

**Declaration of compliance with
the requirements of the
Companies Acts 1948 to 1976 on
application for registration
of a company**

Pursuant to section 15 (2) of the Companies Act 1948 as
amended by the Companies Act 1976

Please do not
write in this
binding margin



Please complete
legibly,
preferably in
black type or
bold black
lettering.
*Delete if
inappropriate.

For official use

1493031



Name of Company

MINDCHARM

Limited*

I, HOWARD THOMAS
of 70/74, CITY ROAD,
LONDON EC1Y 2DQ.

do solemnly and sincerely declare that I am A PERSON NAMED IN THE STATEMENT
DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT 1976 AS SECRETARY
of MINDCHARM

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 1835
Declared at 11 Breams Buildings

in the City of London EC4

the 2nd day of APRIL
One thousand nine hundred and Eighty.

before me A.V. M... ..
A Commissioner for Oaths†

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

For official use
General section

Post room

The Companies Acts 1948 to 1976

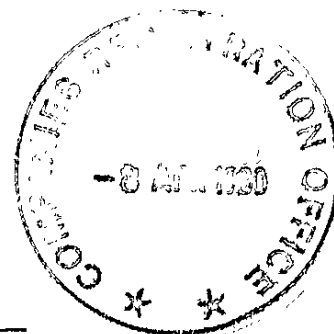
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

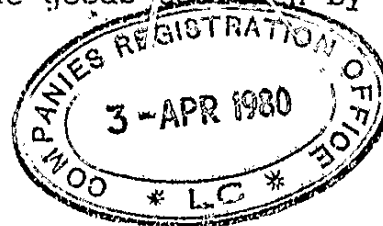
1493031/3

MINDCHARM LIMITED



1. The name of the Company is "MINDCHARM 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 general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, ware, and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.



(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may

approve, and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business

within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock, or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in con-

junction with others, and either by or through agents, trustees, sub-contractors or otherwise.

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

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

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 shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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
DESCRIPTORS OF
SUBSCRIBERS

Number of Shares
taken by each
Subscriber

H. THOMAS,
70/74 City Road,
London EC1Y 2DQ.

ONE

Company Registration Agent.

C. MILFORD-COTTAM,
70/74 City Road,
London EC1Y 2DQ.

ONE

Company Registration Agent.

Dated this 2nd day of April 1980

Witness to the above Signatures:-

W.R. PAYNE,
70/74 City Road,
London EC1Y 2DQ.

Company Registration Agent.

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

MINDCHARM LIMITED ✓

1493031/4

PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Parts I and II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 3, 5, 24, 53, 71, 75, 79, 88, 96 and 97 of Table A, Part I and regulation 5 of Table A, Part II shall not apply to the Company.

SHARES

2. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them, subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

3. Unless otherwise determined 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, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same,

cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

4. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A, Part I, shall be modified accordingly.

DIRECTORS

7. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than one nor more than five. The first Directors will be the person or persons named in the Statement delivered to the Registrar of Companies in accordance with Section 21 of the Companies Act 1976.

8. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

9. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS

10. 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

11. A Director may vote in respect of any contract or arrangement in which he is interested and he counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

12. The office of a Director shall be vacated-
- (1) If by notice in writing to the Company he resigns the office of Director.
 - (2) If he ceases to be a Director by virtue of section 182 of the Act.
 - (3) If he becomes bankrupt or enters into any arrangement with his creditors.
 - (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act, or section 28 of the Companies Act 1976.
 - (5) If he becomes of unsound mind.
 - (6) If he is removed from office by a resolution duly passed under section 184 of the Act.

13. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

REMOVAL OF DIRECTORS

14. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead.

PROCEEDINGS OF DIRECTORS

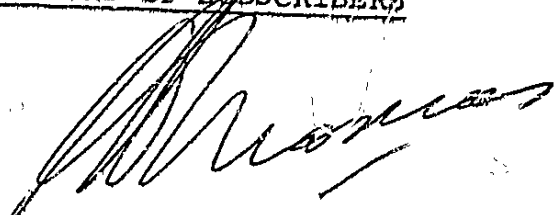
15. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

SECRETARY

16. The first Secretary of the Company shall be Howard Thomas.

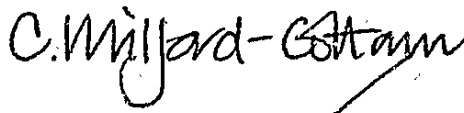
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H. THOMAS,
70/74 City Road,
London EC1Y 2DQ



Company Registration Agent.

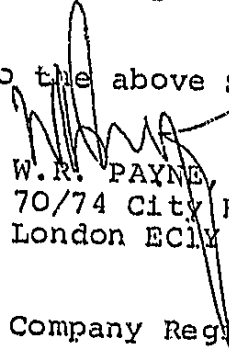
C. MILFORD-COTTAM,
70/74 City Road,
London EC1Y 2DQ.



Company Registration Agent.

Dated this 2nd day of April 1980

Witness to the above Signatures:-



W.R. PAYNE,
70/74 City Road,
London EC1Y 2DQ.

Company Registration Agent.

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

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

Please do not
write in this
binding margin

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

*delete if
inappropriate

Company number

1493031/5

Name of Company

MINDCHARM

Limited*

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

70/74 CITY ROAD,
LONDON, EC1Y 2DQ.

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

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

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

For official use
General section

Post room

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)	Business occupation
HOWARD THOMAS	REGISTRATION AGENT
Former name(s) (note 3)	Nationality
Address (note 4)	BRITISH
70/74, CITY ROAD, LONDON, EC1Y 2DQ.	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date 2/4/80

Name (note 2)	Business occupation
CATHERINE MILFORD-COTTAM	REGISTRATION AGENT
Former name(s) (note 3)	Nationality
Address (note 4)	BRITISH
70/74, CITY ROAD, LONDON, EC1Y 2DQ.	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature C. Milford-Cottam	Date 2/4/80

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

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)	
HOWARD THOMAS	
Former name(s) (note 3)	
Address (notes 4 & 7)	
70/74, CITY ROAD,	
LONDON, EC1Y 2DD.	
I hereby consent to act as secretary of the company named on page 1	
Signature	
Date 2/9/80	

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	

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

† delete as
appropriate

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

Signature	W. B. [Signature]	[Subscriber] [Agent]† Date 21 APR 1980
Signature	[Signature]	[Subscriber] [Agent]† Date



