

G

THE COMPANIES ACTS 1948 TO 1976

41

Declaration of compliance with
the requirements of the
Companies Acts 1948 to 1976 on
application for registration
of a companyPursuant to section 15 (2) of the Companies Act 1948 as
amended by the Companies Act 1976Please do not
write in this
binding marginPlease complete
legibly,
preferably in
black type or
bold black
lettering.
*Delete if
inappropriate.

For official use

1424343/1



Name of Company

ASSOCIATED INDEPENDENT STORES TRADING LIMITED

Limited*

I, Richard Francis Jocelyn Simon
of 3 Lloyds Avenue London E.C.3.do solemnly and sincerely declare that I am a Solicitor of the
Supreme Court engaged in the formationof ASSOCIATED INDEPENDENT STORES TRADING
Limited*and that all the requirements of the Companies Acts 1948 to 1976 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 1835Declared at Marlow House, Lloyds Avenue,
London EC3the twenty-second day of MarchOne thousand nine hundred and seventy-ninebefore me ARTHUR KEITH ROSSA.K.R. A Commissioner for OathsA.K. RossFor Notary
Public or Justice
of the Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths.Presentor's name, address
and reference (if any):LAWRENCE GRHAM HIDDLETON LEIPS
3, LLOYDS AVENUE,
LONDON, E.C.3.

Ref: RS/ALD

For official use
General section

Post room



COMPANY LIMITED BY SHARES.

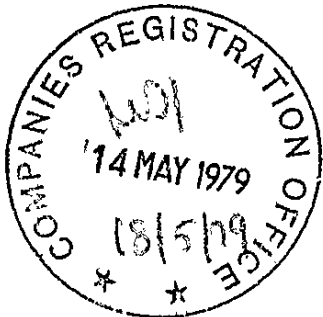
1424343/3

Memorandum of Association

OF

ASSOCIATED INDEPENDENT STORES TRADING LIMITED

1. The name of the Company is "ASSOCIATED INDEPENDENT STORES TRADING 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 merchants and general dealers and of exporters, importers, manufacturers, factors, hirers, mail order dealers and brokers both wholesale and retail in all articles of commercial, industrial, scientific, surgical, manufacturing, personal and household use and consumption, ornament, recreation and amusement and the doing of all such other things as are incidental or conducive to the attainment of the above objects.
 - (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, launderettes, 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.

(B) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or 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 or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;

(D) 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 debenture stock (whether perpetual or not) 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.

(E) 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 capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(F) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stock or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(G) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing

the s
stock
compa
incom
at s
as t
upon

(H)
Comp
of i
secu
time
vary

(I)
firm
cons
depo
sec
to
Com
the
of

(J)
Gov
mun
any
con
con
the
any
or
pur

(K)
ar
ama
car
bus
car
of
to

(L)
es
in
ce
em
an
th
pe
al
an
or
an

(M)
a
p
c

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.

(H) 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 and to dispose of or vary any such investments or securities.

(I) To lend money or give credit to such persons firms or companies and 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, and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person.

(J) 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.

(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 establish or 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 of any subsidiary, allied or associated 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.

(M) 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.

(N) 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.

(O) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(P) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

(Q) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(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 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.

(T) 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.

(U) 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 in the construction of this Clause each sub-clause shall be construed independently of the other sub-clauses hereof 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 Capital of the Company is £200,000 divided into 200,000 shares of £1 each.

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
A. L. Dewhurst 3, Lloyds Avenue London EC3 Solicitor.	One
S. P. McCall 3 Lloyds Avenue London EC3 Articled Clerk	One

DATED the 22nd day of March 1979

WITNESS to the above signatures:

S. J. Pittary
3 Lloyds Avenue, London EC3
Secretary

1424343/4

COMPANY LIMITED BY SHARES.

