

**SYDNEY HART LIMITED**

**Company Registration No:1322816**

**Companies Act 1985**

WE the undersigned being all the members for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company passed by writing the following resolution as a special resolution pursuant to Section 9 of the Companies Act 1985 and all other powers in that behalf:-

**Special Resolution**

That the present Articles of Association be abrogated and thereupon replaced by adopting new Articles of Association a copy of which intialled by the Chairman is annexed hereto.

.....  
S. Hart  
.....  
T. Hart  
.....  
D. Hart  
.....  
J. Hart  
.....  
E. Hart  
.....

Dated the 11 day of June, 1996

C:\WP51\DOCS\SYDNEY.RES



**SYDNEY HART LIMITED**

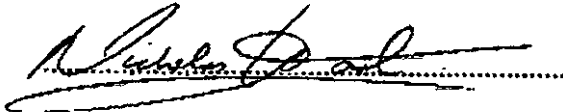
**Company Registration No:1322816**

**Companies Act 1985**

WE the undersigned being all the members for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company passed by writing the following resolution as a special resolution pursuant to Section 9 of the Companies Act 1985 and all other powers in that behalf:-

**Special Resolution**

That the present Articles of Association be abrogated and thereupon replaced by adopting new Articles of Association a copy of which intialled by the Chairman is annexed hereto.



.....

.....

.....

.....

.....

Dated the 11 day of June 1996

No: 1322816

**THE COMPANIES ACTS 1948 TO 1989**

---

**COMPANY LIMITED BY SHARES**

---

---

**ARTICLES OF ASSOCIATION**

**OF**

**SYDNEY HART LIMITED**

---

**Adopted by a Special Resolution dated 11 June 1996**

---

**Incorporated the 25th day of July 1977**

---

**Pothecary & Barratt**

**Bishop's Stortford Office:**

White Horse Court  
North Street  
Bishop's Stortford  
Herts  
CM23 2LD

Tel: 01279 506421

**City Office:**

Talbot House  
Talbot Court  
Gracechurch Street  
London  
EC3V 0BS

0171 623 7520

# **THE COMPANIES ACTS 1985 to 1989**

## **COMPANY LIMITED BY SHARES**

### **ARTICLES OF ASSOCIATION**

#### **SYDNEY HART LIMITED**

#### **1 PRELIMINARY**

- 1.1 The regulations constituting Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company except insofar as they are excluded or varied by these articles.
- 1.2 Expressions defined in Regulation 1 of Table A shall where the context admits bear in these articles the meaning so defined.

#### **2 SHARE CAPITAL**

- 2.1 The present share capital of the Company is £100,000.00 divided into ordinary shares of £1.00 each.
- 2.2 In Regulation 2 of Table A there shall be substituted for the words following "issued with" the words "or have attached to it such rights or restrictions as the Company may by special resolution determine".

#### **3 LIEN AND FORFEITURE**

- 3.1 The lien conferred by Regulation 8 of Table A shall attach to fully paid as well as to partly paid shares and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the Company. The registration of a transfer of a share shall operate as a waiver of any lien of the Company on that share.
- 3.2 In Regulation 8 of Table A there shall be substituted for the words "any amount payable in respect of it" the words "all distributions and other monies or property attributable to it"; and the same words shall be substituted in Regulation 19 for the words "all dividends or other monies payable in respect of the forfeited shares".

#### **4 TRANSFER OF SHARES**

- 4.1 Any member may at any time transfer any of his shares to any relative of his (as defined below) and the personal representatives of a deceased member may transfer any of the shares registered in his name as sole holder of any relative of the deceased member becoming entitled to such shares under the will or on

the intestacy of the deceased member. For the foregoing purposes "relative" means and includes either parent or the children or remoter issue (whether natural or adopted) over the age of 18 years of either parent of the deceased member and any wife, widow, husband or widower of any such parent, child or remoter issue or of the member or deceased member himself or herself.

- 4.2 Any shares registered in the name of one or more holders as the trustees or trustee of a will or settlement may be transferred into the name or joint names of any new or continuing trustees or trustee upon any change in the trusteeship thereof and into the name of any person becoming absolutely entitled to such shares (whether or not in pursuance of the exercise of any discretionary power) by virtue of the trust of such will or settlement.
- 4.3 Except in the case of a transfer of shares expressly authorised by the preceding articles 4.1 and 4.2, the directors may in their unfettered discretion and without assigning any reason refuse to register the transfer of any share whether or not it is a fully paid share.
- 4.4 Except in the case of a transfer of shares expressly authorised by the preceding articles 4.1 and 4.2, the directors shall not register the transfer of any share without the prior written concurrence to the transfer of the holder or holders of 75% in aggregate of the number of shares then in issue.

## 5 ALTERATION OF CAPITAL

- 5.1 In Regulation 32 of Table A there shall be inserted after the words "the resolution may" in paragraph (c) the parenthesis "(if it is a special resolution)".
- 5.2 In Regulation 33 of Table A the parenthesis "(including, subject to the provisions of the Act the Company)" shall be omitted.

## 6 APPOINTMENT AND RETIREMENT OF DIRECTORS

- 6.1 In Regulation 81 of Table A there shall be inserted in paragraph (d) after the words "to the Company" the words "left at the office".
- 6.2 Regulations 73 to 78 inclusive of Table A shall not apply to the Company and in the second sentence of Regulation 79 the words following "Annual General Meeting" shall be omitted.

## 7 DIRECTORS' APPOINTMENTS

In Regulation 84 of Table A there shall be inserted in the third sentence after the words "shall terminate" the parenthesis "(unless the terms of his appointment otherwise provides)".

8 SECRETARY

In Regulation 99 of Table A there shall be added at the end the words "but without prejudice to any claim for damages he may have for breach of contract by the Company".