CERTIFICATE OF INCORPORATION

No. 1193031

I hereby certify that

MINDCHARM 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

23RD APRIL 1980

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

E. A. WILSON

Assistant Registrar of Companies

No. of Company: 1493031

REGISTRATION

THE COMPANIES ACTS 1948 to 1982

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- OF -

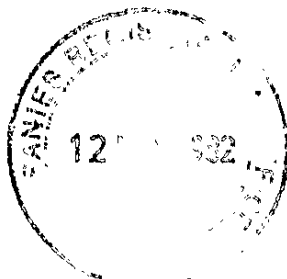
MINDCHARM LIMITED

Passed on the 8th day of April 1982

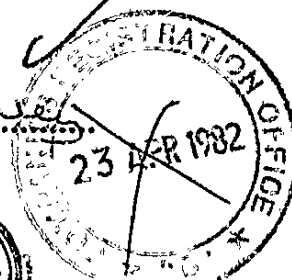
AT AN EXTRAORDINARY GENERAL MEETING of the above Company, duly convened and held on the 8th day of April 1982, the Resolutions set out below was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

1. That the name of the Company be changed to "BLOOMING MARVELLOUS LIMITED"



S.J. Batemire
Chairman



Nat West
£ 40

00 2577

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

1493031

10

I hereby certify that

MINDCHARM LIMITED

having by special resolution changed its name, is now
incorporated under the name of

BLOOMING MARVELLOUS LIMITED

Given under my hand at Cardiff the

1ST JUNE 1982

A handwritten signature in black ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- OF -

MINDCHARM LIMITED

Passed on the 8th day of April 1982

AT AN EXTRAORDINARY GENERAL MEETING of the above Company, duly convened and held on the 8th day of April 1982 the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be altered:-
 - (a) by deleting the existing sub-clause (A) of Clause 3 thereof and substituting therefor the following sub-clause (A):-
 - (i) To carry on the business of designers, manufacturers and sellers of all kinds of maternity wear, coats, dresses, costumes, shirts, suits, smocks, underwear, lingerie clothing and trimmings of every kind goods, toys, jewellery and cosmetics of all kinds



- (ii) To carry on the business of costumiers, robe and dress makers, tailors, silk mercers, makers and suppliers of clothing lingerie and trimming of every kind, corset makers, furriers, general drapers, haberdashers, milliners, hosiers, glovers, lace makers and dealers, feather dressers and merchants, hatters, boot and shoe makers, dealers in fabric and materials of all kinds, ribbons, fans, perfumes and flowers (artificial and natural)
- (iii) To carry on the business of dealers in furniture and furnishing fabrics
- (iv) To carry on all or any of the trades or business of preparing spinning doubling weaving combing scouring sizing bleaching, colouring dyeing printing and finishing working or manufacturing in any way whatever cotton, wool, silk, flax, hemp jute artificial silk, rayon, nylon and other fibrous or textile substances;
- (v) To carry on in any manner the company may think fit including pastoral sales the business of general merchants factors and dealers and to manufacture buy sell and deal in, whether by wholesale or retail clothing accessories and commodities of all kinds;
- (vi) To carry on the business of warehousemen, removers, storers, packers and carriers of personal property of every description.

2. That the regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be and are hereby approved and that such regulations be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing regulations thereof.

COMPANY LIMITED BY SHARES

BLOOMING MARVELLOUS LIMITED

MEMORANDUM AND ARTICLES
OF ASSOCIATION

NO: 1493031

/12

Incorporated on the 23rd day of April 1980



BARTLETTS DE REYA
199 Piccadilly
London W1V 0AT

REF: M593/I85



CERTIFICATE OF INCORPORATION

No. 1493031

I hereby certify that

MINDCHARM 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

23RD APRIL 1980

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

E. A. WILSON

Assistant Registrar of Companies



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

1493031

No.

I hereby certify that

MINDCHARM LIMITED

having by special resolution changed its name, is now
incorporated under the name of

BLOOMING MARVELLOUS LIMITED

Given under my hand at Cardiff the

1ST JUNE 1982

E. A. W. S. P.

Assistant Registrar of Companies

No. of Company: 1423031

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- OF -

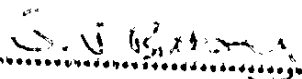
BLOOMING MARVELLOUS LIMITED

Passed on the 8th day of September 1982

AT AN EXTRAORDINARY GENERAL MEETING of the above Company, duly convened and held on the 8th day of April 1982 the following Resolution was duly passed as an Ordinary Resolution:-

ORDINARY RESOLUTION

That the capital of the Company be increased by the creation of 900 Ordinary Shares of £1 each such new shares to rank pari passu in all respects with the existing ordinary shares in the capital of the Company


.....

Chairman

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- OF -

MINDCHARM LIMITED

Passed on the 8th day of April 1982

AT AN EXTRAORDINARY GENERAL MEETING of the above Company, duly convened and held on the 8th day of April 1982 the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be altered:-
 - (a) by deleting the existing sub-clause (A) of Clause 3 thereof and substituting therefor the following sub-clause (A):-
 - (i) To carry on the business of designers, manufacturers and sellers of all kinds of maternity wear, coats, dresses, costumes, shirts, suits, smocks, underwear, lingerie clothing and trimmings of every kind goods, toys, jewellery and cosmetics of all kinds

(ii) To carry on the business of costumiers, robe and dress makers, tailors, silk mercers, makers and suppliers of clothing lingerie and trimming of every kind, corset makers, furriers, general drapers, haberdashers, milliners, hosiers, gloves, lace makers and dealers, feather dressers and merchants, hatters, boot and shoe makers, dealers in fabric and materials of all kinds, ribbons, fans, perfumes and flowers (artificial and natural)

(iii) To carry on the business of dealers in furniture and furnishing fabrics

(iv) To carry on all or any of the trades or business of preparing spinning doubling weaving combing scouring sizing bleaching, colouring dyeing printing and finishing working or manufacturing in any way whatever cotton, wool, silk, flax, hemp jute artificial silk, rayon, nylon and other fibrous or textile substances;

(v) To carry on in any manner the company may think fit including postal sales the business of general merchants factors and dealers and to manufacture buy sell and deal in, whether by wholesale or retail clothing accessories and commodities of all kinds;

(vi) To carry on the business of warehousemen, removers, storers, packers and carriers of personal property of every description.

2. That the regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be and are hereby approved and that such regulations be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing regulations thereof.

