

One Thousand Nine Hundred and Fifty ~~three~~

Certificate  
received by ]

Date

*L. R. (any) for*  
Registrar of Companies

*Robbath v. S. S.*

*25/6/53*

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

(Pursuant to the Companies Act, 1948, Section 61)

JERROLD MANUFACTURING COMPANY (TEXTILES) LIMITED

---

Passed the 15th day of March, 1968

---

At an Extraordinary General Meeting of the above-named Company, duly convened and held at 11 St. Peter's Square, Manchester 2, the subjoined ORDINARY RESOLUTION was duly passed, viz:-

RESOLUTION

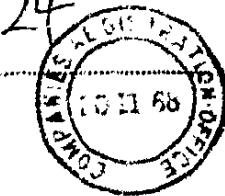
"That the share capital of the Company be increased (from £500 to £55,000) by the creation of 54,500 Ordinary Shares of £1 each such new Shares to rank pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company".

"That it is desirable to capitalise the sum of £54,500 being part of the sum standing to the credit of the Profit and Loss Account in the books of the Company and accordingly that such sum be set free for distribution amongst the holders of the issued Ordinary Shares of the Company on condition that the same be not paid in cash but be applied in paying up in full at par 54,500 Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and amongst the said holders of Ordinary Shares in the proportion of 109 such Shares for every one of the said Ordinary Shares held by the said holders".

*G. K. K. K.* CHAIRMAN

Number of  
Company

521009



## THE COMPANIES ACT, 1948

### Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the  
Name  
of the  
Company

JERROLD MANUFACTURING COMPANY (TEXTILES)

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).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act.)

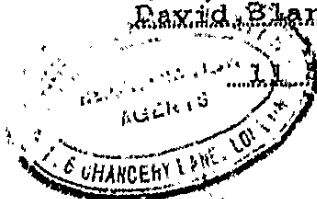
Presented by

Document Filer's Reference *LLB*

David Blank, Alexander & Co.,

11 St. Peter's Square,

Manchester 2.



Form No. 10

The Solicitors' Law Stationery Society, Limited  
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

JERROLD MANUFACTURING COMPANY (TEXTILES)

\*"Ordinary",  
"Extra-  
ordinary", or  
"Special".

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by a \*..... Ordinary.....

Resolution of the Company dated the 15th..... day of March..... 1968

the Nominal Capital of the Company has been increased by the addition thereto of

the sum of £ 54,500..... beyond the Registered Capital

of £..... 500.....

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
54,500	Ordinary	£1

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 :—

Pari passu with existing Ordinary Shares

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

Signature.....

*J. C. Hen*

State whether Director  
or Secretary

Secretary

Dated the 15th..... day of March..... 1968..

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

number of  
company 521009

25  
(54 & 55 VICT., CH. 39)

# THE STAMP ACT

COMPANY LIMITED BY SHARE

## Statement of Increase of the Nominal Capital

OF

JERROLD MANUFACTURING COMPANY (TEXTILES)

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

Document Filer's Reference E/LB

Daiv Blank, Alexander & Co.,

11 St. Peter's Square,

Manchester 2.

Form No. 26a

The Solicitors' Law Stationery Society, Limited,  
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John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

# THE NOMINAL CAPITAL

OF

JERROLD MANUFACTURING COMPANY (TEXTILES)

Limited

*has by a Resolution of the Company dated*

15<sup>th</sup> March 19 68 *been increased by*

*the addition thereto of the sum of £*54,500*,*

*divided into :—*

54,500 *Shares of* £1 *each*

*Shares of* \_\_\_\_\_ *each*

*beyond the registered Capital of* £500

*Signature* \_\_\_\_\_

*[Handwritten Signature]*

*(State whether Director or Secretary)* Secretary

*Dated the* 15th *day of* March 1968

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

MINS.JER

No. of Company: 521009

THE COMPANIES ACTS 1948 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

JERROLD MANUFACTURING COMPANY (TEXTILES) LIMITED

Passed on the 7th day of March 1991

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at First Floor, Sedgewick House, Henry Street, Manchester, M4 5BD the following Special Resolution was duly passed:-

That the objects Clause of the Company's Memorandum and Articles of Association be extended so as to allow the Company to negotiate, contract for and issue loans of every description whether secured or unsecured.

