Company Number 1225619 11/5

Forms Nos. 4 and 41

THE COMPANIES ACTS 1948 TO 1967

P. & R. SCHNEIDER Limited.

I, Francis Albert Dean

of 38/40, Featherstone Street, London, E.C.1. (16)

do solemnly and sincerely declare that I am a

delete (a) or (b) (a) ~~[illegible]~~

delete Director or Secretary (b) person named in the Articles of Association as a Director/Secretary

of P. & R. SCHNEIDER

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 conscientously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act 1835"

(signed) [signature]

DECLARED at 38/40, Featherstone Street, London, E.C.1.

the 26th day of August 1975 before me,

or a Notary Public or Justice of the Peace

A Commissioner for Oaths.

This margin is reserved for binding

Notice OF THE SITUATION OF THE REGISTERED OFFICE of the said Company

To The Registrar of Companies

The said Company hereby gives you notice, in accordance with Section 107 of the Companies Act 1948, that the Registered Office of the said Company is situate at

Full Postal Address 41/43 Sunbridge Road, Bradford BD1 2AS.

delete Director or Secretary (signed) [signature] [redacted]/Secretary

Dated the 26th day of August 1975

PRESENTED for filing by:

Reference

43294/2

1225619 /3

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

P. & R. SCHNEIDER LIMITED

27 AUG 1975

1. The name of the Company is "P. & R. SCHNEIDER LIMITED".

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

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

(a) To carry on all or any of the businesses of manufacturers, converters, importers, exporters of, and dealers in fabrics, textiles, cloths, fibres and yarns of all kinds, weavers, spinners, cutters, strippers, scribblers, top makers, printers, carders, dyes and finishers; and to knit, link seam, over-lock, tab, press and make up, comb, double, prepare, scribble, card, dye, bleach, colour or otherwise manufacture, buy, sell, import, export and deal in fabrics, cloths, and fibrous substances; and to carry on business as textile engineers, mill owners, manufacturers, merchants, importers, exporters, factors, agents, repairers, hirers, distributors and sellers of, and dealers in textile machinery, plant, tools and equipment of all kinds, general engineers, electricians, wood and metal workers, ironmongers and hardware dealers, depository proprietors, storage contractors, wharfingers, carriers, garage proprietors, shipping and forwarding agents, general warehousemen and storekeepers, merchants, traders and commission agents, and to buy, sell, import, export, prepare for market and otherwise deal in all goods, produce, appliances, articles, commodities and things capable of being advantageously dealt with in connection with the before-mentioned businesses, or any of them, or likely to be required by customers of, or persons having dealings with the Company.

29 AUG 1975

PL 3287

(b) To carry on any other business of any description which in the opinion of the directors may be capable of being conveniently or advantageously carried on in connection with or as ancillary to any of the above businesses or the general business of the Company.

(c) To purchase sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.

(d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company, and to grant rights thereout.

(f) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.

(g) To manage develop, sell, lease, mortgage, grant licences or rights of, in, or over or otherwise turn to account or in any other manner deal with or dispose of the undertaking and all or any of the property or assets of the Company with power to accept shares, debentures or securities of, or interests in, any other company.

(h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.

(i) To invest, lend, or otherwise deal with unemployed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.

(j) To guarantee, support or secure, whether 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 means, the performance of, the obligations of and the repayment or payment of the principal amounts and of any premiums,

interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by section 154 of the Companies Act 1948,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 borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

(l) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.

(m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.

(n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(o) To remunerate employees of the Company out of or in proportion to the profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.

(p) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.

(q) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the shares or securities of such company.

(r) To remunerate the directors of the Company in any manner the Company may think fit and to pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist financially, whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or

ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.

(s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.

(t) To act as or through trustees, agents, secretaries, managers, brokers or sub-contractors, and to perform the duties of any office undertaken by the Company.

(u) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.

(v) To distribute any property of the Company in specie among the members.

(w) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and the objects therein mentioned shall be neither limited nor restricted by reference to or inference from any other sub-clause or the name of the Company and neither shall they or any of them be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is £100,000 divided into 100,000 shares of One pound each. Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company.

