

PLEASE NOTE THAT
DUE TO THE POOR
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FICHE SOME OF THE
FOLLOWING IMAGES
ARE ALSO OF POOR
QUALITY.



Please do not
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binding margin



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

*Insert full name
of Company

†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

THE COMPANIES ACTS 1948 TO 1981

Form No. 41a

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

412a

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

For official use

--	--	--

Company number

1944236

--

Name of Company

JUMPCAPE	
Limited*	

I, MAVIS JUNE LATTER

of 47 BRUNSWICK PLACE

LONDON

N1 6EE

do solemnly and sincerely declare that I am a person named as Secretary of the Company in
the statement delivered under section 21 of the Companies Act 1976.

of JUMPCAPE

Limited

and that all the requirements of the Companies Acts 1948 to 1981
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 FLAT 1, CHATSWORTH HOUSE

65 LONDON ROAD

TWICKENHAM, MIDDLESEX

the First day of July

One thousand nine hundred and Eighty-Five

before me

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



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Jordan & Sons Limited Company Formation and Information Services, Stationers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

JUMPCAPE LIMITED



13

1. The Company's name is " JUMPCAPE LIMITED
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

(a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

OB
21

203683

JORDAN & SONS LTD.
JORDAN HOUSE
47 BRUNSWICK PLACE, LONDON
TEL. 01 253 3030 TELEX



(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(w) To procure the Company to be registered or recognised in any part of the world.

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

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.


(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited:

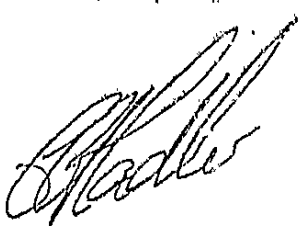
5. The Company's share capital is £100 divided into 100 shares of £1 each.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
------------------------------------	---

- 
1. Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX
Commercial Manager.

- One


- 
2. Christopher Charles Hadler,
15, Pembroke Road
Bristol. BS99 7DX
Commercial Manager.

- One

Total shares taken - Two

Dated 01-07-85

Witness to the above Signatures,


Erröl Sandiford
15, Pembroke Road
Bristol. BS99 7DX
Clerk.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

1944236

ARTICLES OF ASSOCIATION OF

JUMPCAPE LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in

proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph (b) shall have effect subject to Section 80 of the Act.

(c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.

(d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARES

3. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.

4. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

GENERAL MEETINGS AND RESOLUTIONS

5. (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 23 in Table A shall be modified accordingly.

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act 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 Directors and to the Auditors for the time being of the Company.

6. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.

(b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(c) Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

7. (a) Clause 64 in Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed a Director at any General Meeting unless either:-

(i) he is recommended by the Directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

8. 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 Section 80 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.

ALTERNATE DIRECTORS

9. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

10. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

11. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

12. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

13. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 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 310 of the Act.

(b) Clause 118 in Table A shall not apply to the Company.

TRANSFER OF SHARES

14. 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, and the first sentence of Clause 24 in Table A shall not apply to the Company.

Names and Addresses of Subscribers



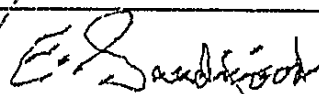
1. Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.



2. Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated 01-07-85

Witness to the above Signatures,



Errol Sandiford,
15, Pembroke Road,
Bristol. BS99 7DX.
Clerk.



COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

1944236/5

Name of company

* insert full name
of company

*	JUMPCAPE LIMITED
---	------------------

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

47, Brunswick Place,
London, N1 6EE
Postcode

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

☐

JORDAN & SONS LIMITED,
Jordan House,
47, Brunswick Place, London N1 6EE
Postcode

Number of continuation sheets attached (see note 1).

☐

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 201010



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

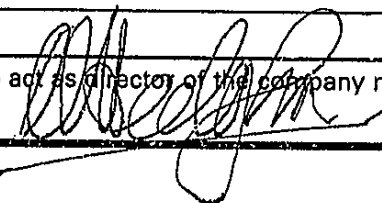
For official Use
General Section

Post room

DIRECTOR

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 (note 2) are as follows:

Please do not write in this margin

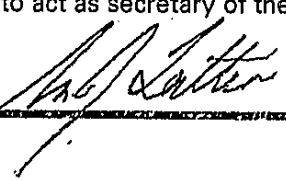
Name (note 3) DAVID STEWART HODGSON		Business occupation MANAGER
Previous name(s) (note 3) NONE		Nationality BRITISH
Address (note 4) 47, Brunswick Place, London, N1 6EE		Date of birth (where applicable) (note 6)
Postcode		
Other directorships † NONE		
I consent to act as director of the company named on page 1		
Signature 		Date 01-07-85

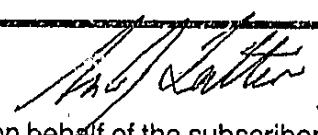
† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

SECRETARY

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:

Please do not write in this margin

Name (notes 3 & 7) MAVIS JUNE LATTER	
Previous name(s) (note 3) : NONE	
Address (notes 4 & 7) 47, Brunswick Place, London, N1 6EE	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature 	Date 01-07-85

Signed by or on behalf of the subscribers of the memorandum* 	
Date 01-07-85	

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1944236

I hereby certify that

JUMPCAPE LIMITED

is this day incorporated under the Companies Act 1985 as a
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the

4TH SEPTEMBER 1985

A handwritten signature in cursive script, appearing to read 'C. Israel'.