.....  
Chairman

13

Constitution of the company as the company  
of the company as the company  
of the company as the company

MINS. JER

No. of Company: 521009

THE COMPANIES ACTS 1948 TO 1989

COMPANY LIMITED BY SHARES

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That the objects Clause of the Company's Memorandum and  
Articles of Association be extended so as to allow the  
Company to negotiate, contract for and issue loans of  
every description whether secured or unsecured.

.....

Chairman

RESOLUTION OF THE BOARD

52/10014

JERROLD MANUFACTURING COMPANY (TEXTILES) LIMITED

RESOLUTION OF THE BOARD made at the Board Meeting held at First Floor, Sedgewick House, Henry Street, Manchester, M4 5BD on the 28th day of February 1991 at 2.00 O'clock in the afternoon

1. An Extraordinary General Meeting of the Company be convened on the 7th day of March 1991 at 3.00 O'clock in the afternoon for the purpose of considering and, if thought fit, passing the following Special Resolution:-

That the objects Clause of the Company's Memorandum and Articles of Association be extended so as to allow the Company to negotiate, contract for and issue loans of every description whether secured or unsecured.

2. The Secretary of the Company be directed forthwith to give notice of such meeting accordingly.

.....  
Chairman

Checked on 11th May 1991  
Banks & Co. Ltd.  
30.11.91

MINS.JER

No. of Company: 521009

THE COMPANIES ACTS 1948 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

JERROLD MANUFACTURING COMPANY (TEXTILES) LIMITED

Passed on the 7th day of March 1991

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company,  
duly convened and held at First Floor, Sedgewick House, Henry  
Street, Manchester, M4 5BD the following Special Resolution was  
duly passed:-

That the objects Clause of the Company's Memorandum and  
Articles of Association be extended so as to allow the  
Company to negotiate, contract for and issue loans of  
every description whether secured or unsecured.

.....  
Chairman

RESOLUTION OF THE BOARD

321009

JERROLD MANUFACTURING COMPANY (TEXTILES) LIMITED

RESOLUTION OF THE BOARD made at the Board Meeting held at First Floor, Sedgewick House, Henry Street, Manchester, M4 5BD on the 28th day of February 1991 at 2.00 O'Clock in the afternoon

1. An Extraordinary General Meeting of the Company be convened on the 7th day of March 1991 at 3.00 O'Clock in the afternoon for the purpose of considering and, if thought fit, passing the following Special Resolution:-

That the objects Clause of the Company's Memorandum and Articles of Association be extended so as to allow the Company to negotiate, contract for and issue loans of every description whether secured or unsecured.

2. The Secretary of the Company be directed forthwith to give notice of such meeting accordingly.

.....  
Chairman

162

521009

RESOLUTION OF THE BOARD

JERROLD MANUFACTURING COMPANY (TEXTILES) LIMITED

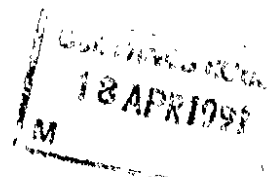
RESOLUTION OF THE BOARD made at the Board Meeting held at First Floor, Sedgewick House, Henry Street, Manchester, M4 5BD on the 28th day of February 1991 at 2.00 O'Clock in the afternoon

1. An Extraordinary General Meeting of the Company be convened on the 7th day of March 1991 at 3.00 O'Clock in the afternoon for the purpose of considering and, if thought fit, passing the following Special Resolution:-

That the objects Clause of the Company's Memorandum and Articles of Association be extended so as to allow the Company to negotiate, contract for and issue loans of every description whether secured or unsecured.

