



Please do not
write in this
binding margin



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

* delete if
inappropriate

THE COMPANIES ACTS 1948 TO 1976

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

Form No. 41

41

Company number

1506894 /

Name of Company

PAR-BILT (UK)

Limited*

I, ROBERT HOWARD BILTON
formerly of 52 MILL LANE, APPLETON, CHESHIRE, now of
15 STETCHWORTH ROAD, WALTON, WARRINGTON

† Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

I do solemnly and sincerely declare that I am † a person named as Director / Secretary of the Company in
the statement delivered under section 21 of the Companies Act 1976
of PAR-BILT (UK)

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 WARRINGTON
CHESHIRE

the 20th day of JUNE

One thousand nine hundred and EIGHTY

before me A. J. Hannan
A Commissioner for Oaths † Solicitor

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

GRAY'S INN COMPANY FORMATIONS LTD.
87-89 TABERNACLE STREET,
LONDON, EC2A 4BA, ENGLAND.

Reference:- ABC19531

For official use
General section

Post room

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

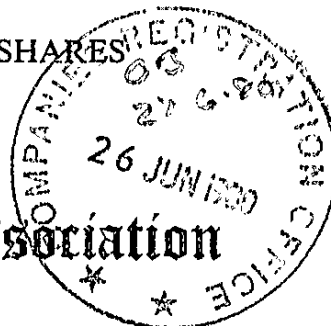
1506894 3

Memorandum of Association

OF

PAR-BILT (UK) LIMITED

1. The name of the Company is "Par-Bilt (UK) 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 part of the business or businesses as designers, manufacturers, wholesalers, retailers, importers, exporters and dealers in sports goods of all kinds together with leisure and recreational products and for all sports clothing and wearing apparel in all their branches; to establish and operate retail outlets for all items connected with the above together with all equipment and accessories and to act as consultants and advisers therefor; as owners and operators of sports and leisure centres and to supply facilities for the instruction and training to customers together with all recreational activities, catering and accommodation; to assemble, process, buy, sell, hire, hire out, lease, alter, exchange, repair, service, improve or otherwise deal with any equipment for all or any of the above, all as the Company sees fit.
 - (b) To deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, importers, exporters or otherwise, and to assemble, process, buy, sell, exchange, hire, hire out, repair, service, maintain, alter, improve, manipulate, prepare for market and otherwise deal with them; to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto, and to do all or any of the above acting as principals, agents, brokers, factors, contractors, appointees, assignees, trustees, lessors, lessees or otherwise either in the United Kingdom or elsewhere.



- (c) To carry on any other business of any description which may seem to the Company capable of being advantageously or conveniently carried on in connection with or ancillary to any of the objects of the Company or calculated directly or indirectly to enhance their value or render them more profitable.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any structure or structures or buildings and adapt the same for the purposes of the Company's business.
- (e) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses, rights or concessions which may be capable of being dealt with by the Company or be deemed to benefit the Company and to sell, licence, lease or grant rights thereto or otherwise deal with them.
- (g) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property, assets or rights of the Company upon such terms and conditions as the Company may approve, with power to accept shares, debentures or securities of, or interest in, or guarantees by, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in such shares or upon such securities and subject to such conditions and in such manner as may seem expedient.
- (i) To lend and advance money or give credit to any person, persons, firms or companies upon such terms and conditions as may be desirable and to give guarantees or become security for any person, firm or company.
- (j) To secure or guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds, and to enter into partnership or any joint financial arrangement or commercial enterprise with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.



- (l) To draw, make, accept, endorse, discount, execute and issue negotiable or transferable instruments and documents of every and any kind.
- (m) To purchase, subscribe for or otherwise acquire and hold any type of bond or security or any shares, stocks, debentures or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person, firm or company for services rendered or to be rendered or for placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To make payments towards insurance and to support and subscribe to any charitable or public object and any institution, society, club or association which may in any way benefit the Company or its employees and to give pensions, gratuities or charitable aid or to establish and support or assist in the establishment and support of funds and trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or their wives, children or other relatives or dependants.
- (r) To distribute any property of the Company in specie or in kind among the members of the Company.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which will in any way increase the profitability of the Company.