MRS. C. ISRAEL

an authorised officer

Company Number 1944236.....

SPECIAL RESOLUTION OF Jumpcase..... LIMITED

We, the undersigned, Michael Richard Counsell and Christopher Charles Hadler, being all the Members for the time being of the above-named company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution.

It is resolved :

That the Memorandum of Association of the Company be altered by deleting Clause (a) of Clause 1 by substituting therefor the following new Clause 1

(a) To carry on all or any of the businesses of general motor engineers and repairers, distributors, suppliers, importers, exporters, manufacturers, designers, fitters, hirers and letters on hire, agents for, and dealers in spares, windscreens, accessories and components, tyres, tubes and batteries, and to develop, manage and undertake all work in connection with the assembly, repair and renovation of all such motor and other vehicles and machines as aforesaid, proprietors of garages, petrol filling stations and fuel supply stores, motor, electrical, mechanical and general engineers, vulcanisers, metal workers, panel beaters, platers, painters and sprayers, coach and body builders, electrical and oxy-acetylene welders, commission salesmen and discount traders, manufacturers, designers and repairers of, agents for and dealers in electrical goods, domestic appliances, tools and equipment, paints, building and decorating materials and household products, fittings and furnishings, ironmongers, general storekeepers, cycle and toy dealers, fancy goods merchants, carriers, haulage, cartage and transport contractors, railway, forwarding, passenger and freight agents, insurance and general commission agents and general merchants, agents and traders and to manufacture, buy, sell and deal in all kinds of plant, machinery, apparatus, materials, articles and things necessary or useful for carrying on the above-mentioned businesses, or any of them, or likely to be required by customers of, or persons having dealings with the Company.



2 contd....

Dated this 7th day of October 1985

Signed  (M R Counsell)

.....  (C C Hadler)

J51

(COPY)

(1) "SPECIAL" resolution

pursuant to sections 376 and 377 of the Companies Act 1985

of IKEDAKAPE

Company Number

1944236

Passed the Sixteenth day of October 1985At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Usworth Hall Stephenson Washington Tyne and Wearon the Sixteenth day of October 1985

the following (1) RESOLUTION was duly passed:—

(2)

It is resolved:—

THAT THE NAME OF THE COMPANY BE CHANGED TO

IKEDA-HOOVER TRIM MANUFACTURING (UK) LIMITED




Barclays

£170 P/4

556122



PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 281010

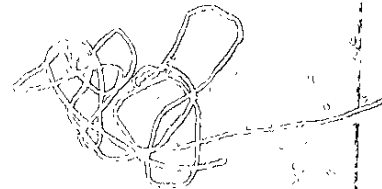


NOTES:

(1) Insert "Special" or "Extraordinary" as the case may be.

(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed and can be sent to Jordan & Sons Ltd. for that purpose.

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1944236

I hereby certify that

JUMPCAPE LIMITED

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

IKEDA-HOOVER TRIM MANUFACTURING (UK) LIMITED

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

19TH NOVEMBER 1985

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer



Jb1

(COPY)

(1) SPECIAL

resolution

Company Number

1944236/13

pursuant to sections 376 and 377 of the Companies Act 1985

of Ikeda-Hoover Trim Manufacturing (UK) Limited

Passed the 2nd day of December 1985

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 14/15 Parsons Road, Washington on the 2nd day of December 1985

the following (1)

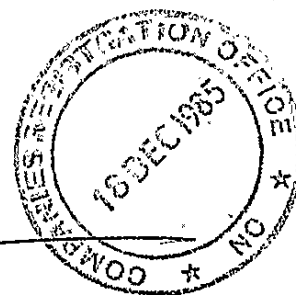
RESOLUTION was duly passed:-

(2)

It is resolved:-

THAT THE NAME OF THE COMPANY BE CHANGED TO

IKEDA HOOVER LIMITED /OK



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 BRUNSWICK PLACE
 LONDON NT 6EE
 TELEPHONE 01 253 3030
 TELEX 261010


NOTES:

- (1) Insert "Special" or "Extraordinary" as the case may be.
 (2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed, and can be sent to Jordan & Sons Ltd. for that purpose.