2. The Secretary of the Company be directed forthwith to give notice of such meeting accordingly.

.....  
Chairman



52/0009

JERROLD MANUFACTURING COMPANY (TEXTILES) LIMITED

MINUTES OF EXTRAORDINARY GENERAL MEETING

Held at First Floor, Sedgewick House, Henry Street, Manchester M4  
5BD on the Thursday the 7th day of March 1991 at 3.00 O'Clock in  
the afternoon

PRESENT: HENRY NEVILLE MOSER  
GERALD MOSER

1. It was decided by the Extraordinary General Meeting of  
the Shareholders that the following Special Resolution should be  
passed:-

That the objects Clause of the Company's Memorandum and  
Articles of Association be extended so as to allow the  
Company to negotiate, contract for and issue loans of  
every description whether secured or unsecured.

.....  
Chairman

100-1  
100-1  
100-1

No. 521009.

Companies Act 1948.

COMPANY LIMITED BY SHARES.

Memorandum

— AND —

Articles of Association

— OF —

FERROLD MANUFACTURING COMPANY  
(TEXTILES) LIMITED

(A Private Company adopting Part II of Table A with modifications.)

Incorporated the 25th day of June 1958.

N. SHACTER & CO.,  
8 Paton Street,  
Manchester 1.

Printed by the Law Stationery Society, Limited, 26/28 John Dalton Street, Manchester 2, W.S. 1701-6486

THE COMPANIES ACT, 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

(Pursuant to the Companies Act, 1948, Section 61)

JERROLD MANUFACTURING COMPANY (TEXTILES) LIMITED

Passed the 15th day of March, 1968

At an Extraordinary General Meeting of the above-named Company, duly convened and held at 11 St. Peter's Square, Manchester 2, the subjoined ORDINARY RESOLUTION was passed, viz:-

RESOLUTION

"That the share capital of the Company be increased (from £500 to £55,000) by the creation of 54,500 Ordinary Shares of £1 each such new Shares to rank pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company".

"That it is desirable to capitalise the sum of £54,500 being part of the sum standing to the credit of the Profit and Loss Account in the books of the Company and accordingly that such sum be set free for distribution amongst the holders of the issue, Ordinary Shares of the Company on condition that the same be not paid in cash but be applied in paying up in full at par 54,500 Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and amongst the said holders of Ordinary Shares in the proportion of 109 such Shares for every one of the said Ordinary Shares held by the said holders".

*G. H. H. H.* CHAIRMAN

*The Companies Act 1918.*

COMPANY LIMITED BY SHARES.

## Memorandum of Association

— OF —

### Jerrold Manufacturing Company (Textiles) LIMITED

1. The name of the Company is "JERROLD MANUFACTURING COMPANY (TEXTILES) 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 all or any of the businesses of manufacturers, importers, exporters and wholesale and retail dealers of and in clothing, curtains, window blinds, tapestries, and furnishing fabrics of all kinds, household linens, blankets, domestic furniture, mattresses, pillows, bolsters, nursery furniture, office furniture and appliances, ironmongery, turnery, hardware, kitchen and garden furniture, handbags, travelling goods, trunks, valises, domestic cutlery, china, glass, earthenware, pottery, clocks, watches, jewellery, silver and plated goods, toys, games and sports goods and articles required for ornament, recreation or amusement, drugs, medicines, medical and surgical appliances, toilet goods, toilet preparations and perfumery, books, stationery, pictures and picture frames, clothing, hosiery, footwear, silk, works of art and the like, wireless goods, radio receivers and transmitters, television sets, sound reproducing machines, gramophones, radiograms, picture producing, reproducing and transmitting apparatus, coils, transformers, condensers, wireless and electrical accessories and equipment generally; photographic goods and accessories including cameras and projection apparatus; musical instruments and apparatus, motor cars, motor cycles, cycle cars, motors, scooters, bicycles, tricycles, launches,

linen, the quality of the goods, and other conveniences of all descriptions, haberdashery, fancy drapery, art, needle work, buttoning, and to buy, sell, manufacture, repair, convert, alter and exchange, lease, let on hire, import, export, or in any other way apply or deal in all other articles and commodities of personal and domestic use and consumption, and generally of and in all manufactured goods, materials, processes and products.

