

No. of Company

Form No. 41
(No registration
fee payable)

THE COMPANIES ACTS 1948 TO 1967

Declaration of compliance

Pursuant to Section 15(2) of the Companies Act 1948

Name of Company TRAVROSE Limited* ✓

I, Brian Goldstein, ✓
of 30, City Road,
..... London E.C.1.

Do solemnly and sincerely declare that I am (see note (a) below) a person
named in the Articles of Association as a Secretary. (17)
of TRAVROSE Limited* ✓

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

Declared at 30, City Road,
..... in the county of London

the 25th day of February
one thousand nine hundred and Seventy Five
before me.

..... W. J. Leons ✓
A Commissioner for Oaths (see note (b) below)

(a) "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 "a person named in the articles of association as a secretary"

(b) or Notary Public or Justice of the Peace

* Delete "Limited" if not applicable.

Presented by:

EXPRESS COMPANY REGISTRATIONS LIMITED

Company Registration Agents.

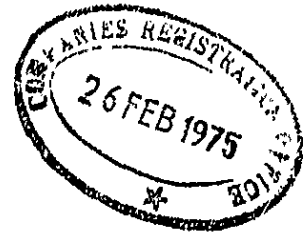
30, City Road.,

London, E.C. 1.

Telephone: 01 400 5101

11326200 2077 * 050.00

COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

TRAVROSE LIMITED

1. The name of the Company is " Travrose Limited
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (A) (1) To carry on the business or businesses of general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement.
 - (2) To undertake and execute agency or commission work of all kinds and to act generally as agents, factors and brokers for the sale or purchase of goods and the provision of services and travel.
 - (3) To carry on all or any of the following businesses: proprietors, of shops, warehouses, workshops and factories of all kinds, hotels, cafes, restaurants, houses, laundrettes, flats, furnished and unfurnished rooms, holiday camps and chalets; wine and spirit merchants, licensed victuallers, bankers, financial agents and brokers, insurance agents and brokers, builders, decorators, contractors, carpenters, joiners, civil, mechanical, heating, electrical, motor and general engineers, film and record producers, theatrical agents, chemists, grocers, greengrocers, tobacconists, confectioners, printers, stationers, garage proprietors, caravan dealers, funeral directors and undertakers, bookmakers, caterers, consultants, estate agents, hairdressers, photographers, security contractors, and detective agents, confirmers and shipping agents.
 - (4) To carry on business as repairers and cleaners of any articles of commercial, manufacturing, personal and household use.

- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property 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 build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or

for any exhibition or for any public, general or useful objects.

- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

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 Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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>M Hope.</i> MICHAEL JOHN HOPE, 30, City Road, London. E.C.1. Company Formation Assistant. ✓	ONE ✓
<i>B Goldstein.</i> BRIAN GOLDSTEIN, 30, City Road, London. E.C.1. Company Director ✓	ONE ✓

DATED the 25th day of February 1975. ✓

WITNESS to the above signatures :

E C Turner
ERIC CHARLES TURNER,
30, City Road,
London, E.C.1.

Company Formation Assistant. ✓

COMPANY LIMITED BY SHARES.

Articles of Association

OF

TRAVROSE LIMITED ✓

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, 75, 79, 126 and 130 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a private Company and Clauses 2,3,4,5 and 6 in Part II of Table A as varied by these Articles shall accordingly apply to the Company. ✓

SHARES

3. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to the provisions of the next following clause hereof (Clause 4).

4. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

LIEN

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER AND TRANSMISSION OF SHARES

6. Clause 3 of Part II of Table A shall not apply to any transfer to a person who is already a member of the Company or to a transferee under the next following clause hereof (Clause 7).

7. Any share may be transferred by a member to any child or other issue, wife, husband, father, mother, brother, sister, son-in-law, daughter-in-law, 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.

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

GENERAL MEETING

9. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

10. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

12. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

14. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

DISQUALIFICATION OF DIRECTORS

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

BORROWING POWERS

16. The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

17. The first Secretary of the Company shall be Brian Goldstein.

✓

ACCOUNTS

18. The directors shall from time to time, in accordance with sections 148, 150 and 157 of the Companies Act 1948 and sections 16 to 22 of The Companies Act 1967, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

AUDIT

19. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Companies Act 1948 and sections 13 and 14 of the Companies Act 1967.

INDEMNITY

20. In addition to the indemnity contained in clause 136 of Part 1 of Table A and subject to the provisions of Section 205 of the Companies Act 1948, every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

M. Hope
MICHAEL JOHN HOPE,
30, City Road,
London. E.C.1.

Company Formation Assistant.

