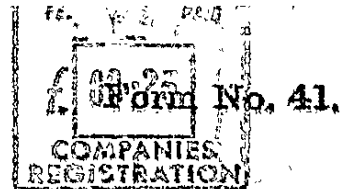


Company No. 874977



"THE COMPANIES ACT, 1948."

Declaration of Compliance

with the requirements of the Companies Act, 1948, made pursuant to S. 15 (2) of the said Act on behalf of a Company proposed to be registered as _____

① FERRAMAN SCIENTIFIC SUPPLIES LIMITED.

PETER ELLIOT COX CHARTERED ACCOUNTANT,
of 30. BASSETT GREEN ROAD, SOUTHAMPTON

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

of FERRAMAN SCIENTIFIC SUPPLIES
act (in) Limited,

(*) Here insert either a Solicitor or the Supreme Court engaged in the formation "or" "a person named in the Articles of Association as a Director" or "a person named in the Articles of Association as the Secretary" as the case may be.

and That all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at the City of Southampton

the 10th day of March
one thousand nine hundred and sixty six
before me,
[Signature]
A Commissioner for Oaths.

[Signature]

① Presented for registration by J. & A. W. SULLY & Co. CHARTERED ACCOUNTANTS,
17, HENDFORD, YEovil, SOMERSET.

TELEPHONE: HOLBORN 3855 (3 lines).

TELEGRAMS: MONTERTYME, LONDON, W.C.2.

SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2

15 MAR 1949

No. of Certificate 874977/2

Form No. 25.



Statement of the Nominal Capital

made pursuant to s. 112 of the Stamp Act, 1891, as amended by the Finance Acts of 1899, 1920 and 1933. (Note.—The Stamp Duty on the Nominal Capital to be impressed above is Ten Shillings for every £100 or fraction of £100.)

THE NOMINAL CAPITAL OF.....

FERRYMAN SCIENTIFIC SUPPLIES LIMITED,

is 100 (one hundred) Pounds.

Signature.....

Description.....

(State whether Director or Secretary)

Dated the 10th day of March 1966.

Presented for registration by J. & A. W. Sully & Co., CHARTERED ACCOUNTANTS,
17, HENDFORD, YEovil, SOMERSET.

TELEPHONE: HOLBORN 3865 (3 lines).

TELEGRAMS: DUNTERTYME. LONDON. W.C.2.

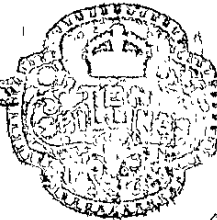
SHAW & BLAKE, LIMITED,
Company Registration Agents, Printers & Stationers,
8, Bell Yard, Temple Bar, London, W.C.2.



02:25

COMPANIES

THE COMPANIES ACT 1948



874977 3

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

FERRYMAN SCIENTIFIC SUPPLIES LIMITED

1. The name of the Company is "FERRYMAN SCIENTIFIC SUPPLIES LIMITED".

2. The Registered Office of the Company will be situate in England.

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

- (a) To carry on business as Scientific Instrument Makers and as manufacturers and repairers of and wholesale and retail dealers in barometers, thermometers, compasses, chronometers, field and other glasses, telescopes, microscopes, cameras, lenses, electro-medical and surgical instruments, all chemicals and all other descriptions of measuring, testing, scientific apparatus and laboratory glassware, supplies, equipment and fittings and to carry on business as chemists, gold and silver smiths, watchmakers, jewellers, workers in glass, pottery, metal, wood, alloy, rubber and other materials, mechanical engineers, electricians, joiners, carpenters and general contractors.

B.X.

- (b) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (c) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (h) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (i) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (l) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.

- (m) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (n) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (o) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (s) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited. ✓

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

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

NAMES; ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
<p>William Marshall Esq. 16, BROOKVALE ROAD, SOUTHAMPTON.</p> <p>Company Director, J.P., F.P.S. ✓</p>	ONE
<p>Robert Elliott Esq. 'Haytor' 30, BASSETT GREEN ROAD, SOUTHAMPTON.</p> <p>Chartered Accountant ✓</p>	ONE

DATED this 10TH day of March 1966

WITNESS to the above signatures :-

Valerie Ann Chandler
88, Green Park Road,
Millbrook,
Soton.

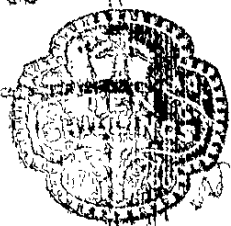
Secretary

874977/4

134320

24.12.1948

THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES.