- (b) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (d) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business and to contribute to or subsidize the erection, construction and maintenance of any of the above.
- (e) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (f) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (g) To receive and take care of all moneys, and upon approval, and to guarantee the solvency of customers, interest and capital of the Company or of any or its otherwise interests.
- (h) To receive money on behalf of the Company, may appoint bankers for customers.
- (i) To grant pensions, salaries to officers or ex-officers of the Company or its dependents of such persons or to end in the establishment and any educational, charitable institutions or institutions or societies or business carried on by or in business or not, and club or other establishment sharing scheme calculate Company or of the office of the Company.
- (j) To draw, make, accept, execute promissory notes and negotiable instruments.
- (k) To invest and deal with immediately required of the Company in or such manner as may from.
- (l) To pay for any property Company either in cash with or without preference rights in respect of dividend otherwise, or by any power to issue, or put another, and generally may determine.
- (m) To accept payment for otherwise disposed of, either in cash, by instalment partly paid-up shares or other, with or without dividend rights in respect of dividend otherwise, or in debenture stock, mortgage company or corporation.

nes, invalid carriages, perambulators, and other conveyances of all descriptions; and to buy, sell, manufacture, and exchange, lease, let on hire, export, import, or in any other way all other articles and commodities of household use and consumption, and all manufactured goods, materials, and tools.

or trade or business which can, in the opinion of Directors, be advantageously carried on by the Company in connection with or as an adjunct to the above businesses or the general business of the Company.

on lease or in exchange, hire or purchase, and hold for any estate or interest in land, buildings, easements, rights, privileges, franchises, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any other property of any kind necessary or convenient for the purposes of or in connection with the business or any branch or department of the Company.

lay down, enlarge, alter and maintain, and acquire, and hold, all ways, highways, tramways, sidings, bridges, roads, streets, and other works, and to contribute to or subsidise the cost of construction and maintenance of any of the above.

or secure the payment of money for or in connection with the Company's business, and for the purposes of or in connection with the raising of money by the Company to carry out any building society.

manage the undertaking and all or any part of the property and assets, present or future, of the Company, and to issue at par or at a discount, and for such consideration and on such terms and powers and privileges as may be determined by the Company, debenture stock, payable to bearer or order, and either permanent or redeemable, and to issue, and further to secure the Company by a trust deed or other

(c) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.

(ii) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.

(i) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.

(j) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.

(k) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.

(l) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(m) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and

partly in cash, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (n) To participate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (o) To purchase or otherwise acquire take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (p) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.
- (r) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (s) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

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

WE, the several persons whose names are described, of being joined into a Memorandum of Association, and we number of shares in the capital of it respectively named.

NAMES, ADDRESSES AND DESCRIPTIONS OF

JACOB COHEN,  
52 School Lane,  
Prestwich,  
Manufacturer.

GERALD MOSER,  
80 Blund Road,  
Prestwich,  
Manufacturer.

Dated this 8th day of June 1938.