B. Goldstein
BRIAN GOLDSTEIN,
30, City Road,
London. E.C.1.

Company Director.

DATED the 25th day of February 1975.

WITNESS to the above signatures :

E. Charles Turner
ERIC CHARLES TURNER,
30, City Road,
London. E.C.1.

Company Formation Assistant.



CERTIFICATE OF INCORPORATION

No. 1203878

I hereby certify that

TRAVROSE LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the
company is limited.

Witness my hand at London the 17TH MARCH 1975

N Taylor
N. TAYLOR

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1981.

COMPANY LIMITED BY SHARES

RESOLUTIONS
of
TRAVROSE LIMITED

(Passed the Eighteenth day of May 1984).

At an Extraordinary General Meeting of the above named Company duly convened and held at 61 Main Street, Thorner, Nr. Leeds on Friday day the Eighteenth day of May 1984 the following Resolution was duly proposed and passed as a Special Resolution:-

SPECIAL RESOLUTION

1. THAT the Memorandum of Association of the Company be altered with respect to its objects by inserting the following new sub-clause numbered (JJ) immediately after sub-clause (J) of Clause 3 thereof:-

(JJ) Either with or without the Company receiving any consideration direct or indirect from giving any such guarantee to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligation whatsoever of any person firm or company, and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by Section 154 of the Companies Act 1948 or of the company which is for the time being the Company's holding company as defined by the said Section, or another subsidiary, as defined by the said Section, of the Company's holding company or otherwise associated with the Company in business.

DATED this Eighteenth day of May 1984

G. Atkinson
Chairman of the Meeting

Presented by:-

Booth & Co. (MAC),
Phoenix House,
South Parade,
Leeds LS1 1HQ.



- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
- (J) To lend money or give credit on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies.
- (JJ) Either with or without the Company receiving any consideration direct or indirect from giving any such guarantee to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligation whatsoever of any person firm or company, and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by Section 154 of the Companies Act 1948 or of the company which is for the time being the Company's holding company as defined by the said Section, or another subsidiary, as defined by the said Section, of the Company's holding company or otherwise associated with the Company in business.
- (K) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
- (L) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- (M) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (N) To remunerate any person, firm or company rendering services to the Company in any manner and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (O) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

- (P) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- (Q) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or Authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company.
- (R) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.
- (S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- (T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

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 Company has power to increase and divide the shares into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as the Articles of Association may from time to time prescribe.

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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
MICHAEL JOHN HOPE, 30, City Road, London. E.C.1. Company Formation Assistant.	ONE
BRIAN GOLDSTEIN, 30, City Road, London. E.C.1. Company Director	ONE

DATED the 25th day of FEBRUARY, 1975.

WITNESS to the above signatures :

ERIC CHARLES TURNER,
30, City Road,
London, E.C.1.

Company Formation Assistant.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

TRAVROSE LIMITED

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 24, 53, 75, 79, 126 and 130 in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a private Company and Clauses 2,3,4,5 and 6 in Part II of Table A as varied by these Articles shall accordingly apply to the Company.

SHARES

3. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to the provisions of the next following clause hereof (Clause 4).

4. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall in the first instance be offered to the members in proportion (as nearly as may be) to the existing shares held by them, and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the Directors may dispose of the same in such manner as they think most beneficial to the Company.

LIEN

5. The lien conferred by Clause 11, in Part I of Table A shall attach to fully paid up Shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

TRANSFER AND TRANSMISSION OF SHARES

6. Clause 3 of Part II of Table A shall not apply to any transfer to a person who is already a member of the Company or to a transferee under the next following clause hereof (Clause 7).

7. Any share may be transferred by a member to any child or other issue, wife, husband, father, mother, brother, sister, son-in-law, daughter-in-law, 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.

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

GENERAL MEETING

9. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

10. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

11. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than seven. If and so long as there is a sole Director, such Director may act alone in exercising all the powers and authorities vested in the Directors.

12. The first Directors of the Company shall be determined in writing by the Subscribers to the Memorandum of Association of the Company.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

14. Any Director may appoint any person approved by the Board to be an alternate Director and such appointment shall have effect and such appointee, whilst he holds office as an alternate Director, shall be entitled to receive notice of Meetings of Directors and to attend and vote thereat, but he shall not require any qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between the said Director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting. Any appointment or revocation made under this clause, shall be in writing under the hand of the Director making the same.

DISQUALIFICATION OF DIRECTORS

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

BORROWING POWERS

16. The Directors may exercise all the powers of the company to borrow money, and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

17. The first Secretary of the Company shall be Brian Goldstein.

ACCOUNTS

18. The directors shall from time to time, in accordance with sections 148, 150 and 157 of the Companies Act 1948 and sections 16 to 22 of The Companies Act 1967, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

AUDIT

19. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Companies Act 1948 and sections 13 and 14 of the Companies Act 1967.

