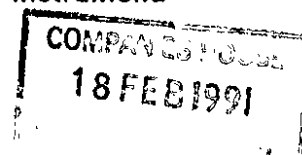


**ARTICLES OF ASSOCIATION**  
**OF**  
**LOOKERS OF DEWSBURY LIMITED ("The Company")**

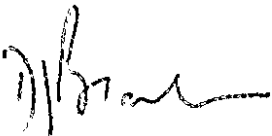
**Adopted by Special Resolution passed on 7th February 1991**

- 1. The Regulations in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended and in force at the date of adoption of these Articles (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these Articles.**
- 2. Regulations 73 to 80 (Inclusive) of Table A shall not apply to the Company.**
- 3. Until otherwise resolved by the Company in general meeting the Directors shall not be less than two nor more than twelve in number. The first Director or Directors of the Company shall be the person or persons named in the statement delivered to the Companies Registrar under Section 10 of the Companies Act 1985.**
- 4. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this clause shall be effected in writing under the hand of the Director making the same.**
- 5. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.**
- 6. No person shall be disqualified from becoming a Director by reason of his attaining or having attained the age of 70 or any other age.**
- 7. A Member or Members holding a majority in nominal value of the Issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an Instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its Directors or its Secretary on its behalf, and shall take effect upon lodgement at the registered office of the Company or such later date as may be specified in the Instrument.**



8. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, so long as the maximum number of Directors fixed by or pursuant to these Articles is not thereby exceeded.
9. Regulation 89 of Table A shall be amended by adding at the end of the paragraph "For the purpose of determining whether the quorum for the transaction of the business of the Directors exists:-
  - a. In the case of a Resolution agreed by the Directors in telephonic communications all such Directors shall be counted in the quorum;
  - b. In the case of a Meeting of Directors, in addition to the Directors present at the Meeting, any Director in telephonic communication with such Meeting shall be counted in the quorum.
10. Regulation 93 of Table A shall be amended to read "a Resolution in writing agreed by a number of Directors sufficient to constitute a quorum of the Board shall be as valid and effectual as if it had been passed at a Meeting of Directors duly convened and held and may consist of several documents in like form each signed by one or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity".

Certified as a true copy of the original document this 7th day of February, 1991.



Secretary