It is hereby expressly declared that each of the foregoing sub-clauses shall be construed independently of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

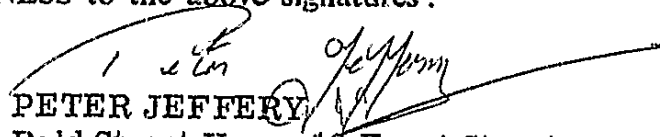
5. The Share Capital of the Company is £10,000 divided into 10,000 shares of £1 each, with power to increase or divide the shares in the capital for the time being into different classes, having such rights, privileges and advantages as to voting and otherwise as the Articles of Association may from time to time prescribe.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
 ROBERT HOWARD BILTON 15 Stetchworth Road Walton Warrington Golf Professional	one ONE ✓
 ANDREW DOUGLAS PARKER 20 Ackers Lane Stockton Heath Warrington Driving Instructor	One ✓ ONE

DATED 20/6/80

WITNESS to the above signatures:—


PETER JEFFERY
Bold Street House 10 Egypt Street
Warrington WA1 1DY

Chartered Accountant

COMPANY LIMITED BY SHARES

1506894 / 4

Articles of Association

OF

PAR-BILT (UK) LIMITED

PRELIMINARY

1. The regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby, that is to say, Clauses 24, 53, and 75 in Part 1 of Table A shall not apply to the Company, and in addition to the remaining Clauses in Part 1 of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2. The Company is a Private Company and Clauses 2, 3, 4, and 5 in Part II of Table A shall apply to the Company.

SHARES

3. The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons on such terms and in such manner as they think fit.

Shares of the Company shall not be disposed of or transferred except in the following cases:

- (a) Any share may be transferred by a Member to any other Member or
- (b) Any share may be transferred by a Member to the spouse or child or children or issue of such Member
- (c) Any share in the name of a deceased Member may be transferred to
 - (i) the widow or widower of such deceased Member
 - (ii) any child or children or issue of such deceased Member
 - (iii) the Executors or Trustees of the Estate of the deceased Member to hold in their names
- (d) In all other cases except those comprised in Clause (a) (b) and (c) above a Member wishing to dispose of his or her shares or any of them (hereinafter called "the transferor") shall offer for sale such share or shares to the other Members in accordance with the following procedure:

- (i) The transferor shall first give notice in writing of the transferor's wish to the Company which notice shall constitute the Company the transferor's agent for the purpose of the sale
- (ii) No notice of sale given as in (i) above shall be withdrawn
- (iii) The Directors shall offer the share or shares offered as above to the other Members at a fair value certified by the Company's Auditors.
- (iv) If within twenty-eight days of the Directors' offer a purchasing Member or Members is or are found of the whole of the shares the purchase shall be completed within seven days
- (v) Notice of the finding of the purchasing Member or Members is to be given to the transferor and the transferor shall on payment of the fair value transfer the share to the purchasing Member or Members.
- (vi) In the event of the transferor failing to complete the transfer to the purchasing Member or Members the Directors shall authorise themselves or some other person to transfer the share or shares to the purchasing Member or Members and shall receive the purchase money and register the purchasing Member or Members as holder or holders of the share or shares issuing him or her or them a certificate therefor
- (vii) The transferor shall deliver up his own Certificate or Certificates for the share or shares sold and shall then be paid the purchase money but not before.
- (viii) If after the expiry of twenty-eight days from the issuing of the Directors offer no purchasing Member or Members is or are found or if the purchase is not completed through no fault of the transferor the transferor Member subject to the Directors' approval and to Clause 3 of Table A Part II may dispose of such shares as shall remain undisposed of to any person and at any price. Clause 3 of Table A Part II shall not apply to dispositions included in Clauses (a) (b) and (c) above except to ensure that the Membership limit is not exceeded or to prevent the transfer of shares upon which the Company has a lien and in no case whatsoever shall shares be issued or transferred to an infant a bankrupt or a person of unsound mind.

LIEN

4. The lien conferred by Clause 11 in Part 1 of Table A shall attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

6. Clause 54 in Part 1 of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

DIRECTORS

7. The shareholding qualification for Directors may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

8. There shall be at least one Director and not more than ten unless otherwise determined by the Company in General Meeting and if at any time there shall be only one Director of the Company, he or she may act as sole Director exercising all the powers, authorities and discretions vested in the Directors.