M959/229

S. J. B. ...
CHAIRMAN

No. of Company: 1493031

THE COMPANIES ACTS 1948 to 1982

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- OF -

MINDCHARM LIMITED

Passed on the 8th day of April 1982

AT AN EXTRAORDINARY GENERAL MEETING of the above Company, duly convened and held on the 8th day of April 1982, the Resolution set out below was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

1. That the name of the Company be changed to "BLOOMING MARVELLOUS LIMITED"

S. J. Bellamy
.....
Chairman

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

As amended by Special Resolution passed 8th April 1982

OF

BLOOMING MARVELLOUS LIMITED

- 1*. The name of the Company is "MINDCHARM LIMITED"
2. The registered office of the Company will be situate in England.
3. A. The objects for which the Company is established are:-
 - (i) To carry on the business of designers, manufacturers and sellers of all kinds of maternity wear, coats, dresses, costumes, shirts, suits, smocks, underwear, lingerie clothing and trimmings of every kind goods, toys, jewellery and cosmetics of all kinds
 - (ii) To carry on the business of costumiers, robe and dress makers, tailors, silk mercers, makers and suppliers of clothing lingerie and trimming of every kind, corset makers, furriers, general drapers, haberdashers, milliners, hosiers, glovers, lace makers and dealers, feather dressers and merchants, hatters, boot and

*Name changed by Special Resolution passed 8th April 1982

shoe makers, dealers in fabric and materials of all kinds, ribbons, fans, perfumes and flowers (artificial and natural)

- (iii) To carry on the business of dealers in furniture and furnishing fabrics
 - (iv) To carry on all or any of the trades or business of preparing spinning doubling weaving combing scouring sizing bleaching, colouring dyeing printing and finishing working or manufacturing in any way whatever cotton, wool, silk, flax, hemp jute artificial silk, rayon, nylon and other fibrous or textile substances;
 - (v) To carry on in any manner the company may think fit including pastoral sales the business of general merchants factors and dealers and to manufacture buy sell and deal in, whether by wholesale or retail clothing accessories and commodities of all kinds;
 - (vi) To carry on the business of warehousemen, removers, storers, packers and carriers of personal property of every description.
- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.
- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal

property of any kind for such consideration and on such terms as may be considered expedient.

- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.
- (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or

deferred or special rights or restrictions in respect of dividends, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine,

- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities, of and to subsidise or otherwise assist any such company.
- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to

acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.
- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

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

And it is hereby declared that in the construction of this Clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

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 shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

- 7 -

* By Ordinary Resolution passed 8th September 1982 the share capital of the Company was increased to £1,000 divided into 1000 ordinary 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

H. THOMAS
70/74 City Road
London EC1Y 2DQ

One

Company Registration Agent

C. MILFORD-COTTAM
70/74 City Road
London EC1Y 2DQ

One

Company Registration Agent

Dated this 2nd day of April 1980

Witness to the above Signatures:-

W.R. PAYNE
70/74 City Road
London EC1Y 2DQ

Company Registration Agent

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

MINDCHARM LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 to 1980 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 3, 11, 22, 24, 32, 58, 71, 75, 78, 79, 84, 86, 88, 89, 90, 91, 92, 93, 94, 95, 97, 127, 135 and 136 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.

ALLOTMENT OF SHARES

3. Unless otherwise directed by a Special Resolution of the Company any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members

in proportion, as nearly as may be, to the number of shares held by them, Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may, subject to these Articles, dispose of the same in such manner as they think beneficial to the Company provided that such shares shall not be disposed of on terms which were favourable to the subscribers thereof than the terms on which they were offered to the members. The directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the directors be conveniently offered in manner hereinbefore provided. Subject to this Clause the Directors are unconditionally authorised for the purposes of Section 14 of the Companies Act 1980 to allot shares up to the amount of the share capital created on the incorporation of the Company at any time or times during the period ending on the 31st day of December 1985. In accordance with Section 17(9) of the Companies Act 1980 subsections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

SHARES

4. Subject to the provision of section 58 of the Act, any preference shares may with the sanction of a special resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

5. The Company shall have a first and paramount lien on every share for all monies (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 standing registered in the name of any person whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all monies 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 from this regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

6. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and, 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. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share.

TRANSMISSION OF SHARES

8. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he was the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

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 before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other 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 (whether unanimously or by a particular majority) or lost or not carried by a particular majority and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

10. Unless and until otherwise determined by an Ordinary Resolution of the Company there shall be no maximum number of directors and the minimum number of directors shall be two.
11. The directors shall have the 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 regulations.
12. A director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company in general meeting otherwise directs.

BORROWING POWERS

13. 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 subject to Section 14 of the Companies 1980 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

14. (1) 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.
- (2) Provided that he shall declare his interest in any contract or arrangement, a director may vote in respect of any such contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted.
- (3) A director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as remuneration and otherwise) as the director may determine and no director or intending director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way

interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.

- (4) Any director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise the director or his firm to act as auditor to the Company.
15. Any director may by notice in writing signed by him and deposited with the Company appoint an alternate director to act on his behalf. Such alternate director shall during the period of his appointment be entitled to notice of meetings of directors and in the absence of the director appointing him, to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the director appointing him ceases to hold office as a director. One person may act as an alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.
16. The Directors shall cause minutes to be made in books provided for the purpose
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each Meeting of the Directors and of any Committee of the Directors;

- (c) of all resolutions and proceedings at all Meetings of the Company, and of the Directors, and of Committees of Directors.

DISQUALIFICATION OF DIRECTORS

17. The office of a director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of director.
- (2) If he becomes bankrupt or enters into any arrangement or composition with his creditors.
- (3) If he is prohibited from being a director by an order made under any of the provisions of 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.

18. Any person may be appointed or elected as a director, whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ACCOUNTS

19. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general

meeting, together with a copy of the auditors report (and directors report), shall not less than 21 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company and to every person registered under regulation 31. Provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act.

WINDING UP

20. If the Company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind, the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may with the like sanction, determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like sanction, shall think fit, so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

21. Every director or other 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 judgement 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 in so far as its provisions are not avoided by section 205 of the Act.

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

H. THOMAS
70/74 City Road
London EC1Y 2DQ

Company Registration Agent

C. MILFORD-COTTAM
70/74 City Road
London EC1Y 2DQ

Company Registration Agent

Dated this 2nd day of April, 1980

Witness to the above Signatures:-

W.R. PAYNE
70/74 City Road
London EC1Y 2DQ

Company Registration Agent

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- OF -

BLOOMING MARVELLOUS LIMITED

Passed on the 8th day of September 1982

AT AN EXTRAORDINARY GENERAL MEETING of the above Company, duly convened and held on the 8th day of September 1982 the following Resolution was duly passed as an Ordinary Resolution:-

ORDINARY RESOLUTION

That the capital of the Company be increased to £1,000 by the creation of 900 Ordinary Shares of £1 each such new Ordinary Shares to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company.