Articles of Association

OF

FERRYMAN SCIENTIFIC SUPPLIES LIMITED

PRELIMINARY

1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles. ✓

2. Regulations 2, 3, 40 to 43 (inclusive), 62, 66, 75, 84, 88, 107, 108, 110 and 134 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company. ✓ 7

CAPITAL

3. The initial share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each. ✓ 7

4. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.

5. Subject to the provisions of Section 32 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

VARIATION OF RIGHTS

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

TRANSMISSION OF SHARES

7. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same. Save as aforesaid the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

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

VOTES OF MEMBERS

9. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

10. The number of Directors shall not be less than two or more than six and the first Directors of the Company shall be WILLIAM MARSHALL COX, NORA COX, WILLIAM MARSHALL COX Junior and PETER ELLIOTT COX.

POWERS AND DUTIES OF DIRECTORS

11. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract

with the Company shall declare the nature of his interest in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

12. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

13. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director to act as Auditor of the Company.

14. The office of Director shall be vacated if the Director :-

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or
- (d) Becomes of unsound mind, or
- (e) Resigns his office by notice in writing to the Company.

BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall subject to the payment to him of such compensation or damages as may be payable to him by reason thereof be

automatically determined if he cease from any cause to be a Director.

17. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

SECRETARY

18. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

NOTICES

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

William Marshall

16, Brookvale Road,

SOUTHAMPTON.

Company Director, J.P., F.P.S.

~~John Elliott~~

Haytor,

30, BASSETT GREEN ROAD,

SOUTHAMPTON.

Chartered Accountant

DATED this 10TH day of March 1966.

WITNESS to the above signatures :-

Valerie Ann Chandler
88, Green Park Road,

Millbrook,

So'ton

Secretary

C.173

DUPLICATE FOR THE FILE.

No. 874977



Certificate of Incorporation

I Hereby Certify that

FERRYMAN SCIENTIFIC SUPPLIES LIMITED

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

Given under my hand at London this TWENTY-FOURTH DAY OF MARCH
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L.S. Whisfield
Assistant Registrar of Companies.

Certificate
received by

24.3.66

Date

OF COMPANY 874977

THE COMPANIES ACT 1948 & 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

FERRYMAN SCIENTIFIC SUPPLIES LIMITED

CHANGE OF NAME: It was agreed that the name of
the Company be changed from Ferryman Scientific
Supplies Limited to Branded Goods Wholesale
(Southampton) Limited.

.....
Secretary

Resolution approved at an Extraordinary
General Meeting held on 15th December, 1972.

Date



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 874977 / 18

I hereby certify that

FERRYMAN SCIENTIFIC SUPPLIES LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

BRANDED GOODS WHOLESALE (SOUTHAMPTON) LIMITED

Given under my hand at London the 23rd February 1973

Assistant Registrar of Companies

874977/19

File in Bureau
of Foreign Communications
Section 9(2)

BRITISH GOODS (KILGALL (JAMES TAYLOR) & CO.

BRITISH GOODS (KILGALL (JAMES TAYLOR) & CO.

BRITISH GOODS (KILGALL (JAMES TAYLOR) & CO.

INDISTINCT ORIGINAL

THE COMPANIES ACT, 1928

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

BRANDED GOODS WHOLESALE (SOUTHAMPTON) LTD.

1. The name of the Company is "BRANDED GOODS WHOLESALE (SOUTHAMPTON) LTD."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-

- (a) To carry on business as Scientific Instrument Makers and as manufacturers and repairers of and wholesale and retail dealers in barometers, thermometers, compasses, chronometers, field and other glasses, telescopes, microscopes, cameras, lenses, electro-medical and surgical instruments, all chemicals and all other descriptions of measuring, testing, scientific apparatus and laboratory glassware, supplies, equipment and fittings and to carry on business as chemists, gold and silver smiths, watchmakers, jewellers, workers in glass, pottery, metal, wood, alloy, rubber and other materials, mechanical engineers, electricians, joiners, carpenters and general contractors.