Base 310

SS6153

C.172

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1944236 /14.

I hereby certify that

IKEDA-HOOVER TRIM MANUFACTURING (UK) LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 30TH DECEMBER 1985

D. G. Blackstock

D. G. BLACKSTOCK

an authorised officer

04

J51

(COPY)

(1) SPECIAL

resolution

Company Number

1944236

15

of IKEDA HOOVER

Passed the 21st day of FEBRUARY 1986 Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at ROYEX HOUSE ALDERMANBURY SQUARE LONDON

on the 21st day of FEBRUARY 1986

the following (1) SPECIAL RESOLUTION was duly passed:—

(2)

THAT THE SHARE CAPITAL OF THE COMPANY BE INCREASED FROM £100 TO £400,000 BY THE CREATION OF £399,000 NEW SHARES OF £1 EACH

J. M. Chhabra

CLASSI DATE
14 JUN 1986
CRO

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Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 291010



NOTES:

- (1) Insert "Special" or "Extraordinary" as the case may be.
- (2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed, and can be sent to Jordan & Sons Ltd. for that purpose.



COMPANIES FORM No. 123

Notice of increase
in nominal capital

123

Please do not
write in
this margin

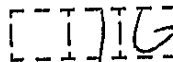
Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number



1944236

Name of company

* IKEDA HOOVER

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 21st February 1986 the nominal capital of the company has been

increased by £ 399,900 beyond the registered capital of £ 100.

A copy of the resolution authorising the increase is attached.

§ the copy must be
printed or in some
other form approved
by the registrar

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION
OF THE COMPANY.

Please tick here if
continued overleaf



† delete as
appropriate

Signed

M. Chetani

[Director] [Secretary] † Date

21.2.86

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

For official Use
General Section

Post room

CLASSI DATE
14 JUN 1986
CRO

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 261010



01 J51

(COPY)

(1) SPECIAL resolution

Company Number

1944236

of IKEDA HOOVER

..... Limited
Passed the 21st day of FEBRUARY 1986

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at ROYEX HOUSE ALDERMANBURY SQUARE LONDON

on the 21st day of FEBRUARY 1986

the following (1) SPECIAL RESOLUTION was duly passed:—

(2)

THAT THE REGULATIONS CONTAINED IN THE DOCUMENT ATTACHED HERETO BE AND ARE HEREBY ADOPTED AS THE ARTICLES OF ASSOCIATION OF THE COMPANY IN TOTAL SUBSTITUTION FOR THE EXISTING REGULATIONS.

J. L. K. H. O. B. E. S. S. E. R.
T W



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JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 8EE
TELEPHONE 01 253 9030
TELEX 261010



NOTES:

(1) Insert "Special" or "Extraordinary" as the case may be.

(2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed, and can be sent to Jordan & Sons Ltd. for that purpose.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

IKEDA HOOVER LIMITED

PRELIMINARY - PRIVATE COMPANY

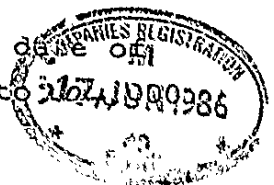
1. The Company is a private company limited by shares. The regulations in Table A referred to in the Companies Act 1985 ("the Act"), and in force on the date adoption of these Articles (hereinafter called Table A), shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as reference to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Regulations 24, 40, 41, 54, 58, 60, 61, 64, 73-81, 90 and 15 in Table A are hereby excluded.

SHARE CAPITAL

3. The share capital of the Company at the date of adoption of these Articles is 400,000 divided into 400,000 shares of 1 each.



'A' shares of £1 each and 196,000 'B' shares of £1 each. Such shares shall entitle the holders thereof to the respective rights and privileges and subject them to the respective restrictions and provisions contained in these Articles, but save as otherwise provided by these Articles the 'A' shares and 'B' shares shall rank pari passu in all respects.

4.02 The Company shall not save with the prior consent of the 'A' shareholders and the 'B' shareholders pursuant to Article 4.02:-

- (i) make any alteration to the Memorandum or Articles of Association of the Company or pass any resolution modifying or waiving the provisions thereof temporarily or for any specific reason;
- (ii) offer, allot or issue any shares in the capital of the Company;
- (iii) increase, alter or reduce the authorised capital of the Company;
- (iv) permit any change in the date on which the financial year of the Company shall end;
- (v) promote or take any steps to effect its winding up or pass any resolution to liquidate it or resolve to have it wound up by the courts.

4.01 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of further shares, ranking pari passu with that class as regards either dividend or return of



capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares.