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.
LEONARD H. LEWIS, 38-40 Featherstone Street, London, E.C.1. Company Director.	One ONE
FRANCIS A. DEAN, 38-40 Featherstone Street, London, E.C.1. Company Director.	One ONE

DATED the 1st day of July, 1975.

WITNESS to the above Signatures :-

P. J. LEWIS,
38-40 Featherstone Street,
London, E.C.1.

Company Director.

1225619 14

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

P. & R. SCHNEIDER LIMITED

PRELIMINARY

1. Subject as hereinafter provided the regulations set out in Part I of Table A in the First Schedule to the Companies Act, 1948 shall apply to the Company. Part I of Table A aforesaid is hereinafter referred to as "Table A".

2. The following regulations of Table A shall not apply to the Company videlicet :- 22, 24, 40 to 43 inclusive, 53, 58, 75, 79, 84(2), 84(4), 88 and 130.

PRIVATE COMPANY

3. The Company is a private company within the meaning of the Act and accordingly :-

   (A) The right to transfer shares is restricted in manner hereinafter provided.

   (B) The number of the members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that 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 purpose of this article, be treated as a single person.

   (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

   (D) The Company shall not have power to issue share warrants to bearer.

SHARES

4. Subject to Article 3, the directors may allot or otherwise dispose of the

shares of the Company to such persons and for such consideration and upon such terms and conditions as they may determine, but so that, except as provided by section 57 of the Act, no shares shall be issued at a discount.

LIEN

5. The lien conferred by regulation 11 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER AND TRANSMISSION OF SHARES

6. The instrument of transfer of any share shall be executed by or on behalf of the transferor and (except in the case of the transfer of a fully paid share) by or on behalf of the transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

7. (1) Subject as in these Articles provided, any share may be transferred to any member of the Company and any share may be transferred by a member to his or her wife or husband, descendant, parent, brother or sister, nephew or niece or to the trustees of a settlement created inter vivos by such member whereunder no person is or may be a beneficiary who is not his or her wife or husband or any such relative as aforesaid and any share of a deceased member may be transferred to his or her widow or widower or any such relative as aforesaid or transferred to or placed in the names of his or her personal representatives or trustees if (but only if) it will be held by them upon trusts created by such member's will or arising on his or her intestacy whereunder no person is or may be a beneficiary who is not his or her widow or widower or any such relative as aforesaid and where any share is held upon such trusts as aforesaid it may upon the appointment of a new trustee or new trustees thereof be transferred to him or them or to the continuing and new trustees thereof. In any such circumstances (but subject as aforesaid) the provisions of paragraph (5) of this article shall not apply save to ensure that the number of members shall not exceed the limit prescribed by Article 3 or to prevent a transfer of shares on which the Company has a lien. For the purpose of this paragraph "descendant" shall include an adopted child.

(2) Save as aforesaid, a share shall not be transferred unless it first be offered to the other members at a fair value to be fixed at the cost of the Company by the Company's auditors. A member (hereinafter referred to as a "retiring member") wishing to transfer a share or shares otherwise than as aforesaid shall give notice thereof in writing to the Company and such notice (hereinafter referred to as a "transfer notice") shall constitute the Company his agent for the sale in accordance with the provisions of this article of the share or shares comprised therein at the fair value fixed as aforesaid. A transfer notice may not be withdrawn except with the

consent of the directors. After the fixing as aforesaid of the fair value of the share or shares comprised in a transfer notice, the directors shall proceed to seek a purchaser or purchasers therefor amongst the other members (including any of their own body who are members). In the case of competition amongst the other members therefor, the same shall be apportioned amongst those wishing to purchase the same as nearly as may be in proportion to their respective holdings of shares, but so that no member shall be required to purchase more shares than he has expressed his willingness to purchase. Any question of difficulty shall be resolved by the directors in such manner as they think most beneficial to the Company.