S.J. Bottomley
S.J. BOTTOMLEY
.....
Chairman



THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not write in this binding margin ↓

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

* delete if inappropriate

† delete as appropriate

Note
This notice and a printed copy of the resolution authorising the increase must be forwarded to the Registrar of Companies within 15 days after the passing of the resolution

To the Registrar of Companies

For official use

Company number

Name of Company

BLOOMING MARVELLOUS

Limited *

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary] ~~[extraordinary]~~ ~~[special]~~ † resolution of the company dated 8th September 1982 the nominal capital of the company has been increased by the addition thereto of the sum of £ 900.00 beyond the registered capital of £ 100.00

A printed copy of the resolution authorising the increase is forwarded herewith.

The additional capital is divided as follows:

Number of shares	Class or share	Nominal amount of each share
900	Ordinary	One Pound (£1)

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been or are to be issued are as follows:

The new Ordinary Shares shall rank pari passu in all respects with the existing Ordinary Shares in the share capital of the Company.

Please tick here if continued overleaf ☐

Signed Vivienne Pyle * [Director] [Secretary] † Date 21/9/83

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

Bartlett's, De Reya
199 Piccadilly
LONDON
W1V 0AT

For official use
General section

Post room



Form F125 (No. 10)

© Fourmat Publishing
25 Bedford Row
London WC1R 4HE
October 1979

NO: 1493031

20

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM

(altered by Special Resolution passed on 8th April 1982)

- AND -

NEW
ARTICLES OF ASSOCIATION

(adopted by Special Resolution passed on 8th April 1982)

- OF -

BLOOMING MARVELLOUS LIMITED

Incorporated on the 23rd day of April 1980

Reprinted including all Resolutions as at 3rd November 1983

BARTLETTS DE REYA
199 Piccadilly
London W1V 0AT

REF: P959/229





CERTIFICATE OF INCORPORATION

No. 1493031

I hereby certify that

MINDCHARM LIMITED

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

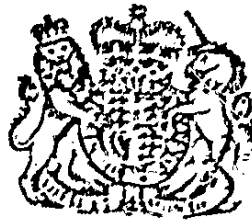
Given under my hand at Cardiff the

23RD APRIL 1980

A handwritten signature in dark ink, appearing to read 'E. A. Wilson', written over the printed name.

E. A. WILSON

Assistant Registrar of Companies



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

1493031

No.

I hereby certify that

MINDCHARM LIMITED

having by special resolution changed its name, is now
incorporated under the name of

BLOOMING MARVELLOUS LIMITED

Given under my hand at Cardiff the

1ST JUNE 1982

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

E. A. WILSON

Assistant Registrar of Companies

No. of Company: 1493031

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- OF -

MINDCHARM LIMITED

Passed on the 8th day of April 1982

AT AN EXTRAORDINARY GENERAL MEETING of the above Company, duly convened and held on the 8th day of April 1982 the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to "BLOOMING MARVELLOUS LIMITED"

S.J. BOTTOMLEY

.....
Chairman

No. of Company: 1493031

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- OF -

MINDCHARM LIMITED

Passed on the 8th day of April 1982

AT AN EXTRAORDINARY GENERAL MEETING of the above Company, duly convened and held on the 8th day of April 1982 the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be altered:-
 - (a) by deleting the existing sub-clause (A) of Clause 3 thereof and substituting therefor the following sub-clause (A):-
 - (i) To carry on the business of designers, manufacturers and sellers of all kinds of maternity wear, coats, dresses,

costumes, shirts, suits, smocks, underwear, lingerie clothing and trimmings of every kind goods, toys, jewellery and cosmetics of all kinds

- (ii) To carry on the business of costumiers, robe and dress makers, tailors, silk mercers, makers and suppliers of clothing lingerie and trimming of every kind, corset makers, furriers, general drapers, haberdashers, milliners, hosiers, gloves, lace makers and dealers, feather dressers and merchants, hatters, boot and shoe makers, dealers in fabric and materials of all kinds, ribbons, fans, perfumes and flowers (artificial and natural)
- (iii) To carry on the business of dealers in furniture and furnishing fabrics
- (iv) To carry on all or any of the trades or business of preparing spinning doubling weaving combing scouring sizing bleaching, colouring dyeing printing and finishing working or manufacturing in any way whatever cotton, wool, silk, flax, hemp jute artificial silk, rayon, nylon and other fibrous or textile substances;
- (v) To carry on in any manner the company may think fit including postal sales the business of general merchants factors and dealers and to manufacture buy sell and deal in, whether by wholesale or retail clothing accessories and commodities of all kinds;

(vi) To carry on the business of warehousemen, removers, storers, packers and carriers of personal property of every description,

3. That the regulations contained in the printed document submitted to the Meeting and for the purpose of identification subscribed by the Chairman thereof be and are hereby approved and that such regulations be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing regulations thereof.

S.J. BOTTOMLEY

.....
Chairman

No. of Company: 1493031

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- OF -

BLOOMING MARVELLOUS LIMITED

Passed on the 8th day of September 1982

AT AN EXTRAORDINARY GENERAL MEETING of the above Company, duly convened and held on the 8th day of September 1982 the following Resolution was duly passed as an Ordinary Resolution:-

ORDINARY RESOLUTION

That the capital of the Company be increased to £1,000 by the creation of 900 Ordinary Shares of £1 each such new Ordinary Shares to rank pari passu in all respects with the existing Ordinary Shares in the capital of the Company.

S.J. BOTTOMLEY

.....
Chairman

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
(as amended by Special Resolution passed 8th April 1982)

OF

BLOOMING MARVELLOUS LIMITED

1. The name of the Company is "MINDCHARM LIMITED"*
2. The registered office of the Company will be situate in England.
3. (A) The objects for which the Company is established are:-
 - (i) To carry on the business of designers, manufacturers and sellers of all kinds of maternity wear, coats, dresses, costumes, shirts, suits, smocks, underwear, lingerie clothing and trimmings of every kind goods, toys, jewellery and cosmetics of all kinds

*Name changed by Special Resolution passed 8th April 1982



- (ii) To carry on the business of costumiers, robe and dress makers, tailors, silk mercers, makers and suppliers of clothing lingerie and trimming of every kind, corset makers, furriers, general drapers, haberdashers, milliners, hosiers, glovers, lace makers and dealers, feather dressers and merchants, hatters, boot and shoe makers, dealers in fabric and materials of all kinds, ribbons, fans, perfumes and flowers (artificial and natural)
- (iii) To carry on the business of dealers in furniture and furnishing fabrics
- (iv) To carry on all or any of the trades or business of preparing spinning doubling weaving combing scouring sizing bleaching, colouring dyeing printing and finishing working or manufacturing in any way whatever cotton, wool, silk, flax, hemp jute artificial silk, rayon, nylon and other fibrous or textile substances;
- (v) To carry on in any manner the company may think fit including pastoral sales the business of general merchants factors and dealers and to manufacture buy sell and deal in, whether by wholesale or retail clothing accessories and commodities of all kinds;
- (vi) To carry on the business of warehousemen, removers, storers, packers and carriers of personal property of every description.
- (B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by

the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

- (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent

or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

- (G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.
- (I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.
- (J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to

institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

- (K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividends, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold,

dispose of or otherwise deal with any shares, stock or securities so acquired.

