

No. of Company.....1231244

For. No. 41

THE COMPANIES ACTS 1948 TO 1967

Declaration of Compliance

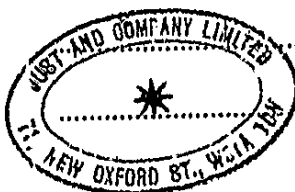
with the requirements of the Companies Act, 1948 to 1967
on application for registration of a Company.

Pursuant to Section 15(2)

Name of Company :

SIGNIFORD
LIMITED

Presented by



JUST AND COMPANY LTD.
Company Printers and Registration Agents
71 NEW OXFORD STREET
LONDON, WC1A 1DN
Telephone: 01-240 3242

I, Martin Dudley Casey
of 71 New Oxford Street
London WC1A 1DN

Delete words not
applicable

Do solemnly and sincerely declare that I am ~~I a solicitor of the~~
~~Supreme Court engaged in the formation~~ (a) [a person named in the
Articles of Association as a ~~Director/Secretary~~]

The word 'Limited'
must appear in full
when applicable

of SIGN FORD 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 10, Soho Square
London W1

This declaration
must not be dated
prior to the date(s)
of the other
documents

the 2nd day of August
one thousand nine hundred and seventy-five
before me.

[Signature]
(b) A Commissioner for Oaths.

M. Casey

(a) or in Scotland 'a Solicitor engaged in the formation'

(b) or Notary Public, Justice of the Peace or a Solicitor having
the power conferred on a Commissioner for Oaths

1231244 / 3

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

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• IN 050.00

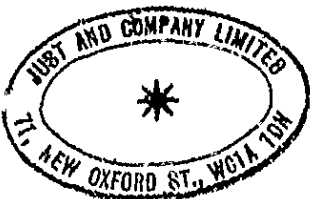
Memorandum of Association

OF

SIGNFORD LIMITED



1. The name of the Company is :— SIGNFORD 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 accountants; addressers; advertising agents; advertising contractors; agents; agricultural engineers; aircraft proprietors and charterers; amusement caterers; analysts; antique dealers; architectural consultants; art gallery owners; artists; auctioneers; bakers; bankers; beauticians; betting shop proprietors; boat builders; bookbinders; booksellers; boutique proprietors; brokers; builders; building contractors; builders' merchants; business consultants; business machine dealers; business transfer agents; butchers; cabinet makers; café proprietors; camping ground proprietors; car hirers; caravan dealers; carpenters; carpet planners; case makers; caterers; catering equipment dealers; cattle dealers; cellulose sprayers; chandlers; check traders; chemists; chinaware dealers; cinema proprietors; circus proprietors; civil engineers; cleaners; clinic proprietors; clock and watch dealers; clothing manufacturers, outworkers, repairers, wholesalers and retailers; club owners; coach owners and hirers; coal merchants; coin dealers; cold storage proprietors; college proprietors; commercial artists; commission agents;



commodity brokers; company promoters; company registrars; company secretaries; computer programmers and analysts; concert agents and promoters; concert hall owners; confectioners; conference organisers; confirming house proprietors; constructional engineers; consultants; container hirers; control equipment dealers; cooked meat purveyors; copying and type-writing office proprietors; cosmetics dealers; costing consultants; costumiers; curtain makers; cutlers; cycle dealers; dairymen; data processing consultants and contractors; debt collectors; decorators; demolition contractors; dental mechanics; designers; diamond merchants; die-casters; die-sinkers; die-stampers; direct mail contractors; discotheque owners; discount traders; display contractors; "do-it-yourself" retailers; dog breeders; domestic appliance dealers; double glazing contractors; drapers; draughtsmen; dress agents; dressmakers; driving instructors; drug store proprietors; dry rot and insect infestation remedial specialists; dyers and cleaners; earth moving contractors; educational suppliers; electrical dealers; electrical engineers; electro-medical apparatus dealers; electronics engineers; employment agents; enamellers; engravers; enquiry agents; entertainment agents; entertainment contractors; envelope manufacturers; escort service providers; estate agents; estate developers; excavation contractors; exhibition contractors; exhibition organisers; export packers; exporters; export agents; factors; fancy goods dealers; farm machinery dealers; farmers; fashion artists; fencing manufacturers and contractors; fertiliser dealers; fibreglass fabricators; film distributors; film editors; film producers; financiers; financial advisers and consultants; financial agents; fine art publishers and dealers; fire protection specialists; fish fryers; fishmongers; fishing tackle dealers; fitters; flooring contractors; florists; food manufacturers and importers; footwear dealers; forwarding agents; fruit and vegetable merchants; fuel merchants; funeral directors; furnishers; furniture dealers; furriers; garage proprietors; garden centre proprietors; garden equipment and tools dealers; gas fitters; general dealers; general merchants; general store proprietors; gift shop proprietors; glass merchants; glassware dealers; glaziers; glovers; goldsmiths; gramophone record dealers; graphic designers; greengrocers; greetings cards dealers; grocers; gunsmiths; haberdashers; hairdressers; handicraft dealers; hardware merchants; hatters; haulage contractors; health food dealers; heating engineers and contractors; horse dealers; horticultural dealers; hosiers; hospital equipment suppliers; hoteliers; house furnishers; hydraulic engineers; ice cream vendors; illustrators; importers; import agents; impresarios; index systems manufacturers; industrial consultants; industrial estate developers; instrument makers; insulation