(3) Upon the finding of a purchasing member or members the Company shall give notice thereof to the retiring member and the sale or sales shall be completed within seven days thereafter. If the retiring member fails so to complete any such sale, the directors shall nominate some person to transfer the share or shares comprised in such sale to the purchasing member and shall receive the purchase money and register the purchasing member as the holder of such share or shares and issue to him a certificate therefor. The retiring member shall deliver to the Company his certificate or certificates comprising or including such shares or share and shall thereupon be paid the purchase-money and any necessary balance certificate shall be issued to him.

(4) If within twenty-eight days after the fixing of the fair value as aforesaid no purchasing member has been found for the share or shares or some of the shares comprised in the transfer notice, the directors shall give notice thereof to the retiring member and in such case, and also if a purchasing member has failed duly to complete his purchase, the retiring member may at any time within six months after such notice was given to him, but subject to the provisions of paragraph (5) of this article, transfer the share or shares in question to any person and for any consideration.

(5) Subject as in this Article otherwise provided, 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.

(6) Any direction, whether by way of renunciation, nomination or otherwise, by a member entitled to an allotment of shares, to the effect that such shares or any of them be allotted or issued to some person other than himself shall for the purposes of this article be deemed to constitute a transfer of the share or shares comprised in such direction and, except in the case of a transfer permitted by paragraph (1) of this article, shall be deemed to constitute a transfer notice comprising such share or shares and the foregoing provisions of this article shall apply accordingly.

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum.

9. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS

10. The number of the directors shall not be more than five but the Company in general meeting may increase or reduce this limit. The first directors shall be appointed in writing by the subscribers of the Memorandum of Association of the Company.

11. A person may be appointed or elected a director notwithstanding that he shall have attained the age of 70 years and no director shall be liable to vacate office by reason of his attaining or having attained that or any other age.

BORROWING POWERS OF DIRECTORS

12. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, 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.

POWERS AND DUTIES OF DIRECTORS

13. Subject to the provisions of section 199 of the Act, a director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a director. A director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

ALTERNATE DIRECTOR

14. Any director being or being about to go outside the United Kingdom may by notice in writing to the Company appoint some other person approved by all the other directors to be his alternate or substitute director during his absence, such alternate director having in all respects the same rights (other than any right to remuneration) and powers as the appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him and may also be removed by notice in writing to the Company given by a majority of the other directors.

DISQUALIFICATION OF DIRECTORS

15. The office of director shall be vacated if the director :-

    (A) Fails to obtain his share qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his share qualification.

    (B) Becomes bankrupt or suspends payment or compounds with his creditors.

    (C) Becomes prohibited from being a director by reason of any order made under section 188 of the Act.

    (D) Becomes of unsound mind.

    (E) Is absent from directors' meetings for six calendar months without reasonable excuse and without the consent of the other directors and they resolve that he vacate office.

    (F) Resigns his office by notice in writing to the Company.

SECRETARY

16. The first Secretary of the Company shall be FRANCIS ALBERT DEAN.

AUDIT

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

INDEMNITY

18. Subject to section 205 of the Act and in addition to such indemnity as is contained in regulation 136 of Table A, every director, officer, or official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Names, Addresses and Descriptions of Subscribers.

LEONARD H. LEWIS,
38-40 Featherstone Street,
London, E.C.1.

Company Director.

FRANCIS A. DEAN,
38-40 Featherstone Street,
London, E.C.1.

Company Director.

DATED the 1st day of July, 1975.

WITNESS to the above Signatures :-

P. J. LEWIS,
38-40 Featherstone Street,
London, E.C.1.

Company Director.

CERTIFICATE OF INCORPORATION

No. 1225619

I hereby certify that

P. & R. SCHNEIDER LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the 8th September 1975

R. W. WESTLEY

[redacted] *Registrar of Companies*

C.173

020736/6

Company Number 1225619

25

COMPANIES REGISTRATION OFFICE 30 X 80

£40 PAID £4000 REGISTRATION

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

P. & R. SCHNEIDER LIMITED.

PASSED the 17th day of October 1980.