INDISTINCT ORIGINAL

- (b) To carry on any other business similar to or complementary to the foregoing businesses or which in the opinion of the Company can be conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company.
- (c) To buy, take on lease or hiring agreement or otherwise acquire, land or any other property, real or personal, movable or immovable, or any interest in such property and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To take out, apply for and acquire by original grant or by transfer or assignment or otherwise letters patent, brevets d'invention, licences, concessions, secret processes and inventions and to use and exercise the same or to sell, assign and develop the same or grant licences in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) To enter into partnership or joint purse agreement with or to make any agreement or arrangement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (h) To sell the whole or any part of the undertaking of the Company for cash, shares, debentures or any other consideration.
- (i) To acquire by purchase or otherwise and either for cash, shares or debentures in the Company or any other consideration any other business or any interest therein which in the opinion of the Company may be conveniently or profitably combined with the business of the Company.
- (j) To lend money to customers and others and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities.
- (l) To draw, make, endorse, accept, discount and negotiate, bills, notes, warrants and negotiable instruments of all kinds.

- (m) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (n) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (o) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.
- (s) To do all such things in any part of the world either as principal or agent and either alone or in conjunction with any other person, firm or company.

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES.

Articles of Association

OF

 HANDED GOODS WHOLESALE (SOUTHAMPTON) LTD.

PRELIMINARY

1. The Regulations set out in Table A (Part II) of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall except as hereinafter provided apply to the Company and Regulation 1 of Part I of Table A shall apply to the construction of these Articles.

2. Regulations 2, 3, 40 to 43 (inclusive), 62, 66, 75, 84, 88, 107, 108, 110 and 134 of Part I of Table A and Regulation 3 of Part II of Table A shall not apply to the Company.

CAPITAL

3. The initial share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

4. The shares of the Company whether forming part of the original capital or of any increased capital may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject in the case of any shares forming part of any increased capital to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 of Part II of Table A.

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

VARIATION OF RIGHTS

6. If any such separate general meeting as is referred to in Regulation 4 of Part I of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within half an hour from the time appointed for such adjourned meeting the holders of shares of the class present shall be a quorum.

TRANSMISSION OF SHARES

7. Any share may be transferred by a member to any child or other issue, son-in-law, daughter-in-law, father, mother, brother, sister, husband, wife, nephew or niece of such member and any share of a deceased member may be transferred to any such relative as aforesaid of the deceased member or to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the Will of any deceased member or of a Settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such Will or Settlement or to a person to whom such member or deceased member would have been entitled to transfer the same. Save as aforesaid the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

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

VOTES OF MEMBERS

9. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

DIRECTORS

10. The number of Directors shall not be less than two or more than six and the first Directors of the Company shall be WILLIAM MARSHALL COX, NORA COX, WILLIAM MARSHALL COX Junior and PETER ELLIOT COX.

POWERS AND DUTIES OF DIRECTORS

11. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract

with the Company shall declare the nature of his interest in manner required by Section 199 of the Act. A Director may vote in respect of any such contract or proposed contract and if he do so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

12. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

13. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing herein contained shall authorise a Director to act as Auditor of the Company.

14. The office of Director shall be vacated if the Director :-

- (a) Ceases to be a Director by virtue of Section 182 of the Act.
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- (c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act, or
- (d) Becomes of unsound mind, or
- (e) Resigns his office by notice in writing to the Company.

BORROWING POWERS

15. The proviso to Regulation 79 of Part I of Table A shall not apply to the Company.

MANAGING DIRECTORS AND MANAGERS

16. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding any such office be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors but his appointment shall subject to the payment to him of such compensation or damages as may be payable to him by reason thereof be

automatically determined if he cease from any cause to be a Director.

17. A Managing Director or Manager shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine.

SECRETARY

18. The first Secretary shall be appointed at the first meeting of the Directors. Any Secretary for the time being of the Company may subject to the terms of any agreement between him and the Company be removed by the Directors and another appointed in his place. The Secretary may be appointed for such term at such remuneration and on such terms as the Directors may think fit. If at any time there shall be no Secretary or for any reason no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary.

NOTICES

19. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

WILLIAM MARSHALL COX,
16, Brookvale Road,
Southampton.

Company Director,
J.P., F.P.S.

PETER ELLIOT COX,
"Haytor",
30, Bassett Green Road,
Southampton.

Chartered Accountant.

DATED this 10th day of March 1966.

WITNESS to the above signatures :-

VALERIE ANN CHANDLER,
88, Green Park Road,
Millbrook,
Southampton.

Secretary.