INDEMNITY

20. In addition to the indemnity contained in clause 136 of Part 1 of Table A and subject to the provisions of Section 205 of the Companies Act 1948, every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MICHAEL JOHN HOPE,
30, City Road,
London. E.C.1.

Company Formation Assistant.

BRIAN GOLDSTEIN,
30, City Road,
London. E.C.1.

Company Director.

DATED the 25th day of FEBRUARY 1975.

WITNESS to the above signatures :

ERIC CHARLES TURNER,
30, City Road,
London. E.C.1.

Company Formation Assistant.

1203878
30

Certified a true complete
and up to date copy of the
written Memorandum and
Articles of Association

THE COMPANIES ACTS 1948 to 1967.

Director
Date 25-May 1984

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

TRAVROSE LIMITED

1. The name of the Company is "Travrose Limited"
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:-
 - (A) (1) To carry on the business or businesses of general merchants, exporters, importers, manufacturers, factors, hirers, mail order dealers, brokers and dealers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement.
 - (2) To undertake and execute agency or commission work of all kinds and to act generally as agents, factors and brokers for the sale or purchase of goods and the provision of services and travel.
 - (3) To carry on all or any of the following businesses: proprietors, of shops, warehouses, workshops and factories of all kinds, hotels, cafes, restaurants, houses, laund-erettes, flats, furnished and unfurnished rooms, holiday camps and chalets; wine and spirit merchants, licensed victuallers, bankers, financial agents and brokers, insur-ance agents and brokers, builders, decorators, contractors, carpenters, joiners, civil, mechanical, heating, electric-al, motor and general engineers, film and record producers, theatrical agents, chemists, grocers, greengrocers, tobac-conists, confectioners, printers, stationers, garage pro-prietors, caravan dealers, funeral directors and under-takers, bookmakers, caterers, consultants, estate agents, hairdressers, photographers, security contractors, and detective agents, confirmers and shipping agents.
 - (4) To carry on business as repairers and cleaners of any articles of commercial, manufacturing, personal household use.



- (B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- (C) To purchase, take on lease, exchange, hire or otherwise acquire, any real or personal property 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 build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- (E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital.
- (F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.
- (G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stocks, Bonds or securities of any other company or corporation carrying on business in any part of the world.
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

A

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1981

Form No. 3

**Notice of new accounting reference
date given during the course of an
accounting reference period**

Pursuant to section 3(1) of the Companies Act 1976

3

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

To the Registrar of Companies

For official use

Company number

311

1203878

Name of company

TRAVROSE

Limited*

*delete if
inappropriate

Note

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 0 0 6

†delete as
appropriate

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3 0 0 6 1 9 8 5

See note 4(c) and
complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____
the accounting reference date of which is _____

Signed

[Signature]

[Director] [Secretary] † Date 27.2.85

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

MJM/W 0359

BUCKLE, BARTON & CO.,
Sanderson House,
22, Station Road,
Horsforth, LS18 5NT

For official use
General section

Post room



THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

35

1203878

Name of Company

TRAVROSE

Limited*

*delete if
inappropriate†delete as
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special]† resolution of the company dated 30TH OCTOBER 1985

the nominal capital of the company has been increased by the addition thereto of the sum of
£ 999,900 beyond the registered capital of £ 100A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
999,900	ORDINARY	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:Please tick here if
continued overleaf†delete as
appropriate

Signed

[Director] [Secretary]† Date 8 November 1985

Presenter's name, address and
reference (if any): JC/W 0359BUCKLE, BARTON & CO.,
Sanderson House,
42, Station Road,
Lorsforth, LS18 5NTFor official use
General section

Post room



Number of
Company } 1203878

134

8/12

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 241 (2) of the Companies Act 1948)

OF

TRAVROSE

LIMITED

Passed 30TH OCTOBER, 1985.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Leeds No 4 Bond, Gelderd

. Gelderd Road

. Leeds LS12 6HJ

on the 30th day of October, 1985, the subjoined
SPECIAL RESOLUTION duly passed, viz. :—

RESOLUTION

- 1) That the capital of the company be increased from £100 to £1,000,000 by the creation of 999,900 ordinary shares of £1 each. Such shares to rank *pari passu* in all respects with the existing shares in the capital of the company.
- 2) That the sum of £25,000 being part of the undistributed profits of the company standing to the credit of reserves be capitalised and that the same be applied in paying up in full 25,000 new ordinary shares of £1 each in the capital of the company and that such fully paid ordinary shares be allocated to those persons who on 30th June 1985 were registered as holders of ordinary shares in the company at the rate of four hundred fully paid ordinary shares for every ordinary share held in the capital of the company.