- (O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities, of and to subsidise or otherwise assist any such company.
- (P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.
- (Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

- (R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, 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.
- (U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

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

And it is hereby declared that in the construction of this Clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

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 shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

Note:- By Ordinary Resolution passed 8th September 1982 the share capital of the Company was increased to £1,000 divided into 1000 ordinary 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

H. THOMAS
70/74 City Road
London EC1Y 2DQ

One

Company Registration Agent

C. MILFORD-COTTAM
70/74 City Road
London EC1Y 2DQ

One

Company Registration Agent

Dated this 2nd day of April 1980

Witness to the above Signatures:-

W.R. PAYNE
70/74 City Road
London EC1Y 2DQ

Company Registration Agent

THE COMPANIES ACTS, 1948 to 1980

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION
(adopted by Special Resolution passed on 8th April 1982)

- OF -

BLOOMING MARVELLOUS LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 to 1980 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 3, 11, 22, 24, 32, 58, 71, 75, 78, 79, 84, 86, 88, 89, 90, 91, 92, 93, 94, 95, 97, 127, 135 and 136 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.

ALLOTMENT OF SHARES

3. Unless otherwise directed by a Special Resolution of the Company any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the directors may, subject to these Articles, dispose of the same in such manner as they think beneficial to the Company provided that such shares shall not be disposed of on terms which were favourable to the subscribers thereof than the terms on which they were offered to the members. The directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the directors be conveniently offered in manner hereinbefore provided. Subject to this Clause the Directors are unconditionally authorised for the purposes of Section 14 of the Companies Act 1980 to allot shares up to the amount of the share capital created on the incorporation of the Company at any time or times during the period ending on the 31st day of December 1985. In accordance with Section 17(9) of the Companies Act 1980 subsections (1), (6) and (7) of the said Section 17 shall be excluded from applying to the Company.

SHARES

4. Subject to the provision of section 58 of the Act, any preference shares may with the sanction of a special resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

LIEN

5. The Company shall have a first and paramount lien on every share for all monies (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 standing registered in the name of any person whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all monies 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 from this regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

6. The instrument of transfer of any share shall be executed by or on behalf of the transferor, and, 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. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share.

TRANSMISSION OF SHARES

8. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he was the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

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 before or immediately following the declaration of the result of the show of hands a poll is demanded by the Chairman or any other 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 (whether unanimously or by a particular majority) or lost or not carried by a particular majority and an entry to that effect made in the book containing the minutes of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in such vote.

DIRECTORS

10. Unless and until otherwise determined by an Ordinary Resolution of the Company there shall be no maximum number of directors and the minimum number of directors shall be two.
11. The directors shall have the 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 regulations.

12. A director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such director shall be accountable to the company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company in general meeting otherwise directs.

BORROWING POWERS

13. 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 subject to Section 14 of the Companies 1980 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

14. (1) 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.
- (2) Provided that he shall declare his interest in any contract or arrangement, a director may vote in respect of any such contract or

arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted.

(3) A director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as remuneration and otherwise) as the director may determine and no director or intending director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.

(4) Any director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a director; provided that nothing herein contained shall authorise the director or his firm to act as auditor to the Company.

15. Any director may by notice in writing signed by him and deposited with the Company appoint an alternate director to act on his behalf. Such alternate director shall during the period of his appointment be entitled to notice of

meetings of directors and in the absence of the director appointing him, to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the director appointing him ceases to hold office as a director. One person may act as an alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and, if he is himself a director, his vote or votes as an alternate director shall be in addition to his own vote.

16. The Directors shall cause minutes to be made in books provided for the purpose

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each Meeting of the Directors and of any Committee of the Directors;
- (c) of all resolutions and proceedings at all Meetings of the Company, and of the Directors, and of Committees of Directors.

DISQUALIFICATION OF DIRECTORS

17. The office of a director shall be vacated:-

- (1) If by notice in writing to the Company he resigns the office of director.

- (2) If he becomes bankrupt or enters into any arrangement or composition with his creditors.
 - (3) If he is prohibited from being a director by an order made under any of the provisions of 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.
18. Any person may be appointed or elected as a director, whatever may be his age, and no director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ACCOUNTS

19. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditors report (and directors report), shall not less than 21 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company and to every person registered under regulation 31. Provided that this regulation shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures and shall only have effect subject and without prejudice to the provisions of section 158 (1) (c) of the Act.

WINDING UP

20. If the Company shall be wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind, the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may with the like sanction, determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like sanction, shall think fit, so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

21. Every director or other 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 judgement 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 in so far as its provisions are not avoided by section 205 of the Act.

Notice of place where register of members is kept or of any change in that place

103

Pursuant to section 110(3) of the Companies Act 1948
as amended by 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

Company number

[1211]

1493031

Name of company

BLOOMING MARVELOUS

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the
register of members is now kept at:

REGIS HOUSE

134, PERCIVAL ROAD,

ENFIELD, MIDDLESEX EN1 1QU

In lieu of*

52 WESTBOURNE PARK ROAD
LONDON W2 5PH

where it was previously kept

for RWL Registrars Limited

Signed

E. D. Moly

[Directors] [Secretary]† Date

8.12.83

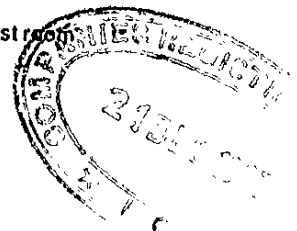
Presenter's name, address and
reference (if any):

RWL REGISTRARS LIMITED
REGIS HOUSE,
134 PERCIVAL ROAD,
ENFIELD, MIDDX. EN1 1QU

S/103/80

For official use
General section

Post room



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

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

* Insert full name of company

Note Please read notes 1 to 5 overleaf before completing this form

† delete as appropriate

See note 4c and complete as appropriate

To the Registrar of Companies

For official use

Company number

1111

1493031

Name of company

* BLOOMING MARVELLOUS LIMITED.

gives notice 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

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

Day Month Year

30 06 1988

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, 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

20/5/88

Presenter's name address and reference (if any): 1/84/R4P/

ROBERTS, MCLENNAN & CO.
CLERK
VERIF
C/ST
WCC
SURREY, SURREY
Telephone: Working 64981

For official Use
General Section

Post room

COMPANIES REGISTRATION
2 AUG 1988
IN OFFICE 30

G

COMPANIES FORM No. 122

**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares****122**Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

--	--	--	--

1493031

Name of company

* Blooming Marvellous Limited

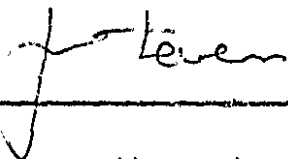
* Insert full name
of company

gives notice that:

By a Resolution passed on 10th May 1990 the
1000 shares of £1 each in the capital of the Company
were converted into 525 "A" shares of £1 each
and 475 "B" shares of £1 having attached thereto
the rights and privileges and being subject to the
resolutions set out in the New Articles of Association
adopted pursuant to a special resolution passed
on the same date.