Number of
Company } 874277

/26



The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

BRANDED GOODS WHOLESALE (SOUTHAMPTON) LIMITED

Passed 31st March, 1977.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

Galen House, Priory Road, St. Denys, Southampton.

on the 31st day of March, 1977, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

1. That Clause 3 of the Memorandum of Association of the Company be amended by:-

(a) deleting sub-paragraph (a) thereof and substituting therefor the following new sub-paragraphs:-

(1) To carry on business as manufacturing and wholesale pharmacists and as dispensers, manufacturers of and dealers in pharmaceutical products, chemicals, drugs, gases, medicines, plasters, disinfectants, toilet requisites and preparations, perfumes, proprietary articles, laboratory re-agents and chemicals, photographic, electrical, surgical hospital, laboratory and scientific furniture, equipment, apparatus and materials and fertilizers, insecticide, fungicide and veterinary preparations, materials, and equipment, foodstuff, salts, acids, colours, glues, gums, pigments, varnishes, and dyes.

(2) To carry on business as manufacturing and wholesale chemists and druggists, chemical engineers, sterilizers, dyers, cleaners, makers of chemical plant and materials, nurses' outfitters, laboratory proprietors, charcoal manufacturers and to act as analytical and consulting chemists and to undertake analytical and research work of any kind.

Signature

[Handwritten signature]

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

Cont.../

NOTE.—To be filed within 15 days after the passing of the Resolution(s).




- (b) re-designating the succeeding sub-paragraphs (b) to (j) as (c) to (k) respectively,
(c) deleting sub-paragraphs (k) and (l) thereof and substituting therefor the following sub-paragraph:-

(i) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit and to enter into any guarantee, contract or indemnity or suretyship, whether by personal covenant or otherwise and in particular without limiting the generality of the foregoing, to guarantee the payment of any money secured by or payable under, or in respect of any shares, debentures, charges, contracts, or securities or obligations of any kind of any person, firm authority or company, British or foreign, including in particular, but without limiting the generality of the foregoing any company which is (within the meaning of Section 154 of the Companies Act 1948 or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company, or a subsidiary of any such holding company and for any of such purposes to mortgage or charge the under-taking and all or any part of the property and rights of the Company, both present and future including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

- (d) re-designating the succeeding sub-paragraphs (m) to (s) as (l) to (r) respectively.

2. That the Regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.


Secretary.

Number of }
Company } 874977

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

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

OF

BRANDED GOODS WHOLESALE (SOUTHAMPTON) LIMITED

Passed 31st March, 1977.

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at

Galen House, Priory Road, St. Denys, Southampton.

on the 31st day of March, 1977, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

1. That Clause 3 of the Memorandum of Association of the Company be amended by:-

(a) deleting sub-paragraph (a) thereof and substituting therefor the following new sub-paragraphs:-

(1) To carry on business as manufacturing and wholesale pharmacists and as dispensers; manufacturers of and dealers in pharmaceutical products, chemicals, drugs, gases, medicines, plasters, disinfectants, toilet requisites and preparations, perfumes, proprietary articles, laboratory re-agents and chemicals, photographic, electrical, surgical, hospital, laboratory and scientific furniture, equipment, apparatus and materials and fertilizers, insecticide, fungicide and veterinary preparations, materials, and equipment, foodstuff, salts, acids, colours, glues, gums, pigments, varnishes, and dyes.

(2) To carry on business as manufacturing and wholesale chemists and druggists, chemical engineers, sterilizers, dyers, cleaners, makers of chemical plant and materials, nurses' outfitters, laboratory proprietors, charcoal manufacturers and to act as analytical and consulting chemists and to undertake analytical and research work of any kind.

Cont.../

Signature

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



(b) re-designating the succeeding sub-paragraphs (b) to (j) as (c) to (k) respectively.

(c) deleting sub-paragraphs (k) and (l) thereof and substituting therefor the following sub-paragraph:-

(1) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit and to enter into any guarantee, contract or indemnity or suretyship, whether by personal covenant or otherwise and in particular without limiting the generality of the foregoing, to guarantee the payment of any money secured by or payable under, or in respect of any shares, debentures, charges, contracts, or securities or obligations of any kind of any person, firm authority or company, British or foreign, including in particular, but without limiting the generality of the foregoing any company which is (within the meaning of Section 154 of the Companies Act 1948 or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company, or a subsidiary of any such holding company and for any of such purposes to mortgage or charge the under-taking and all or any part of the property and rights of the Company, both present and future including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

(d) re-designating the succeeding sub-paragraphs (m) to (s) as (l) to (r) respectively.