Signature

COMPANY SECRETARY

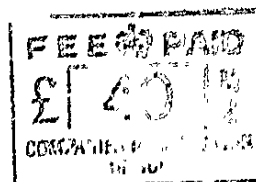
To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

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



Number of } 1203878
Company }

The Companies Act 1985



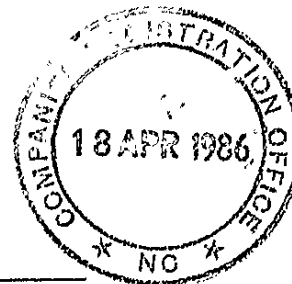
COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

TRAVROSE LIMITED ✓



Passed 28th February , 19 86

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Leeds No. 4 Bond, Gelderd Road, Leeds, LS12 6HJ

on the 28th day of February , 1986, the subjoined SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

That the name of the Company be changed from Travrose Limited to CRAVEN SUPPLY LIMITED.



W / M

Signature.....
..... Company Secretary.

To be signed by the Chairman, a Director, or the Secretary of the Company.



EL0-00-
YORKS
001908

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

[P.T.O.]

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1203878

I hereby certify that

TRAVROSE LIMITED

having by special resolution changed its name, is now

incorporated under the name of

CRAVEN SUPPLY LIMITED

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

24TH APRIL 1986

A handwritten signature in dark ink, appearing to read 'E. J. Jones'.

MRS. E. J. JONES

an authorised officer

No:- 1203878

THE COMPANIES ACTS 1948 TO 1967

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

OF

CRAVEN SUPPLY LIMITED

At an Extraordinary General Meeting of the above named Company duly convened and held at Leeds No. 4 Bond, Gelderd Road, Leeds LS12 6HJ

on Friday the Third day of June 1988 the following Resolution was duly proposed and passed as a Special Resolution:-

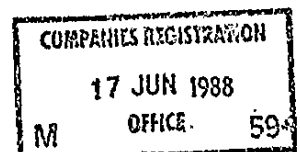
SPECIAL RESOLUTION

That the form of guarantee in favour of Yorkshire Bank PLC now produced to the Meeting be and the same is hereby approved and the Directors are hereby authorised to procure the execution under seal of such document by the Company.

Presented by:-

.....
Chairman of the Meeting

Booth & Co., (Ref: MAC/RPEB)
Sovereign House,
South Parade,
Leeds LS1 1HQ.



No. 1203878

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CRAVEN SUPPLY LIMITED
Passed the 31st August 1989

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Gelderd Road, Leeds LS12 6HJ on Thursday 31st August 1989 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

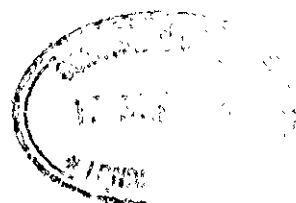
RESOLUTION

That the regulations contained in the document submitted to the Meeting and, for the purposes of identification, subscribed by the Chairman thereof, be 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.

Presented:-
THE LONDON & W. GENTRY LTD.
TEMPLE CHAMBERS,
TEMPLE AVENUE,
LONDON EC4V 0HP

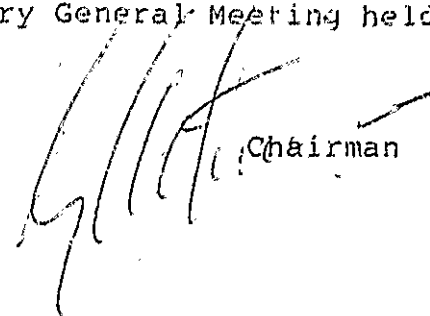
LEED/SIMP.


Chairman



This is a copy of the new Articles of Association of the Company referred to in the Special Resolution passed at the Extraordinary General Meeting held on Thursday 31st August 1989.

No 1203878

Chairman

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

CRAVEN SUPPLY LIMITED

PRELIMINARY

1. (A) The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended) (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are hereby modified or excluded. The regulations applicable to the Company under any former enactment relating to companies shall not apply.
- (B) Regulations 8, 24, and 73 to 80 inclusive, of Table A shall not apply to the Company.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. At the date of adoption of these Articles as the Articles of Association of the Company the share capital of the Company is £1,000,000 divided into 1,000,000 Ordinary Shares of £1 each.
4. (A) The Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of Section 80(2) of the Companies Act 1985).
- (B) The general authority conferred by this Article shall:-
 - (i) extend to all relevant securities of the Company from time to time unissued during the currency of

such authority (including any relevant securities hereafter created);

- (ii) expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting; and
- (iii) entitle the Directors to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry thereof.

