

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

41a

Please do not write in this binding margin



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

*Insert full name of Company

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

--	--	--	--

1753041	1
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Name of Company

GLIMPRISE LIMITED

I, DAVID MARRIOT COOPERof 17 Whitechurch Lane London E1

do solemnly and sincerely declare that I am a Director of the Company under the statement
delivered under Section 21 of the Companies Act 1976
 of GLIMPRISE LIMITED

and that all the requirements of the Companies Acts 1948 to 1980
 in respect of the registration of the said company
 and of matters precedent 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 31 Southampton Row
London WC1

the 16th day of August

One thousand nine hundred and eighty three

before me, Richard Coyle

A Commissioner for Oaths or Notary Public or Justice of the
 Peace or Solicitor having the powers conferred on a
 Commissioner for Oaths

Signature of Declarant

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

For official use

New companies section

Post room

THE COMPANIES ACTS 1948 to 1981

Company Limited By Shares

MEMORANDUM OF ASSOCIATION
of GLIMPRISE LIMITED

1753041/3



1. The name of the Company is GLIMPRISE 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 the business of owners, managers, proprietors and operators of stores, shops and warehouses, as designers, manufacturers, repairers, importers exporters, wholesalers, retailers, agents for the sale and purchase of, distributors of and general dealers in all articles of commercial, manufacturing, personal and household use and consumption, ornament, recreation and amusement, and generally in all raw materials, manufactured goods, materials, provisions and general produce; to carry on all or any of the businesses of antique dealers, book and magazine dealers, caterers, clothiers, confectioners, cutlers, drapers, electrical retailers, florists, furniture dealers, general merchants, greengrocers, grocers, hairdressers, ironmongers, jewellers, mail order dealers, newsagents, provision merchants, tobacconists, travel agents and wine and spirit merchants and as dealers in toys, games, fancy goods, musical instruments, gramophone records and cassettes, audio and video equipment of every and any description, heating, cooking, plumbing and sanitary systems, apparatus, equipment and accessories, cycles, perambulators and commercial and domestic furnishings of every and any description and generally to deal in all plant, machinery, utensils, accessories, tools, appliances, apparatus, fabrics, produce, substances, materials and things capable of being dealt in or used in connection with the before-mentioned businesses or any of them, or which may be required by customers of, or persons having dealings with the Company.

- b) To carry on other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company
- c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effect, develop or otherwise deal with and adapt the same to the advantage of the Company
- l) To apply for, purchase or otherwise acquire any letters patent, brevets d'invention, licenses, concessions, inventions and secret processes, and to use, exercise, sell, assign, develop or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company
- e) To erect, construct, alter and maintain buildings, erections and works of all kinds whether on the property of the Company or not
- f) To invest the money of the Company in any manner that the Company may think fit
- g) To enter into partnership or into any arrangement with or to make any agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person
- h) To sell or otherwise dispose of the whole or any part of the undertaking of the Company for cash, shares, debentures or for any other consideration as the Company may think fit
- i) 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 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
- j) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of obligations and contracts by any persons or companies
- k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures, debenture stock or other securities
- l) To draw, make, accept, endorse, discount execute and issue promissory notes, bills, warrants and negotiable instruments of all kinds
- m) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock, debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation
- n) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object

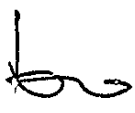

- o) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company
- p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions
- q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights
- r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company
- s) To do all such things in any part of the world either as principal or agents and either alone or in conjunction with any other person, firm or company

All of the foregoing objects shall be read and construed as separate and distinct objects and the generality of any of such objects shall not be abridged or cut down by reference to any other object of the Company.

5. The liability of the members is limited


6. The Share Capital of the Company is £100 divided into 100 Shares
of £1 each

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
 DAVID MARRIOT COOPER 17 Whitechurch Lane London E1 Company Director	One
 NICOLA JANE ROWSE 17 Whitechurch Lane London E1 Company Director	One

DATED this 16th day of August 1983

WITNESS to the above Signatures:-


PAMELA E EVANS
17 Whitechurch Lane
London E1
Company Search Clerk

THE COMPANIES ACTS, 1948 to 1980

COMPANY LIMITED BY SHARES

1753041

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ARTICLES OF ASSOCIATION

OF

GLIMPRISE LIMITED

PRELIMINARY

1. The Regulations set out in Table A of the First Schedule to the Companies Act, 1948 (hereinafter referred to as "the Act") as amended by the Companies Acts 1967 to 1980 (hereinafter referred to as "Table A") shall apply to the Company.

2. Regulations 3, 24, 40 to 43 (inclusive) 66, 75, 84, 88, 107 and 108 of Table A shall not apply to the Company.

SHARES

3. The Share Capital of the Company is £ 100 divided
into 100 Shares of £1 each.

4. (A) Subject to authorisation in accordance with the provisions of section 14 of the Companies Act 1980 the directors may allot or otherwise dispose of the shares of the Company whether forming part of the original or any increased capital to such persons and for such consideration and upon such terms and conditions as they may determine but so that no shares shall be issued at a discount

(B) For the purposes of Section 14 of the Companies Act 1980:

- (i) the directors shall, unless and until such authority shall have been previously revoked or varied by the Company in general meeting, for a period of five years from the date of the incorporation of the Company, have a general and unconditional authority to allot any unissued shares of the Company forming part of its original capital;

(ii) before the expiry of the authority given in sub-paragraph (i) above the Company by its directors or otherwise may make any offer or agreement which would or might require unissued shares of the Company to be allotted after such expiry and the directors may not withstanding such expiry allot unissued shares of the Company pursuant to such offer or agreement