9. A Director may appoint any person approved by the Board to be an Alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall *ipso facto* vacate office if and when the Director appointing him vacates office as a Director or removes the Alternate Director from office, and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any Alternate Director shall be payable out of the remuneration of the Director appointing him, and shall consist of such portion of the last mentioned remuneration as shall be agreed between the Alternate Director and the Director appointing him.

10. Clause 79 in Part 1 of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

11. Clause 84 (5) in Part 1 of Table A shall be read and construed as if the words "or his firm" appearing in the last line of such sub-clause were omitted therefrom.

12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration and Clause 84 in Part 1 of Table A shall be modified accordingly.

WINDING UP

13. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively. Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

FIRST DIRECTORS

14. The first Director(s) of the Company shall be :—

ROBERT HOWARD BILTON

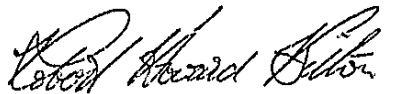
ANDREW DOUGLAS PARKER

FIRST SECRETARY

15. The first Secretary of the Company shall be :—

ANDREW DOUGLAS PARKER

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS



ROBERT HOWARD BILTON
15 Stetchworth Road
Walton Warrington

Golf Professional



ANDREW DOUGLAS PARKER
20 Ackers Lane
Stockton Heath Warrington

Driving Instructor

DATED 20/6/80

WITNESS to the above signatures :—


PETER JEFFERY
Bold Street House 10 Egypt Street
Warrington WA1 1DY

We certify that these Articles of Association have been printed by us by the Offset-Litho, and the stencil duplicating processes.

p.p. Gray's Inn Company Formations Limited.

.....*B. Gummatt*.....(dir.)

The amendments and alterations to the Memorandum and Articles of Association have been made with the full knowledge and consent of the subscribers.

.....*B. Gummatt*.....(dir.)

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

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

1

Please do not
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binding margin

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

Company number

1506894

5

Name of Company

PAR-BILT (UK)

Limited*

* delete if
inappropriate

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

99 Washway Road

Sale

Greater Manchester

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



Gray's Inn Company Formations Ltd

87-89 Tabernacle Street,

London, EC2A 4BA.

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):

GRAY'S INN COMPANY FORMATIONS LTD.
87-89 TABERNACLE STREET,
LONDON, EC2A 4BA, ENGLAND.

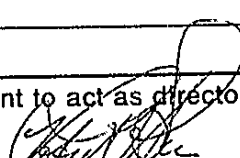
Reference:- BC 19531

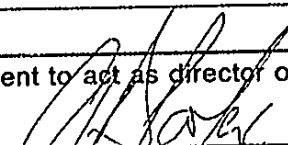
For official use

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:

Name (note 2) ROBERT HOWARD BILTON	Business occupation Golf Professional
Former name(s) (note 3) none	Nationality British
Address (note 4) 15 Stetchworth Road Walton Warrington	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5) Bilton Golf Promotions Limited	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 20/1/80

Name (note 2) ANDREW DOUGLAS PARKER	Business occupation Driving Instructor
Former name(s) (note 3) none	Nationality British
Address (note 4) 20 Ackers Lane Stockton Heath Warrington	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5) none	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 20/1/80

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

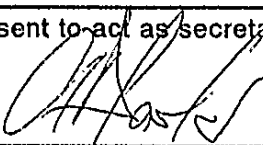
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Important

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:

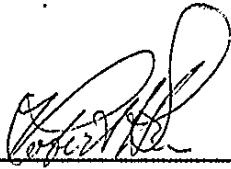
Name (notes 2 & 7)	ANDREW DOUGLAS PARKER
Former name(s) (note 3)	none
Address (notes 4 & 7)	20 Ackers Lane Stockton Heath Warrington
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 20/6/80

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

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

delete as
appropriate

Signature  [Subscriber] [Agent]† Date 20 June 1980

Signature  [Subscriber] [Agent]† Date 20 June 1980

FILE COPY



CERTIFICATE OF INCORPORATION

No. 1506894

I hereby certify that

PAR-BILT (UK) 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

9TH JULY 1980

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

E. A. WILSON

Assistant Registrar of Companies