† delete as
appropriate

Signed



[Director][Secretary]† Date

10th May 1990Presentor's name address and
reference (if any):

Mishcon de Reya
125 High Holborn
London
WC1V 6QP
Ref: PBS/AD

For official Use
General Section

Post room

COMPANIES HOUSE

1 MAY 1990

M

31

No: 1493031

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

BLOOMING MARVELLOUS LIMITED

(Passed 10th May 1990)

At an Extraordinary General Meeting of the Company the duly convened and held at 125 High Holborn, London WC1V 6QP on the tenth day of May 1990 the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT:

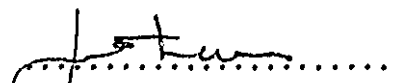
- (a) the 275 shares of £1 each registered in the name of Judith Barbara Lever be redesignated as 'A' Shares of £1 each; and
- (b) the 225 shares of £1 each registered in the name of Vivienne Elizabeth Pringle be redesignated as 'B' Shares of £1 each; and



(c) of the 500 unissued shares of £1 each 250 be redesignated as 'A' Shares of £1 each and 250 be redesignated as 'B' Shares of £1 each;

such shares having attached thereto the rights and privileges and being subject to the restrictions set out in the new Articles of Association of the Company to be adopted pursuant to the Special Resolution numbered 2 below.

2. THAT the Regulations contained in the document marked "A" now produced to the Meeting and signed by the Chairman thereof for identification be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association of the Company.


DIRECTOR

Presented by:-

Mishcon de Reya

125, High Holborn

London WC1V 6QP

Ref: PBS23/AD/22361/ID.79

Number of Company: 1493031

Vincent Fyfe
for them.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(Adopted pursuant to a Special Resolution passed on 10th May 1990)

- of -

BLOOMING MARVELOUS LIMITED

PRELIMINARY

- 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these Articles and regulation 1 shall so apply as if reference to "these regulations" included references to these Articles. Accordingly, in these Articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these Articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 2 Regulations 24 and 73 to 80 (inclusive) in Table A shall not apply to the Company.

SHARE CAPITAL AND VARIATIONS OF RIGHTS

- 3 The authorised share capital of the Company at the date of adoption of these Articles is £1,000 divided into 525 'A' Ordinary Shares of £1 each ("A' Shares") and 475 'B' Ordinary Shares of £1 each ("B' Shares") (the 'A' Shares and the 'B' Shares shall together be referred to as "the Shares"). Save as set out herein the 'A' Shares, and the 'B' Shares shall rank pari passu with each other in all respects.
4. (A) (i) The Company whenever it proposes to issue any shares in the capital of the Company shall offer such shares to all the members of the Company in proportion as nearly as may be to the number of the



existing shares held by them respectively in the capital of the Company;

- (11) the offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than thirty days) within which the offer, if not accepted, will be deemed to be declined;
 - (111) after the expiration of that period, those shares declined or so deemed to be declined shall be offered in the proportions aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in the same manner and limited by a like period as the original offer;
 - (iv) any shares not accepted pursuant to such offer or further offer as aforesaid and any shares released from the provisions of this sub-paragraph (A) by sub-paragraph (B) hereof shall be under the control of the directors, who subject to the Act may allot, grant options or otherwise dispose of the same to such persons, on such terms and in such manner as they think fit, provided that such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the members;
 - (v) any shares issued pursuant to the terms of this Article to a holder of 'A' Shares shall be automatically classified as 'A' Shares and any shares issued to a holder of 'B' Shares shall be automatically classified as 'B' Shares.
- (B) With the consent in writing of the holders of a majority of the 'A' Shares and the holders of a majority of the 'B' Shares the restrictions imposed by sub-paragraph (A) of this Article may be waived or varied in relation to any proposed issue of shares.

TRANSFER AND TRANSMISSION OF SHARES

- 5 The Directors shall at any time refuse to register a transfer of shares other than a transfer permitted by Regulations 6 or 7 of these Articles.
- 6 (A) No member shall be entitled to transfer his shares or any part thereof except in accordance with the following provisions of these Articles.
- (B) Any share or shares may be transferred by a member to Judith Barbara Lever or to Vivienne Elizabeth Pringle without any restriction whatsoever.

Except in the case of a transfer of shares expressly authorised by Article 6(B), the right to transfer shares shall be subject to the following restrictions, namely:-

- (A) Before transferring any shares or any interest therein, the person proposing to transfer the same (hereinafter called "the Proposing Transferor") shall give a notice in writing (hereinafter called "the Transfer Notice") to the Company specifying the number of shares it wishes to sell, if applicable details of the proposed transferee and the price at which the Proposing Transferor desires to transfer the shares and evidence that the proposed transferee is prepared to pay that price. The Transfer Notice shall constitute the Directors its agent for the sale of the shares therein mentioned at the Prescribed Price (as hereinafter defined) or in the event that the Proposing Transferor has received a bona fide offer for its shares which it proposes to accept at the same price per share as set out in the bona fide offer ("the Offer Price") in accordance with the provisions of these Articles. Save as provided in paragraphs (F) and (G) below or where the Proposing Transferor does not agree with the calculation of the Prescribed Price made in accordance with Regulation E(c) below, or with the written consent of the holders of a majority of the 'A' Shares and the holders of a majority of the 'B' Shares, a Transfer Notice once given or deemed to be given shall be irrevocable. Notwithstanding the foregoing a Transfer Notice given in accordance with the provisions of paragraph (1) below shall be irrevocable save with the written consent of the holders of a majority of the 'A' Shares and the holders of a majority of the 'B' Shares.
- (B) (1) All shares comprised in any Transfer Notice shall during the period within 14 days after the Transfer Notice is received by the Company (or where there is no agreement within 14 days between the Proposing Transferor and the Directors as to the Prescribed Price within 7 days after the same shall have been determined in accordance with paragraph (E) below) unless the holders of a majority of the 'A' Shares and of a majority of the 'B' Shares by written resolution agree to reduce the aforesaid periods, be offered by the Directors in writing to all the holders of the class of shares the subject of the Transfer Notice (other than the Proposing Transferor) and for the avoidance of doubt, for the purpose of this Article the 'A' Shares and the 'B' Shares shall be treated as shares of different classes for purchase at the Prescribed Price or the Offer Price as the case may be inviting him to state in writing to the directors within 28 days of the said offer whether he is willing to purchase any and if so what number of shares. At the expiration of the said period the Directors shall allocate the shares comprised in the Transfer Notice to the

member or members who shall have notified their willingness to purchase as aforesaid and in the event of competition in proportion (as nearly as may be and without increasing the number sold to any member beyond the number applied for by him) to their existing holding of shares.