Witness to the above Signatures—

N. SHACTER,  
Accountant,  
8 Paton Street,  
Manchester 1.

, and generally on such terms as the  
 determine, and to hold, dispose of or  
 th any shares, stock or securities so

ith or enter into any partnership or  
 sharing profits, union of interests,  
 on or co-operation with any company,  
 ying on or proposing to carry on any  
 objects of this Company or which is  
 arried on so as directly or indirectly  
 pany, and to acquire and hold, sell,  
 of any shares, stock or securities of or  
 ny such company, and to guarantee  
 abilities of, subsidise or otherwise  
 pany.

erwise acquire take over and under-  
 of the business, property, liabilities  
 of any person, or company  
 business which this Company is  
 on, or the carrying on of which is  
 it this Company or to advance its  
 sed of property suitable for the  
 pany.

manage, develop, turn to account,  
 it, royalty, share of profits or other-  
 , easements and other rights in or  
 her manner deal with or dispose of  
 all or any of the property and assets  
 the Company for such consideration  
 think fit.

the members in specie any property  
 any proceeds of sale or disposal of  
 company, but so that no distribution  
 tion of capital be made except with  
 for the time being required by law.

he above things in any part of the  
 principals, agents, trustees, con-  
 and either alone or in conjunction  
 her by or through agents, sub-  
 or otherwise.

things as are incidental or conducive  
 r any of them.

rs is limited.

ompany is £500, divided into 500

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.
JACOB COHEN, 52 Scholes Lane, Prestwich, Manufacturer.	One.
GERALD MOSER, 38 Bland Road, Prestwich, Manufacturer.	One.

Dated this 8th day of June 1953.

Witness to the above Signatures—

N. SHACTER,  
 Accountant,  
 8 Paton Street,  
 Manchester 1.

COMPANY LIMITED BY SHARES.

Articles of Association

— OF —

Jerrold Manufacturing Company (Textiles)  
LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company.

2. Regulations 24, 33, 75, 77, and 88 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and regulations 2 to 6 inclusive of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

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

number of persons entitled to such any other difficulty in apportioning of the Directors be conveniently provided.

5. In regulation 13 of Part I of a fully paid share)" and "(other omitted.

6. The proviso to regulation omitted.

7. Unless and until otherwise General Meeting, the number of the one nor more than four. The follo of the Company, that is to say—G.

8. The qualification of a Director share in the Company.

9. The proviso to regulation omitted.

10. Any person may be appointed whatever his age, and no Director shall be removed from office by reason of his attaining seventy years or any other age.

11. The office of a Director shall

(1) If by notice in writing office of Director.

(2) If he ceases to be a Director the Act.

(3) If he becomes bankrupt arrangement with his creditors.

(4) If he becomes of unsound mind.

(5) If he is prohibited from made under section 184 of the Act.

(6) If he is removed from office under section 184 of the Act.

Companies Act 1948.

LIMITED BY SHARES.

## of Association

—OF—

### uring Company (Textiles) LIMITED

After provided, the regulations contained in Table A in the First Schedule to the Act (hereafter referred to as "Part II of Table A")

regulations 75, 77, and 88 of Part I of Table A (hereafter referred to as "Part I of Table A") shall apply, but the Articles hereinafter contained shall be subject to the regulations of Part I of Table A and of Part II of Table A, subject to the provisions hereinafter expressed, shall constitute the regulations

at the disposal of the Directors, who may offer them to such persons at such times and in such manner as they think proper, subject to the provisions of regulation 2 of Part II of Table A, shall be issued at a discount, except as provided in the Act.

The General Meeting may direct that any shares being unissued and any new shares from time to time, before they are issued, be offered to such persons as it may think proper. If any such direction is given by notice specifying the number of shares to be offered, and after the expiration of a time within which the offer, if not accepted, shall be declined, and after the expiration of a time within which the person to whom the shares are offered, the shares, the Articles, dispose of the same in such manner as they think proper. The Directors may offer any such new or original shares as they think proper to the proportion borne by them to the

number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

6. The proviso to regulation 32 of Part I of Table A shall be omitted.

7. 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 four. The following shall be the first Directors of the Company, that is to say—G. Moser and J. Cohen.