Articles of Association

OF

ASSOCIATED INDEPENDENT STORES TRADING LIMITED

PRELIMINARY

1. Subject as hereinafter provided and except where the same are varied by or inconsistent with these Articles the Regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall apply to this Company.
2. Regulations 22 to 24 inclusive, 53, 75, 84(1), 84(2), 84(4), 89 to 97 inclusive, 113 and 136 of Part 1 of Table A shall not apply to the Company, but the Articles hereinafter contained and the remaining Regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
3. Any branch or kind of business, which the Company is either expressly or by implication authorised to undertake may be undertaken at such time or times as the Directors think fit, and may be suffered to be in abeyance, whether already commenced or not, so long as the Directors deem it expedient not to commence or proceed with such branch or kind of business.

SHARE CAPITAL AND RIGHTS

4. The original share capital of the Company is £200,000 divided into 200,000 Ordinary Shares of £1 each.
5. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount,

except as provided by Section 57 of the Act.

LIEN

6. The lien conferred by Regulation 11 of Part I of Table A shall extend to all Shares whether fully paid or not and in respect of any liability to the Company of the registered holder or holders of such Shares.

TRANSFER OF SHARES

7. All transfers of Shares shall be effected by instrument in writing in any form authorised by the Stock Transfer Act 1963, or in such other form as the Directors may from time to time approve.

8. Except in the case of partly paid Shares when the instrument of transfer thereof shall be signed by or on behalf of the transferor and the transferee the provisions of the Stock Transfer Act 1963 shall apply to any instrument of transfer and the transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Register in respect thereof

GENERAL MEETINGS

9. In Regulation 52 of Table A the words "the election of Directors in place of those retiring" shall be deleted.

DIRECTORS

10. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than seven. The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the Existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles.

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

BORROWING POWERS

12. Regulation 79 of Part I of Table A shall be amended by deleting the words "Provided that" and all succeeding words.

POWERS AND DUTIES OF DIRECTORS

13. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act. A Director may vote in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall be counted and he may be counted in ascertaining whether a quorum is present at any meeting at which any

such contract or arrangement shall come before the Directors for consideration.

14. Regulation 86 of Part I of Table A shall apply as if the words "and every director present at any meeting of Directors or committee of directors shall sign his name in a book to be kept for that purpose" were deleted.

15. Without in any way limiting or restricting the general powers of the Directors to grant pensions, allowances, or other similar payments to officers or ex-officers, employees or ex-employees of the Company, or the relatives or dependants of any such persons, it is hereby expressly declared that the Directors may, upon any person who was or is for the time being a Director of the Company ceasing for any cause to hold some other office or place of profit (including that of Managing Director) previously held by him under the Company, make such grants or pay such pensions or other retiring or similar allowance to such person or to his relatives or dependants as the Directors may think fit, and it shall be no objection to any such grant or payment that such person may remain an Ordinary Director of the Company entitled to participate in the remuneration payable to the Directors. Any such grant, pension or other allowance may be made payable for such periods, and upon such terms and conditions, as the Directors in their discretion may from time to time determine, but shall only be made in respect of some office, place of profit or services other than services as an Ordinary Director, and any such Director qualifying under this Article for the receipt of a pension may be included in any Superannuation Scheme which is for the time being administered by or on behalf of the Company.

DISQUALIFICATION OF DIRECTORS

16. Regulation 88 of Part I of Table A shall apply as if there were added at the end of paragraph (f) thereof the words "and they pass a Resolution that he had by reason of such absence vacated office".

ALTERNATE DIRECTORS

17. Each Director shall have the power by writing under his hand to nominate (1) any other Director or (2) any person not disqualified from being a Director of the Company and approved for that purpose by the other Directors, (such approval not to be unreasonably withheld) to act as his alternate Director during his absence, and at his discretion to remove such alternate Director, and on such appointment being made the alternate Director shall, except as regards remuneration and the power to appoint an alternate, be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company, and each alternate Director, while so acting, shall be entitled to receive notices of all meetings of the Directors and shall exercise and discharge all the functions, powers and duties of the Director whom he represents including that of counting in a quorum

at any such meeting of Directors. Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate. Any alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. Every such alternate shall be an officer of the Company and shall not be deemed to be an agent of the Director appointing him.