2. That the Regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

Path
Secretary

874977/27



[Handwritten signature]

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

BRANDED GOODS WHOLESALE (SOUTHAMPTON) LIMITED
(Adopted by Special Resolution
passed on March 31, 1977)

1. The following regulations and (subject as herein-
after provided) the regulations contained in Part I of Table
A in the First Schedule to the Companies Act, 1948 (hereinafter
called "Table A") shall constitute the Articles of Association
of the Company.
2. Regulations 24, 75, 77, 84 and 89 to 97 (inclusive)
of Table A shall not apply to the Company.
3. The Company is a private company and accordingly:
 - (a) The Directors may, without assigning any reason,
decline to register any transfer of shares.
 - (b) The number of members of the Company (exclusive of
persons who are in the employment of the Company
and of persons who, having been formerly in the
employment of the Company, were while in such
employment and have continued after the determination
of such employment to be members of the Company)
is limited to fifty; Provided that where two or
more persons hold one or more shares in the Company
jointly they shall, for the purposes of this
Article, be treated as a single member.
 - (c) Any invitation to the public to subscribe for any
shares or debentures of the Company is prohibited.
4. The share capital of the Company at the date of
the adoption of these Articles is £100 divided into 100
Ordinary Shares of £1 each.

5. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in Regulation 53 of Table A.
6. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.
7. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two.
8. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in the Company.
9. 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 on its behalf, and shall take effect upon lodgment at the registered office of the Company.
10. A Director may from time to time by writing under his hand appoint another Director or any other person to be his alternate but no such appointment of any person not being a Director shall be operative unless and until approved by the Directors. Every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled in the absence from the United Kingdom of the Director appointing him to sign on his behalf a resolution in writing of the Directors. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between such alternate and the Director appointing him. A Director may by writing under his hand deposited at the registered office of the Company at any time revoke the appointment of an alternate

appointed by him. If a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine.

11. The proviso to Regulation 79 of Table A shall not apply to the Company.

12. (A) A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company on such terms as to remuneration and otherwise as the Directors shall arrange.

(B) A Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. A Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

(C) No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of notice be made with such firm or company shall (if such Director

shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice is shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid.

13. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such other company, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by Ordinary Resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present upon a motion in respect of any matter referred to in this Article and may vote as a Director upon any resolution in respect of any such matter notwithstanding that he is personally interested in such matter.

This is the document
referred to in the
Special Resolution
passed on March 31,
1977.

THE COMPANIES ACTS 1948 to 1967

.....
Chairman

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

BRANDED GOODS WHOLESALE (SOUTHAMPTON) LIMITED
(Adopted by Special Resolution
passed on March 31, 1977)

1. The following regulations and (subject as herein-
after provided) regulations contained in Part I of Table
A in the First Schedule to the Companies Act, 1948 (hereinafter
called "Table A"), shall constitute the Articles of Association
of the Company.
2. Regulations 24, 75, 77, 84 and 89 to 97 (inclusive)
of Table A shall not apply to the Company.
3. The Company is a private company and accordingly:
 - (a) The Directors may, without assigning any reason,
decline to register any transfer of shares.
 - (b) The number of members of the Company (exclusive of
persons who are in the employment of the Company
and of persons who, having been formerly in the
employment of the Company, were while in such
employment and have continued after the determination
of such employment to be members of the Company)
is limited to fifty; Provided that where two or
more persons hold one or more shares in the Company
jointly they shall, for the purposes of this
Article, be treated as a single member.
 - (c) Any invitation to the public to subscribe for any
shares or debentures of the Company is prohibited.
4. The share capital of the Company at the date of
the adoption of these Articles is £100 divided into 100
Ordinary Shares of £1 each.



5. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in Regulation 53 of Table A.
6. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.
7. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two.
8. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in the Company.
9. 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 on its behalf, and shall take effect upon lodgment at the registered office of the Company.
10. A Director may from time to time by writing under his hand appoint another Director or any other person to be his alternate but no such appointment of any person not being a Director shall be operative unless and until approved by the Directors. Every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled in the absence from the United Kingdom of the Director appointing him to sign on his behalf a resolution in writing of the Directors. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between such alternate and the Director appointing him. A Director may by writing under his hand deposited at the registered office of the Company at any time revoke the appointment of an alternate

appointed by him. If a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine.

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12. (A) A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company on such terms as to remuneration and otherwise as the Directors shall arrange.

(B) A Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. A Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

(C) No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of notice be made with such firm or company shall (if such Director

shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice is shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid.