8. The qualification of a Director shall be the holding of one share in the Company.

9. The proviso to regulation 70 of Part I of Table A shall be omitted.

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

11. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

---

JACOB COHEN,  
52 Scholes Lane,  
Prestwich,  
Manufacturer.

1.  
GERALD MOSER,  
30 Bland Rd.,  
Prestwich,  
Manufacturer.

---

Dated this 8th day of June 1938.

Witness to the above Signatures—

N. SHACTER,  
Accountant,  
3 Paton Street,  
Manchester 1.

Certificate No. 521009

*The Companies Act 1948*

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

JERROLD MANUFACTURING COMPANY  
(TEXTILES) LIMITED

*(A Private Company adopting Part II of Table A with modifications.)*

Incorporated the 25th day of June 1953

521009

N. SHACTER & CO.  
8, Paton Street  
Manchester 1.

Manchester

22-4-91

MINS.JER

No. of Company: 521009

THE COMPANIES ACTS 1948 TO 1989

COMPANY LIMITED BY SHARES


SPECIAL RESOLUTION

JERROLD MANUFACTURING COMPANY (TEXTILES) LIMITED

Passed on the 7th day of March 1991

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at First Floor, Sedgewick House, Henry Street, Manchester, M4 5BD the following Special Resolution was duly passed:-

That the objects Clause of the Company's Memorandum and Articles of Association be extended so as to allow the Company to negotiate, contract for and issue loans of every description whether secured or unsecured.

.....  
Chairman

---

COMPANY LIMITED BY SHARES.

---

**Memorandum of Association**

— OF —

**Jerrold Manufacturing Company (Textiles)  
LIMITED**

---

1. The name of the Company is "JERROLD MANUFACTURING COMPANY (TEXTILES) 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 all or any of the businesses of manufacturers, importers, exporters and wholesale and retail dealers of and in clothing, curtains, window blinds, tapestries, and furnishing fabrics of all kinds. household linens, blankets, domestic furniture, mattresses, pillows, bolsters, nursery furniture, office furniture and appliances, ironmongery, turnery, hardware, kitchen and garden furniture, handbags, travelling goods, trunks, suitcases, domestic cutlery, china, glass, earthenware, pottery, clocks, watches, jewellery, silver and plated goods, toys, games and sports goods and articles required for ornament, recreation or amusement, drugs, medicines, medical and surgical appliances, toilet goods, toilet preparations and perfumery, books, stationery, pictures and picture frames, clothing, hosiery, footwear, silk, works of art and the like, wireless goods, radio receivers and transmitters, television sets, sound reproducing machines, gramophones, radiograms, picture producing, reproducing and transmitting apparatus, coils, transformers, condensers, wireless and electrical accessories and equipment generally; photographic goods and accessories including cameras and projection apparatus; musical instruments and apparatus, motor cars, motor cycles, cycle cars, motors, scooters, bicycles, tricycles, launches,

boats, flying machines, invalid carriages, perambulators, and baby carriages, and other conveyances of all descriptions; haberdashery, fancy drapery, art, needle-work, knitting yarns; and to buy, sell, manufacture, repair, convert, alter and exchange, lease, let on hire, hire-purchase, export, import, or in any other way supply or deal in all other articles and commodities of personal and household use and consumption, and generally of and in all manufactured goods, materials, provisions and produce.

- (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as may from time to time be determined.
- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

(Pursuant to the Companies Act, 1948, Section 61)

JERROLD MANUFACTURING COMPANY (TEXTILES) LIMITED

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Passed the 15th day of March, 1968

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At an Extraordinary General Meeting of the above-named Company, duly convened and held at 11 St. Peter's Square, Manchester 2, the subjoined ORDINARY RESOLUTION was duly passed, viz:-

RESOLUTION

"That the share capital of the Company be increased (from £500 to £55,000) by the creation of 54,500 Ordinary Shares of £1 each such new Shares to rank pari passu in all respects with the existing Ordinary Shares of £1 each in the capital of the Company".