SEAL

18. The Seal shall be under the charge of the Secretary or such other person as the Directors may from time to time appoint, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by another Director or by the Secretary or by any person appointed by the Directors for the purpose.

NOTICES

19. Regulation 131 of Part I of Table A shall apply as if the words "in the case of a notice of a meeting" and all succeeding words were deleted and there was substituted therefor the words "on the second day following that on which the letter containing the same is posted".

INDEMNITY

20. Every Director, Managing Director, Agent, Auditor, Secretary, or other Chief Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage, or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 205 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

A. L. Dewhurst.

3, Lloyds Avenue

London EC 3

Solicitor.

S. P. McCall

3 Lloyds Avenue

London EC 3

Articled Clerk.

DATED the 22nd day of March 1979

WITNESS to the above signatures:

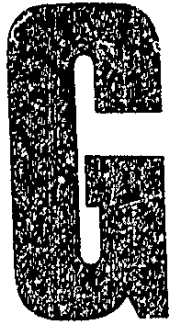
Sydney
3 Lloyds Avenue, London EC3.
Secretary.

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and secretary and intended situation of registered office

Pursuant to Sections 21 and 23(2) of the Companies Act 1976



1

Please do not write in this binding margin

Company number

1424343/5

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

*delete if inappropriate

Name of Company

ASSOCIATED INDEPENDENT STORES TRADING

Limited*

The intended situation of the registered office of the company on incorporation is as stated below

157 EDGWARE ROAD, LONDON, W2 2HR

If the memorandum is delivered by an agent for the subscribers of the memorandum, please mark 'X' in the box opposite and insert the agent's name and address below

X

Lawrence Graham Middleton Lewis,
3 Lloyds Avenue,
London. EC3.

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

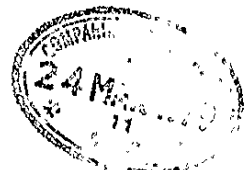
3

Presentor's reference (if any): RS / ALD

For official use

General section

Post room



LAWRENCE GRAHAM MIDDLETON LEWIS
3 LLOYDS AVENUE,
LONDON. EC3.

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2) MR. THOMAS MARCO SHEWARD	Business occupation MANAGING DIRECTOR
Former name(s) (note 3)	Nationality BRITISH
Address (note 4) RUSHTONS, 5 BROAD HIGHWAY, COBHAM, SURREY.	Date of birth (where applicable) (note 6) 21st June 1926
Particulars of other directorships (note 5) ASSOCIATED INDEPENDENT STORES LIMITED	
I hereby consent to act as director of the company named on page 1	
Signature <i>[Signature]</i>	Date 6-3-79

Name (note 2) THOMAS NORMAN SAMUEL WHEELER	Business occupation MAJOR GENERAL
Former name(s) (note 3)	Nationality BRITISH
Address (note 4) GLEBE HOUSE, LISTON, NR. SUDBURY, SUFFOLK. CO10 7HS	Date of birth (where applicable) (note 6) 16th June 1915
Particulars of other directorships (note 5) ASSOCIATED INDEPENDENT STORES LIMITED.	
I hereby consent to act as director of the company named on page 1	
Signature <i>[Signature]</i>	Date 6 March 1979

Name (note 2) MR. GEORGE JAMES DOUGLAS PHILLIPS	Business occupation Secretary
Former name(s) (note 3)	Nationality BRITISH
Address (note 4) "CORNERFIELDE", NORHEADS LANE, BIGGIN HILL, WESTERHAM, KENT.	Date of birth (where applicable) (note 6) 7th FEBRUARY 1916
Particulars of other directorships (note 5) ASSOCIATED INDEPENDENT STORES LIMITED	
I hereby consent to act as director of the company named on page 1	
Signature <i>[Signature]</i>	Date 6th March 79