(C) Section 17(1) of the Companies Act 1980 shall be excluded in respect of any allotment of shares whether by the directors or otherwise

5. Subject to the provisions of Section 58 of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company, are liable to be redeemed

TRANSFER OF SHARES

6. Any share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustees of the will of a deceased Member or to a new Trustee for the purpose of effectuating the appointment of a new Trustee or to the legatee or next of kin of a deceased Member, or to a beneficiary under a trust created by a deceased Member. Save as aforesaid the Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any share whether or not it is a fully paid share

7. The proviso to Regulation 32 of Table A shall not apply to the Company

LIEN

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

DIRECTORS

9. The number of Directors shall not be less than two nor more than seven

POWERS AND DUTIES OF DIRECTORS

10. Subject to Section 199 of the Act and Section 60 of the Companies Act 1980 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 in the manner required. A Director may vote in respect of any such contract or proposed contract and may be counted in the quorum at any meeting at which any such matter is considered.

11. A Director may hold any other office or place of profit under the Company (other than the office of the Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

12. 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 such services as if he were not a Director, provided that nothing herein contained shall authorise a Director to act as Auditor to the Company.

13. The Office of Director shall be vacated if the Director:-

- a) Ceases to be a Director by virtue of Section 182 of the act
- b) Becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- c) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976
- d) Becomes of unsound mind, or
- e) Resigns his office by notice in writing to the Company
- f) Is absent from directors' meetings for six calendar months without reasonable excuse and without the consent of the other directors and they resolve that he vacate office

BORROWING POWERS

14. The proviso to Regulation 79 of Table A shall not apply to the Company

MANAGING DIRECTORS

15. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not whilst holding that office be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors but his appointment shall be automatically determined if he cease from any cause to be a Director

16. A Managing Director shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) as the Directors may determine

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


DAVID MARRIOT COOPER

17 Whitechurch Lane

London E1

Company Director


NICOLA JANE ROWSE

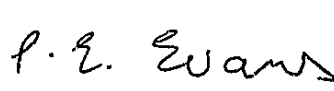
17 Whitechurch Lane

London E1

Company Director

DATED this 16th day of August 19 83

WITNESS to the above Signatures:-


PAMELA E EVANS

17 Whitechurch Lane

London E1

Company Search Clerk



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

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

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

1

Please do not
write in this
padding margin



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

Company number

17530415

Name of Company

GLIMPRISE LIMITED

Limited

* delete if
inappropriate

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

80/82 Grays Inn Road

London WC1

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

MARRIOTS LIMITED

80/82 Grays Inn Road,

London WC1

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



Name (note 2)	DAVID MARRIOT COOPER	Business occupation	
Former name(s) (note 3)	NONE	Nationality	British
Address (note 4)	80/82 Grays Inn Road London WC1	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
MARRIOTS LIMITED			
LEGAL OVERLOAD LIMITED			
I hereby consent to act as director of the company named on page 1			
Signature		Date 16/8/85	

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	
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	

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	

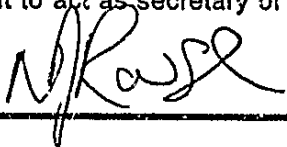
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Important:

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:

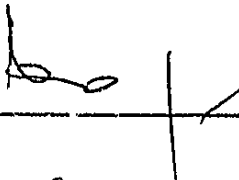
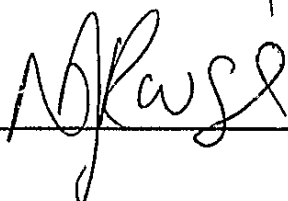
Name (notes 2 & 7)	NICOLA JANE ROWSE
Former name(s) (note 3)	STANIFORTH
Address (notes 4 & 7)	80/82 Grays Inn Road
	London WC1
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 16/8/83

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	16/8/83
Signature		[Subscriber] [Agent]†	Date	16/8/83

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1753041

I hereby certify that

GLIMPRISE LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the

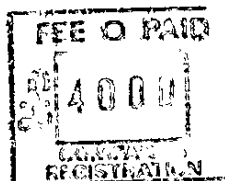
14TH SEPTEMBER 1983

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

I.M.O. W.A. HILLSON
an authorised officer

Company No. 1753041 ✓/6

2-3-84



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THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

GLIMPRISE LIMITED

(passed the 20th day of February 1984)

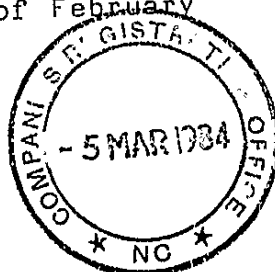
On the 20th day of February 1984 all the members of the Company duly resolved as follows:-

SPECIAL RESOLUTION

THAT with the approval of the Department of Trade and Industry the name of the Company be changed to "Kokoro Company, Ltd."

Dated the 20th day of February

1984



W+G. £40
044904

T. Senda
T. Senda, Secretary

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1753041 / 7

I hereby certify that

GLIMPRISE LIMITED

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

KOKORO COMPANY, LTD.

Given under my hand at the Companies Registration Office,
Cardiff the 19TH MARCH 1984

A.K. Phillips
MRS. A.K. PHILLIPS
an authorised officer

1753041/13.

THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

KOKORO COMPANY LIMITED

(passed 24th JULY 1985)

At the First Annual General Meeting of the company duly convened and held on 24th JULY 1985 the following relation was duly passed as a Special Resolution:

SPECIAL RESOLUTION

BoB THAT pursuant to SECTION 12(2) of the Companies Act 1981 the application to the Company of Section 14(1) of the Companies Act 1976 be ^{excluded from applying to the company thereby} exempting the Company from the obligation to appoint auditors.

SIGNED... *J. Watanabe*

Chairman of the Meeting