13. The Directors may establish and maintain or procure the establishment and maintenace of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such other company, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested and the wives, widows, families and dependants of any such persons, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by Ordinary Resolution, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. A Director may be counted in the quorum present upon a motion in respect of any matter referred to in this Article and may vote as a Director upon any resolution in respect of any such matter notwithstanding that he is personally interested in such matter.

874977
147

BRANDED GOODS WHOLESALE (SOUTHAMPTON) LIMITED

Minutes of the Annual General Meeting of the Company held at
Galen House, 1/9 Oakley Road, Southampton on 20th October 1983.

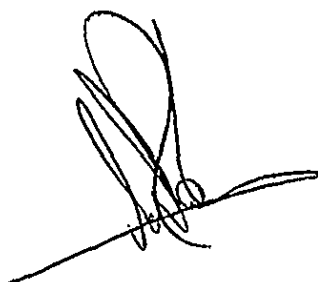
Present: Mr. W. M. Cox
Mr. P. E. Cox
Mr. L. W. Parsons

Accounts

The accounts of the company for the year ended
31st March 1983 were approved.

Auditors

In accordance with Section 12(2) of the Companies
Act 1981 a special resolution was passed in that
as Branded Goods Wholesale (Southampton) Limited
is a dormant company auditors to the company
shall not be appointed.

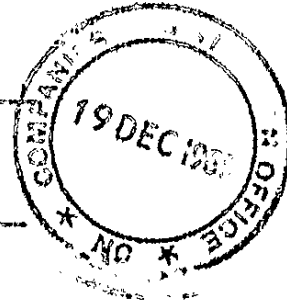
A handwritten signature in black ink, consisting of a large, stylized 'S' or 'B' shape with a long horizontal stroke extending to the right.

No: 874977

The Companies Act 1948

The Companies Act 1958

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

of

BRANDED GOODS WHOLESALE (SOUTHAMPTON) LIMITED

Passed 19th November, 1985

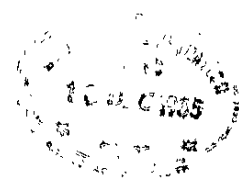
AT an extraordinary general meeting of the above named Company duly convened and held on the 19th day of November 1985 the following resolution was duly passed as a special resolution of the Company:

RESOLUTION

That the name of the Company be changed to TEAMWASTE LIMITED

ANTONY WILLIAM REVELL
.....

Chairman



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1746477

52

I hereby certify that

THE COMPANY (INCORPORATED IN GREAT BRITAIN)

having by special resolution changed its name, is now
incorporated under the name of

THE COMPANY (INCORPORATED IN GREAT BRITAIN)

Given under my hand at the Companies Registration Office,
Cardiff the

6 JANUARY 1963

C R Williams
MRS C R WILLIAMS

an authorised officer

No: 874977

The Companies Act 1948

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BRANDED GOODS WHOLESALE (SOUTHAMPTON) LIMITED

Passed 19th November, 1985

AT an extraordinary general meeting of the above named Company duly convened and held on the 19th day of November 1985 the following resolution was duly passed as a special resolution of the Company:

RESOLUTION

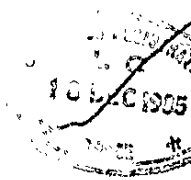
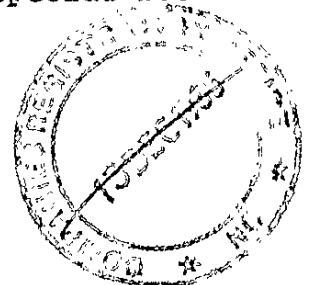
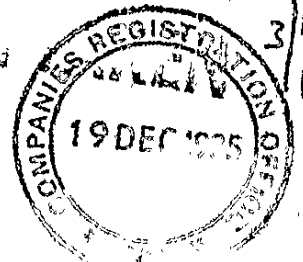
That the name of the Company be changed to TEAMWASTE LIMITED

ANTONY WILLIAM REVELL

Chairman



NAT. 051787 240 -



The Companies Act 1985

Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

874977

TEAMWASTE LIMITED

At the Annual General Meeting of the members of the above-named company, duly convened and held at:

76 South Park, LINCOLN, LN5 8ES

on 31 August 1994

the following SPECIAL RESOLUTION was duly passed, viz:-

RE-APPOINTMENT OF AUDITORS

That the company, having satisfied the provisions of section 250 Companies Act 1985 relating to dormant companies, be and is hereby exempt from the provisions of part Vii of that act relating to audit of accounts.

Signed

Position

NOTE To be filed within 15 days of the passing of the special resolution

1289

