

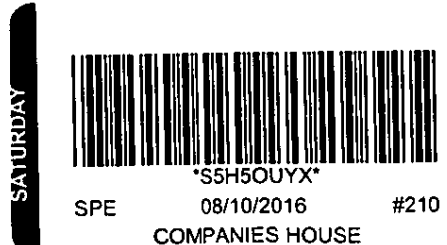
JERROLD MORTGAGE CORPORATION LIMITED (the "Company")

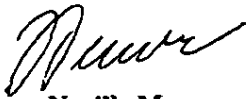
**Written Resolution pursuant to
Section 381A Companies Act 1985 (as amended)**

We, the undersigned, being the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as special resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended) and hereby agree that those resolutions shall for all purposes be as valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held

SPECIAL RESOLUTIONS

- 1 "THAT the articles of association of the Company be altered by the insertion of the following as articles 12 and 13 immediately after the existing clause 11
 - "12 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares where such transfer is executed by any person to whom such shares have been charged by way of security, or by any nominee of any such person, pursuant to a power of sale under such security, and a certificate by any such person or any employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts "
 - 13 (1) A director may vote on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution, his vote shall be counted and in relation to any such resolution, he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting
 - (2) Regulation 84 of Table A shall not apply to the Company "
- 2 "THAT the provisions of the security trust deed (the "Security Trust Deed") to be entered into by The Governor and Company of the Bank of Scotland as agent (1), Jerrold Holdings plc and others (including the Company) as existing chargors (2), The Governor and Company of the Bank of Scotland as arranger (3), The Governor and Company of the Bank of Scotland and others as existing banks (4) and The British Linen Bank Limited (5) under the terms of which the various parties agree to regulate their rights in respect of the Relevant Documents (as defined in the Security Trust Deed), which the Company is proposing to enter into in connection with the amendment and restatement of a banking facility provided to the Company's parent company, Jerrold Holdings plc by a syndicate of banks led by The Governor and Company of the Bank of Scotland (a copy of such Security Trust Deed having been supplied to the sole member of the Company prior to the signing of this written resolution), be and are hereby approved (subject to such changes as the Company's directors, in their absolute discretion, think fit) "
- 3 "THAT, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Security Trust Deed for the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit) "





Henry Neville Moser

Jerrold Holdings plc



Gary Derek Beckett

Date 28 November 2003

Certificate No. 521000

The Companies Act 1948

COMPANY LIMITED BY SHARES

Memorandum

— AND —

Articles of Association

— OF —

JERROLD MANUFACTURING COMPANY (TEXTILES) LIMITED

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

Incorporated the 25th day of June 1953.

COMPANIES HOUSE

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

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, 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

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

Increased to £55 000 by Res. Jn 15 Mar 1962

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 style="text-align: center;">JACOB COHEN, 52 Scholes Lane, Prestwich, Manufacturer</p> <p style="text-align: center;">GERALD MOSER, 39 Bland Road, Prestwich, Manufacturer.</p>	<p style="text-align: center;">One.</p> <p style="text-align: center;">One.</p>

Dated this 8th day of June 1953.

Witness to the above Signatures—

N. SHACTER,
Accountant,
3 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, 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

JACOB COHEN,
52 Scholes Lane,
Prestwich,
Manufacturer.

3

GERALD MOSER,
39 Bland Rd ,
Prestwich,
Manufacturer.

Dated this 8th day of June 1953.

Witness to the above Signatures—

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