contractors; insurance agents and brokers; interior decorators;
 interpreters; investigators; investment managers; investors;
 jewellers; jig and tool makers; job stock buyers; joiners;
 journalists; kennel owners; kitchen designers; kitchen equip-
 ment dealers; knitwear dealers; lamp and lampshade dealers;
 landscape gardeners; launderers; law agents; law stationers;
 leather goods dealers; library proprietors; lighting equipment
 dealers; lighting engineers; lime and cement merchants;
 lingerie dealers; literary agents; lithographers; locksmiths;
 lorry owners; machinery dealers; machine tool dealers;
 machinery removers; mail order agents and dealers; man-
 agement consultants; manufacturers; manufacturers' agents;
 marine engineers; marketing consultants; marriage bureau
 proprietors; medallists; metal merchants; metal refiners; metal
 treatment specialists; metal workers; microfilm specialists;
 milliners; mine owners; mineral dealers; model agents; model
 makers; moneylenders; monumental masons; mortgage brok-
 ers; motor accessory dealers; motor body builders; motor
 dealers; motor engineers; motor vehicle repairers; motor cycle
 dealers and repairers; museum owners; musicians; music
 publishers; musical instrument dealers; nautical instrument
 dealers; newsagents; newspaper proprietors; night club owners;
 novelty dealers; nursery school proprietors; nursery equipment
 dealers; nurserymen; office cleaners; office equipment deal-
 ers; oil brokers; oil merchants; optical goods dealers; opti-
 cians; outfitters; packers; packaging designers; painters; tint
 dealers; panel beaters; paper merchants; paper converters;
 paper agents; paperhangers; pastrycooks; patent agents; pat-
 tern makers; paving contractors; perfumiers; pet food dealers;
 pet shop proprietors; petrol and oil dealers; pharmacists;
 photocopyists; photo-lithographers; photo-printers; photo-
 graphers; photographic equipment and sundries dealers;
 photographic processors; piano dealers; picture framers;
 picture restorers; pie makers; pile driving contractors; pipe
 and tube manufacturers and merchants; plant and machinery
 merchants and hirers; plasterers; plastics moulders and
 fabricators; plastics merchants; platers; pleaters; plumbers;
 plumbers' merchants; polish manufacturers; polishers; portable
 buildings manufacturers; potato merchants; poultry and
 livestock breeders and dealers; precision engineers; press
 cutting agents; press agents; printers; printers' suppliers;
 private enquiry agents; property developers; property dealers;
 property owners; property managers; provision merchants;
 public relations consultants; publicity specialists; publishers;
 quarry owners; ready-mixed concrete specialists; record
 shop owners; recording engineers; refrigeration engineers;
 reinforced and pre-stressed concrete contractors; removers;
 reprographers; restaurateurs; riding school owners; roofing

contractors; rubber stamp makers; rubbish disposal contractors; rust prevention specialists; sand and gravel merchants; sanitary engineers; sauna bath owners; scaffolding hirers and erectors; school proprietors and managers; scientific instrument and apparatus makers and dealers; scrap metal merchants; scriptwriters; secretaries, secretarial bureau owners; security experts; sheet metal workers; shelving manufacturers; ship-builders; shipowners; ships' chandlers; shipping agents; shirt-makers, shoe manufacturers; shopfitters; shopkeepers, sign-makers; signwriters; silversmiths; site clearance contractors; skirt manufacturers; slaughterhouse operators; smallware manufacturers; sound engineers; sound recording and reproducing equipment manufacturers and dealers; spinners; sports goods manufacturers and dealers; sports outfitters; sports organisers and promoters; spraying contractors; stamp dealers; stampers and piercers; stationers; stationery manufacturers; statisticians, steel erectors; steel stockholders; stereotypers; stock and share dealers; stockbrokers; storage contractors; suede goods dealers; sundriesmen; supermarket operators; surgical appliance makers and dealers; surveyors; swimming pool builders and installers; tailors; taxi operators; tea merchants; technical researchers; television engineers and dealers; textile agents; textile and fabric manufacturers and merchants; theatrical costumiers; tilers; timber merchants; tobacconists; toilet requisite dealers; tool dealers; toolmakers; tour organisers; toy manufacturers and dealers; tractor dealers; trade protection agents; translators; transport contractors; travel agents; travel goods makers and dealers; trimmings manufacturers and merchants; trouser makers; turf commission agents; turkish bath operators; typesetters; tyre dealers; umbrella makers and dealers; upholsterers; valuers; velvet manufacturers and merchants; ventilating engineers; visual aid makers and dealers; wallcovering manufacturers and dealers; warehousemen; waste merchants; watch and clock makers; dealers and repairers; water treatment specialists; welders; wharfingers; wholesalers; wigmakers; window makers; wine and spirit merchants; wireworkers; woodworkers; wool merchants; woollen goods manufacturers and merchants; yacht brokers.