- (B) (2) If within twenty-eight days of the despatch of the Written Notice referred to in B(1) above the Directors shall not find holders of the relevant class of shares subject to the Transfer Notice to purchase all the shares concerned, the shares included in any Transfer Notice or the balance of shares therein which have not been accepted by the members of the relevant class of shares shall forthwith be offered by the Directors in writing to all the holders of other classes of shares for purchase at the Prescribed Price or the Offer Price as the case may be inviting him to state in writing to the Directors within 28 days of the said offer whether he is willing to purchase any and if so what number of shares. At the expiration of the said period the Directors shall allocate the shares comprised in the Transfer Notice to the member or members who shall have notified their willingness to purchase as aforesaid and in the event of competition in proportion (as nearly as may be and without increasing the number sold to any member beyond the number applied for by him) to their existing holding of shares.
- (C) If within 28 days of the despatch of any written notice ("the Written Notice") referred to in (B) above by the Directors a member or members (hereinafter called "a Purchaser" or "Purchasers") gives notice in writing to the Directors of his/their willingness to purchase all or some of the shares, the Proposing Transferor shall be bound, upon payment of the Prescribed Price or the Offer Price as the case may be, to transfer such shares to the respective Purchasers thereof. Every Purchaser shall state the number of shares agreed to be purchased by him, and such other information as may be required to complete the same by the Proposing Transferor of the shares to the Purchasers and the purchase shall be completed at a place and time to be appointed by the Directors not being less than 7 days nor more than 14 days after the expiry of the said period of 28 days.
- (D) If in any case a Proposing Transferor, after having become bound to transfer any shares to a Purchaser or Purchasers, shall make default in so doing the Directors may authorise some person to execute any necessary transfers in favour of the Purchaser or Purchasers and may receive the purchase money which shall be held on trust for the Proposing

Transferor and shall thereupon cause the name of the Purchaser or Purchasers to be entered in the register of members maintained by the Company as the holder(s) of the shares in question. The receipt by the Company of the Purchaser's money shall be a good discharge to the Purchaser or Purchasers, who shall not be bound to see to the application thereof, and after the name of the Purchaser or Purchasers has been entered in the register of members in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.

(E) The expression "the Prescribed Price" shall mean the price of the Shares in question as calculated in accordance with the following provisions:-

- (a) within 14 days of receipt of the relevant Transfer Notice by the Directors the price per Share which the Proposing Transferor and the Directors shall agree represents a fair estimate of the market value of such Share as between a willing vendor and a willing purchaser; or
- (b) in the absence of agreement pursuant to (a) above, the price per Share reported by the auditors of the Company ("the Auditors") as being in their opinion the fair market value of such share as between a willing vendor and a willing purchaser without any discount for a minority holding or premium for a majority holding.
- (c) In the event that the Proposing Transferor or the directors does not agree with the valuation made by the Auditors pursuant to (b) above the calculations of the Prescribed Price may be referred by either the proposing Transferor or the Directors to an accountant of not less than 10 years' standing agreed by the parties, and failing that, appointed by the President for the time being of the Institute of Chartered Accountants in England and Wales ("the Valuer").

The party so acting shall be acting as expert, and his decision shall be final and binding. The Auditors or Valuer as the case may be shall be entitled if thought fit to obtain professional valuations of any of the Company's assets, and the fees and expenses of the Auditors or Valuer (including expenses of valuation) shall be borne by the Proposing Transferor, as to one-half, and the balance amongst the Purchasers pro rata to the proportion of the number of shares to be purchased by them.

- (F) If following the despatch of the written notices referred to in (B)(1) and (2) above or if only one written notice is capable of being despatched pursuant to paragraph (B) above then following the despatch of that notice the Directors shall not within the period of 28 days referred to in (C) above find a Purchaser or Purchasers willing to purchase all of the shares comprised in a Transfer Notice they shall so inform the Proposing Transferor by notice in writing, giving all relevant details. In the event that notice has been given by the Directors as aforesaid the Proposing Transferor may at any time after the expiration of the said 28 day period but before the expiration of 60 days after the date on which the Written Notice was despatched by the Directors be entitled to withdraw the Transfer Notice in respect of those shares for which the Directors have not found a Purchaser and shall be at liberty to transfer to any third person on a bona fide sale at any price not being less than the Prescribed Price or the Offer Price as the case may be any of the shares comprised in the Transfer Notice for which the Directors have not found a Purchaser. The Directors may require to be satisfied that such shares are being transferred in pursuance of a bona fide sale for the consideration stated in the Transfer Notice without any deduction, rebate or allowance whatsoever to the Purchaser, and if not so satisfied may refuse to register the instrument of transfer.
- (G) Where the Directors shall have found a Purchaser or Purchasers and through no default of the Proposing Transferor any purchase is not duly completed the Directors shall forthwith notify the Purchaser or all the Purchasers and if within 7 days of such notice being given the Purchaser or the Purchasers between them shall not have duly completed the purchase of the Shares, the Proposing Transferor shall be entitled to withdraw the Transfer Notice in respect of all of the shares comprised therein and to sell such shares to any third person on the terms mentioned in paragraph (F).
- (H) Where pursuant to the provisions of paragraph (F) or (G) above the Proposing Transferor has found a purchaser to purchase all or any of the shares comprised in the Transfer Notice, and upon completion of the sale of the said shares such third party would acquire a controlling interest in the Company, (as defined by Section 416(2) of the Income and Corporation Taxes Act 1988) the Proposing Transferor shall not be permitted to sell its shares to such third party unless and until such purchaser shall have made an offer to the remaining Shareholders to purchase their entire holdings on no less favourable terms than offered to the Proposing Transferor.
- (I) Upon the insolvent liquidation or bankruptcy or the appointment of a receiver manager administrative receiver or administrator of or the acquisition of a controlling

interest (as defined by Section 416(2) of the Income and Corporation Taxes Act 1988) in any member, or such member ceasing to be a director of or to be employed by the Company or of any of its subsidiaries (for whatever reason other than unfair or wrongful dismissal) such member shall be deemed to have given immediately prior to such liquidation, bankruptcy or acquisition of a controlling interest or ceasing to be a director or employee as the case may be a Transfer Notice in respect of all shares registered in the name of such member unless the provisions of this paragraph of this Article shall have been waived by the written consent of the holders of a majority of the 'A' Shares and the holders of a majority of the 'B' Shares.