AT an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened and held at Shearbridge Mills, Great Horton Road, Bradford

on the 17th day of October 1980. the following SPECIAL RESOLUTION was duly passed:-

That the name of the Company be changed to :-

A. M. C. LIMITED

P. Schneider

CHAIRMAN.

30 OCT 1980

BRITISH COMPANY REGISTRATION AGENTS LTD.
37-45 PAUL STREET
LONDON EC2A 4PB
TEL: 01 251 0344
CA 2765

NOTES:
(1) A copy of this Resolution should be signed by the Chairman of the Meeting or by a Director or the Secretary of the Company whose position should be stated under his name.
(2) A copy of this Resolution is required to be filed with the registrar of Companies within 15 DAYS after it has been passed and can be sent to Lewis Coates & Lucas Ltd. for that purpose.

FILE COPY

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 1225619

/26.

I hereby certify that

P. & R. SCHNEIDER LIMITED

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

A.M.C. LIMITED

Given under my hand at Cardiff the 14TH NOVEMBER 1980

E. A. WILSON

Assistant Registrar of Companies

C.172

MOATE, THORPE & CO.
CHARTERED ACCOUNTANTS

DAVID W. MOATE, F.C.A.

1225614/33

40, Curzon Street,
Mayfair,
London, W1Y 7RF

TELEPHONE: 01-493 4228
01-499 7804

OUR REF.

YOUR REF.

Mrs. D. Horsley
The Secretary
Ascold Import & Export Co. Ltd.
AMC Ltd.
Ascold Yarns Ltd.
E. Schneider (Speciality Fibres) Ltd.

Shearbridge Mills, Bradford
and
40 Curzon Street, London W.1

16th November 1981

We formally herewith give you notice of resignation as auditors of the above companies, and confirm that there are no circumstances connected with our resignations which we consider should be brought to the notice of the members or creditors of the company.

David Moate
MOATE, THORPE & CO.

COMPANIES REGISTRATION
18 DEC 1981

RESIDENCE DAVID MOATE FCA 6 TREBECK STREET MAYFAIR LONDON W1 TELEPHONE 01-499 8913

COMPANIES ACTS 1948 TO 1976

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

Please do not write in this binding margin

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

To the Registrar of Companies

For official use: 044

Company number: 1225619

Name of company

*delete if inappropriate

A. M. C

Limited *

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
30	06

†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
30	06	1984

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:

‡delete as appropriate

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

_____, company number _____

the accounting reference date of which is _____

§delete as appropriate

Signed D. Halsey [~~Director~~] [Secretary] § Date 15/6/84

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

BAKER ROOKE
Chartered Accountants
1A MANOR ROW
BRADFORD, BD1 4NS

PAB/JW/A 23

For official use
General section

Post room

4 JUL 1984

COMPANIES REGISTRATION OFFICE 21 JUN 1984

COMPANIES REGISTRATION 4 JUL 1984

Company Number: 1225619

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF

...A.M.C. Limited..... LIMITED

We, the undersigned hereby agree to the following Resolutions in accordance with Section 381A of the Companies Act 1985:

1 That, with effect from the date of passing of this Elective Resolution in accordance with Section 366A of the Companies Act 1985, the Company shall not hold annual general meetings and, accordingly, no Director shall be required to retire by rotation under the Company's Articles of Association.

2 That, with effect from the date of passing this Elective Resolution in accordance with Section 252 of the Companies Act 1985, the Directors shall not be required to lay before the company in general meetings, accounts and reports in respect of the financial year during which this Resolution is passed and subsequent financial years.

3 That, with effect from the date of passing this Elective Resolution in accordance with Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint auditors annually and, accordingly, the Company's auditors, Spicer & Oppenheim, shall remain in office until the Company or the auditors otherwise determine and the Directors are hereby authorised from time to time to fix their remuneration.

Name: ..R.N.Balme..... Signature: .....

Name: A.D.N.Balme..... Signature: .....

Name: ..S.G.Balme..... Signature: .....

Name: ..... Signature: .....

Dated this 29th day of June 19 90