- (b) (i) To manufacture, buy, sell, import, export, distribute, let or take on hire, lease, maintain, repair, process, convert, improve or otherwise deal in or with goods of every description and all raw materials used or required in the manufacture or other treatment thereof.
- (ii) To devise, originate, manage, organise and provide services of every description and to employ any properly qualified and other persons in connection therewith.

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) 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.
- (e) 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.
- (f) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (i) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

- (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, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (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 pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependents or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (s) To distribute any property of the Company in specie among the members.
- (t) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

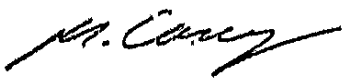
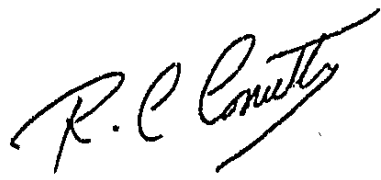
It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned

shall 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 £1,000 divided into 1,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being, into different classes having such rights, privileges and advantages as to voting and otherwise, 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
 MARTIN DUDLEY CASEY, 71, New Oxford Street, London, WC1A 1DN. Clerk.	One
 RODNEY CHARLES COMITTI, 71, New Oxford Street, London, WC1A 1DN. Clerk. 	One

DATED this 15th day of July 1975.

WITNESS to the above signatures :-

DAVID STEWART HODGSON,
71, New Oxford Street,
London, WC1A 1DN.



THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

SIGNFORD LIMITED

PRELIMINARY.

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.

2. The following clauses of Part I of the said Table "A" shall not apply to this Company videlicet :— 22, 24, 53, 58, 75, 79, 84(2), 84(4), 89, 90, 91, 92 and 130. Clause 6 of Part II of the said Table "A" shall also not apply.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

SHARES.

4. 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 the Statute no shares shall be issued at a discount.

LIEN.

5. The lien conferred by Clause 11 of Part I 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 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.

7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

8. The instrument of transfer of any share shall be executed by or on behalf of the transferor who 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.

PROCEEDINGS AT GENERAL MEETINGS.

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 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.

SECRETARY.

10. The first Secretary of the Company shall be Martin Dudley Casey.

DIRECTORS.

11. The number of Directors shall not be less than two nor more than five. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association of the Company.

12. A person may be appointed 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 that or any other age.

13. Subject to the provisions of Section 199 of the Companies Act, 1948, 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.

BORROWING POWERS OF DIRECTORS.

14. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, 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.

ALTERNATE DIRECTOR.

15. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

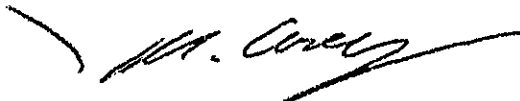
AUDITORS.

16. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 161 of the Companies Act 1948 and Section 14 of the Companies Act 1967.

INDEMNITY.

17. Subject to Section 205 of the Companies Act 1948 and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, 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


MARTIN DUDLEY CASEY,
71, New Oxford Street,
London, WC1A 1DN.

Clerk.

RODNEY CHARLES COMITTI,
71, New Oxford Street,
London, WC1A 1DN.

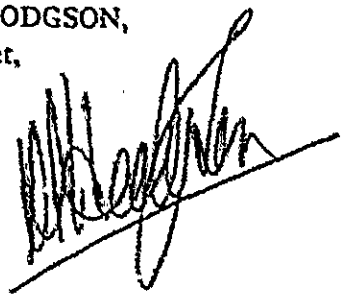
Clerk.



DATED this 15th day of July 1975.

WITNESS to the above signatures :—

DAVID STEWART HODGSON,
71, New Oxford Street,
London, WC1A 1DN.





CERTIFICATE OF INCORPORATION

No. 1231244

I hereby certify that

SIGHTFORD 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 27TH OCTOBER 1973

A handwritten signature in cursive script, appearing to read 'N Taylor'.

N. TAYLOR

Assistant Registrar of Companies

SIGNFORD LIMITED

THE COMPANIES ACTS 1948 to 1980

SPECIAL RESOLUTIONS

At an Extraordinary General Meeting of the Company duly convened and held on 3rd July, 1980 the following resolutions were duly passed as Special Resolutions.

RESOLUTIONS

1. That, with the consent of the Secretary of State, the name of the Company be and it is hereby changed to "The Gumby Corporation Limited".
2. That, the Articles of Association of the Company (a copy of which is laid before the Chairman and initialled for identification) be and they are hereby adopted as the Articles of Association of the Company to the exclusion of its present articles.



Chairman



Bare
£40

016855.

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1231244

18.

I hereby certify that

SIGNFORD LIMITED

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

THE GUMBY CORPORATION LIMITED

Given under my hand at Cardiff the

28TH AUGUST 1980

A handwritten signature in dark ink, likely belonging to the Assistant Registrar of Companies.

Assistant Registrar of Companies