- (J) In the event that any person who was at any time a director or an employee of the Company or of any of its subsidiaries, shall after ceasing to be a director or an employee become registered as the holder of shares in the Company he shall upon becoming so registered be deemed to have served a Transfer Notice in respect of all shares of which such director or employee is a holder, and for this purpose the decision of the board of directors as to whether a director or an employee has ceased to be a director or an employee shall be final and binding.
- (K) For the purpose of ensuring that a transfer of shares is duly authorised hereunder or that no circumstances have arisen whereby a Transfer Notice is deemed to have been given hereunder or for the purpose of ascertaining when a Transfer Notice is deemed to have been given hereunder the Directors may from time to time require any member or the legal personal representatives of any deceased member or the trustee in bankruptcy of any member or the liquidator or secretary of any corporate member or any person named as transferee in any transfer lodged for registration to furnish to the Company such information and evidence as the Directors may think fit regarding any matter which they may deem relevant to such purpose. Failing such information or evidence being furnished to the satisfaction of the Directors within a reasonable time after request the Directors shall be entitled to refuse to register the transfer in question or (in case no transfer is in question) to require by Notice in writing that a Transfer Notice be given in respect of the shares concerned.
- (L) With the consent in writing of the holders of a majority of the 'A' Shares and the holders of a majority of the 'B' Shares the restrictions imposed by this Article may be waived or varied in relation to any proposed transfer of shares.

- (M) Any shares which are transferred to a Shareholder who only holds shares of a different class or to their nominee such shares shall be re- classified automatically as shares of that other class and for the avoidance of doubt for the purpose of this Article the 'A' Shares and the 'B' shares shall be treated as shares of different classes.

GENERAL MEETINGS

- 8 (A) No business shall be transacted at any general meeting unless a quorum of members is present. Two members present in person or by proxy shall be a quorum, one of whom shall be a holder of 'A' Shares and one of whom shall be a holder of 'B' Shares.
- (B) All business arising at a general meeting shall be determined by resolution and no such resolution shall be effective unless carried by a majority of votes of those members present (in person or by proxy).
- In the case of an equality of votes at a meeting the Chairman of the meeting shall not have a second or casting vote.
- (C) In the event that a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such date, time and place as the Directors may determine, but no earlier than 7 days from the date and time originally fixed for the meeting.
- In the event that such quorum is not present within half an hour of the time fixed for the adjourned meeting, the quorum necessary for the transaction of business of the general meeting shall be any two Shareholders.
- (D) A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
- (E) A poll may be demanded at any general meeting by any member present in person or by proxy. Regulation 46 of Table A shall be modified accordingly.

DIRECTORS

- 9 Unless otherwise determined by ordinary resolution, there shall be no maximum number of directors and the minimum number of directors shall be two.
- 10 (A) Without prejudice to any other provision of these Articles, the holders for the time being of a majority of the 'A' Shares shall be entitled at any time and from time to time to appoint one person as a Director of the Company, to

remove from office any person thus previously appointed and to appoint the same or any other person in the place of any person so appointed who may cease for whatever reason to be a Director.

Any person appointed pursuant to this paragraph (A) shall be called the 'A' Director.

- (B) Without prejudice to any other provision of these Articles, the holders for the time being of a majority of the 'B' Shares shall be entitled at any time and from time to time to appoint one person as a Director of the Company, to remove from office any person thus previously appointed and to appoint the same or any other person in the place of any person so appointed who may cease for whatever reason to be a Director.

Any person appointed pursuant to this paragraph (B) shall be called the 'B' Director.

- (C) Any appointment or removal pursuant to paragraph (A) or (B) of this Article shall be effected by instrument in writing signed by the person or persons making the same or their duly authorised representatives and shall take effect when delivered to the registered office of the Company.

- 11 (A) All meetings of the Board of Directors shall take place in the United Kingdom, and the quorum necessary for the transaction of business of the Directors shall be two of whom one shall be an 'A' Director and one of whom shall be a 'B' Director.

- (B) If such a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such date, time and place as the Directors may determine, but no earlier than 7 days from the date and time originally fixed for the meeting.

- (C) In the event that such a quorum is not present within half an hour of the time fixed for the adjourned meeting, the quorum necessary for the transaction of business of Directors shall be any two Directors.

- 12 (A) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. A Director who is also an alternate Director shall be entitled, in the absence of the Director whom he is representing, to a separate vote on behalf of such Director in addition to his own vote. A Director may, and the Secretary on the requisition of a Director, shall at any time summon a meeting of the Directors.

- (B) At any meeting of the Directors or a Committee of the Directors each Director (or his alternate Director) present at the meeting shall be entitled to one vote.
- (C) A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of directors, duly convened and held and may consist of several documents in the like form each signed by one or more directors, a resolution signed by an alternate director need not also be signed by his appointor, and if it is signed by a director who has appointed an alternate it need not be signed by that alternate in that capacity.
- 13 A person may be appointed a Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining that or any other age.
- 14 In the case of an equality of votes at any meeting of the Directors or of a committee of Directors the chairman of such meeting shall not be entitled to a second or casting vote.
- 15 A Director who has duly declared his interest (so far as he is required to do so or that of the person appointing him) may vote at a meeting of the Directors or of a committee of the Directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum. Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.
- 16 A Director or an alternate Director shall not require a share qualification, but nevertheless shall be entitled to attend and speak at any general meeting of the Company.
- 17 The Directors may from time to time appoint committees and may delegate any of their powers to any such committee and from time to time revoke any such delegation and discharge any such committee wholly or in part. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Directors but may meet and adjourn as it thinks proper. Any committee shall have power with the written approval of the holders of a majority of the 'A' Shares and a majority of the 'B' Shares to co-opt as a member or members of any committee for any specific purpose any person or persons although not being a Director of the Company. Regulation 72 of Table A shall be modified accordingly.
- 18 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares) to s80 of the Act to grant any mortgage charge or standard security over 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.