5. Subject to and without prejudice to the generality of the provisions of Article 4 any shares hereafter created shall be under the control of the Directors who may allot, grant options over or otherwise deal with or dispose of the same to such persons (including the Directors themselves) on such terms and in such manner as they think fit, provided that no shares shall be issued at a discount.

6. In accordance with Section 91(1) of the Companies Act 1985, Sections 89(1) and 90(1) to (6) inclusive of that Act shall be excluded from applying to the Company.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

CALLS ON SHARES

8. The following sentence shall be added to the end of regulation 15 of Table A: "Such persons shall also pay to the Company all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

9. 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.

TRANSMISSION OF SHARES

10. A person becoming entitled to a share by reason of the death or bankruptcy of a member shall not, before being registered as a member in respect of the share, be entitled to receive a copy of any balance sheet (or other document required by law to be annexed thereto) or any notice of a General Meeting, and regulations 31 and 38 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

11. There shall be added at the end of regulation 41 of Table A the words "and if at the adjourned Meeting a quorum is not present within fifteen minutes after the time appointed for the Meeting, one person entitled to be counted in a quorum present at the Meeting shall be a quorum."

12. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

VOTES OF MEMBERS

13. A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.

DELEGATION OF DIRECTORS' POWERS

14. The following words shall be added after the words "one or more directors" in regulation 72 of Table A:-

"who shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company".

APPOINTMENT DISQUALIFICATION AND REMOVAL OF DIRECTORS

15. (A) The Directors shall not be liable to retire by rotation.

(B) A Director shall not be required to hold any share qualification.

16. (A) The Company may by Ordinary Resolution appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

- (B) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the maximum number of Directors (if there be any maximum) is not exceeded.

17. Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate, his office as a Director on or by reason of his attaining or having attained the age of seventy, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such.

ASSOCIATE DIRECTORS

18. The Directors may from time to time appoint any one or more persons to the office of Associate Director for such period, at such remuneration (if any) and generally on such terms as they shall think fit, including the terms that any such Director shall be entitled to such rights and powers only and be subject to such restrictions in all respects as shall be conferred upon him defined or arranged at the time of appointment or subsequently. Subject as aforesaid an Associate Director shall not be entitled to notice of or to attend meetings of the Directors except in cases where the Directors resolve that his presence is required. Such terms, rights, powers, restrictions and title may be so defined either absolutely and in fixed terms or by reference to the discretion and decision from time to time of the Board of Directors. The appointment of an Associate Director hereunder shall not constitute him as a Director within the meaning of the expression "Director" as defined in the Companies Act 1985, and he shall remain at all times and in all respects subject to the control of the Directors and he may at any time be removed or suspended from office by the Directors. A Director appointed under this Article shall not (a) be remunerated as a Director pursuant to regulation 82 of Table A; (b) be counted in the quorum at a meeting of Directors or be entitled to vote thereat; (c) be authorised to act as a Director in the affixing of the seal; or (d) be counted for the purposes of calculating the number of Directors pursuant to regulation 64 of Table A.

REMUNERATION OF DIRECTORS

19. The following words shall be added after the words "from day to day" in regulation 82 of Table A: "Such remuneration shall be divided among them in such proportions and in such manner as they shall agree, or in default of unanimous agreement equally. Any resolution of the Board of Directors reducing or postponing the time for payment of the Directors' remuneration shall bind all the Directors".

PROCEEDINGS OF THE DIRECTORS

20. Subject to the provisions of Section 317 of the Act, a Director may vote on any contract or arrangement in which he is interested and on any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulations 94 and 95 of Table A shall be modified accordingly.

Number of
Company

1203878

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

OF

CRAVEN SUPPLY LIMITED

Passed 5 November 1991

On the 5th day of November 1991, the
subjoined ELECTIVE RESOLUTIONS were duly passed, viz: -

RESOLUTIONS

1. THAT the company elect to dispense with the holding of annual general meetings in accordance with Section 366a of the Companies Act 1985.
2. THAT the company elect to dispense with the laying of accounts and reports before general meeting in accordance with Section 252 of the Companies Act 1985.
3. THAT the company elect to dispense with the requirement to appoint auditors annually in accordance with Section 386 of the Companies Act 1985.

Signature

[Handwritten Signature]
COMPANY SECRETARY

To be signed by the
Chairman, a Director or
the Secretary of the
company.