"That it is desirable to capitalise the sum of £54,500 being part of the sum standing to the credit of the Profit and Loss Account in the books of the Company and accordingly that such sum be set free for distribution amongst the holders of the issued Ordinary Shares of the Company on condition that the same be not paid in cash but be applied in paying up in full at par 54,500 Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and amongst the said holders of Ordinary Shares in the proportion of 109 such Shares for every one of the said Ordinary Shares held by the said holders".

 CHAIRMAN

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.
<p>JACOB COHEN, 52 Scholes Lane, Prestwich, Manufacturer.</p>	One.
<p>GERALD MOSER, 39 Bland Road, Prestwich, Manufacturer.</p>	One.

Dated this 8th day of June 1958.

Witness to the above Signatures—

N. SLACTER,  
Accountant,  
3 Paton Street,  
Manchester 1.

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COMPANY LIMITED BY SHARES.

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**Articles of Association**

— OF —

**Jerrold Manufacturing Company (Textiles)  
LIMITED**

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1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company.

2. Regulations 24, 58, 75, 77, and 88 of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Part I of Table A and regulations 2 to 6 inclusive of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

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

number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.

6. The proviso to regulation 32 of Part I of Table A shall be omitted.

7. 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 four. The following shall be the first Directors of the Company, that is to say—G. Moser and J. Cohen.

8. The qualification of a Director shall be the holding of one share in the Company.

9. The proviso to regulation 79 of Part I of Table A shall be omitted.

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

11. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

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JACOB COHEN,  
52 Scholes Lane,  
Prestwich,  
Manufacturer.

GERALD MOSER,  
39 Bland Rd.,  
Prestwich,  
Manufacturer.

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Dated this 8th day of June 1953.

Witness to the above Signatures—

N. SHACTER,  
Accountant,  
3 Paton Street,  
Manchester 1.

CE21600

Company No: 521009



\*J0DJ33CQ\*

JMA RECEIPT DATE: 29/07/94

The Companies Act 1985

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COMPANY LIMITED BY SHARES

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ELECTIVE RESOLUTIONS

of

JERROLD MANUFACTURING (TEXTILES) LIMITED

Passed 22nd July 1994

AT an extraordinary general meeting of the Company duly convened and held on 22nd July 1994 the following resolutions were duly passed as elective resolutions:

ELECTIVE RESOLUTIONS

1. That, pursuant to the provisions of section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.

2. That, pursuant to the provisions of section 366A of the Companies Act 1985, the Company elects to dispense with the

holding of annual general meetings.

3. That, pursuant to the provisions of section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.

4. That, pursuant to the provisions of section 80A of the Companies Act 1985, the Company elects that the provisions of such section 80A shall apply, instead of the provisions of sections 80(4) and (5) of that Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under such section 80.

5. That, pursuant to the provisions of sections 369(4) and 378(3) of the Companies Act 1985, the Company elects that the provisions of paragraphs (a) and (b) of both of those sections shall have effect in relation to the Company as if for the references to 95 per cent. contained therein there were substituted references to 90 per cent. or such greater percentage as may subsequently be determined by the Company in general meeting.

.....  
Chairman of the Meeting



THE COMPANIES ACT 1948

AND THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

JERROLD MANUFACTURING COMPANY (TEXTILES) LIMITED

(passed the 29<sup>th</sup> day of July 1994)

At an extra-ordinary meeting of the above Company duly convened and held at Becker House, Charles Street, Manchester on the 29<sup>th</sup> day of July 1994, the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

1. That the Memorandum of Association be and is hereby amended by:-

Following Clause 3 (E) the following clause is to be inserted and identified as Clause 3 (EE);

"Either with or without the Company receiving any consideration or advantage direct or indirect, from giving any such guarantee or indemnity and so as to be an

independent object of the Company to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and in so far as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for this time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular , (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding Company or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others".

.....  
Chairman