Please do not
write in this
binding margin



Important
The particulars
to be given are
those referred to
in section 21 (2) (b)
of the Companies
Act 1976 and
section 200(3) of
the Companies Act
1948. Please read
the notes on page 4
before completing
this part of the form

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	MR. GEORGE JAMES DOUGLAS PHILLIPS,
Former name(s) (note 3)	-
Address (notes 4 & 7)	"CORNERFIELDE", NORHEADS LANE, BIGGIN HILL, WESTERHAM, KENT.
I hereby consent to act as secretary of the company named on page 1	
Signature X	X Date 6th March 79

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 6th March 79

*as required by
Section 21 (3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

†delete as
appropriate

Signature G.L. Dawhurst [Subscriber] [Agent]† Date 22 March 1979

Signature S.P. McCall [Subscriber] [Agent]† Date 22nd March 1979

Please do not
write in this
binding margin.



THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

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

*delete if
inappropriate

Continuation sheet No. 1
to Form No. 1
Company number

Name of Company

ASSOCIATED INDEPENDENT STORES TRADING	Limited*
---------------------------------------	----------

Particulars of other directors (continued)

Name (note 2) COLIN ALEXANDER JOHN ANDERSON	Business occupation DIRECTOR, DEPARTMENT STORE
Former name(s) (note 3)	Nationality BRITISH
Address (note 4) DRUMNASOLE, 152 LISTOODER ROAD, SAINTFIELD, CO. DOWN, N. IRELAND	Date of birth (where applicable) (note 6) 30.9.27
I hereby consent to act as director of the company named on page 1	
Signature X <i>Colin Alexander John Anderson</i>	Date 28.2.79

Particulars of other directorships

ANDERSON & McAULEY LIMITED. ANDERSON & McAULEY HOLDINGS LIMITED.
SUPERMAC LIMITED. LOCAL ENTERPRISE DEVELOPMENT UNIT

†delete if
inappropriate

continued overleaf†

Please do not
write in this
binding margin



THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

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

*delete if
inappropriate

Continuation sheet No. 2.....
to Form No. 1

Company number

Name of Company

ASSOCIATED INDEPENDENT STORES TRADING	Limited*

Particulars of other directors (continued)

Name (note 2)	MR. REX NEWTON PARRY	Business occupation
		MERCHANDISE DIRECTOR
Former name(s) (note 3)	—	Nationality
Address (note 4)	7 HERONSFORD E, EALING, LONDON W13 8JE	BRITISH
		Date of birth (where applicable) (note 6) 21st MARCH 1926
I hereby consent to act as director of the company named on page 1		
Signature	X Rex N. Parry.	Y Date 6. March 79.

Particulars of other directorships

ASSOCIATED INDEPENDENT STORES LIMITED

†delete if
inappropriate

continued overleaf†

Please do not
write in this
binding margin.



THE COMPANIES ACTS 1948 TO 1976

Statement of first directors and secretary and intended situation of registered office

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

*delete if
inappropriate

Continuation sheet No. 3.....
to Form No. 1

Company number

Name of Company

ASSOCIATED INDEPENDENT STORES TRADING	Limited*

Particulars of other directors (continued)

Name (note 2)	MORGAN, Robert John	Business occupation	Merchant
Former name(s) (note 3)		Nationality	British
Address (note 4)	8 Beach Road Penarth, Glamorgan	Date of birth (where applicable) (note 6)	9 Dec 1935
I hereby consent to act as director of the company named on page 1			
Signature	X John Morgan	Date	6 March 1979

Particulars of other directorships

Associated Independent Stores Ltd.
Deymel Investments Ltd
David Morgan Ltd
Cardiff Arcade Co. Ltd.
Courthouse Motors Ltd.

†delete if
inappropriate

continued overleaf†



CERTIFICATE OF INCORPORATION

No. 1424343

I hereby certify that

ASSOCIATED INDEPENDENT STORES TRADING LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the 31ST MAY 1979

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

Registrar of Companies