4.02 If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be modified, varied, extended or surrendered only with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every separate General Meeting the provisions of these regulations relating to General Meetings shall mutatis mutandis apply, provided that the necessary quorum shall be one person holding or representing by proxy one-third of the issued shares of the class, but so that every member of the class shall be entitled to one vote on a poll for every share of that class held by him and that any holder of shares of the class present in person or by proxy may demand a poll. The Directors shall comply with the provisions of the Act as to forwarding a copy of any such Extraordinary Resolution to the Registrar of Companies.

4.03 The rights conferred upon the holders of the shares of any class shall be deemed to be altered by the creation or issue of further shares ranking pari passu therewith.

TRANSFER AND TRANSMISSION OF SHARES

5.01 For the purpose of Articles 5.01 to 5.13 inclusive the following expressions shall have the following meanings:-

"shareholder" or "holder of shares" shall include any person becoming entitled to be registered as the holder of a share in consequence of the death or bankruptcy of a member;

"Transfer Notice" shall mean a notice given by a prospective transferor of shares under Article 5.04;

"shares offered" in relation to each Transfer Notice shall mean the shares the subject of the Transfer Notice;

"Vendor" shall mean the holder of the shares offered;

the "Referee" shall be the Auditors of the Company;

"Transfer Price" shall mean the price of any share offered as fixed by the Vendor in the Transfer Notice or if no price be so fixed or if the shareholders (other than the shareholder offering the shares) so determine, the fair value of any share offered as certified by the Referee in accordance with Article 5.05;

"Allocation Notice" and "Purchaser" shall have the meanings ascribed in Article 5.09.

5.02 The restriction on transfer contained in Article 5.03 (the pre-emption Clause) shall not apply to any transfer approved in writing by the holders of all the 'A' shares and by the holders of all the 'B' shares;

5.03 Save as provided by Article 5.02, no share shall be transferred to any person unless and until the rights of

pre-emption hereinafter conferred shall have been exhausted and only then as permitted by Article 5.11.

5.04 Any member (or other person entitled to transfer a share) who desires to transfer any share or shares otherwise than as permitted by Article 5.02 shall give notice in writing to the Company of such desire stating the number and class of shares desired to be transferred and stating (if the Vendor wishes) the price or prices which the Vendor fixes as the fair value of each of the shares offered.

5.05 Such notice shall constitute the Company the Vendor's agents for the sale of the shares offered (or such of them as shall be allocated as hereinafter provided) to other shareholders at the price or prices (if any) so fixed by the Vendor or (if no price is so fixed by the Vendor or if the shareholders (other than the shareholder offering the shares) so determine) at the fair value of the shares offered (stated as a price per share for each class of share) as certified by the Referee acting as an expert and not as an arbitrator on the basis of a sale of the shares offered as between a willing vendor and a willing purchaser on the assumption that the shares offered would be purchased in one lot by a purchaser who had no other interest in the Company and on the assumption that the Company would continue in business as a going concern.

5.06 The Company shall as soon as it receives the Referee's Certificate serve a certified copy thereof on the Vendor who may within 7 days after such service withdraw the Transfer Notice and cancel the Company's authority to sell the shares offered by serving upon the Company his written undertaking to pay the cost of obtaining the Referee's Certificate and written notice of withdrawal. Except with the consent of the Directors, a Vendor may not

otherwise withdraw a Transfer Notice or cancel the Company's authority to sell.

5.07 Within 14 days after the receipt of the Referee's Certificate or (in the circumstance that no Referee's Certificate is required) within 14 days after the receipt of the Transfer Notice, the Company shall give notice in writing to each shareholder (other than the Vendor) of the number class and Transfer Price of each class of the shares offered inviting each shareholder to state in writing within 28 days from the date of the said notice whether he is willing to purchase any and if so what maximum number of each class of the shares offered.

5.08 At the expiration of the said period of 28 days the Directors shall allocate the shares offered amongst the shareholders who shall have notified their willingness to purchase in accordance with such invitation.

5.081 If at the time there shall be only one class of shares in issue Articles 5.082 and 5.083, shall apply.

5.082 If the number of the shares offered shall be equal to or more than the number of shares applied for, the shares offered shall be allocated amongst the Applicants in accordance with their applications and any balance may be dealt with by the Vendor in accordance with Article 5.11.

5.083 If the number of the shares offered shall be less than the number of shares applied for, the shares offered shall be allocated amongst the Applicants proportionately according to their shareholdings Provided that if this would result in the allocation to any applicant of a number of shares in excess of his application, the excess shall be re-allocated among the remaining Applicants on the same basis and this proviso shall apply to such re-allocation

and if necessary the process shall be repeated until all the shares offered shall have been allocated.

5.084 If at the time, there shall be more than one class of share in issue, the shares offered shall be allocated class by class as follows.

5.085 The shares offered of a particular class shall be allocated first to Applicants holding shares of that class against their application for shares of that class.

5.086 Any balance then remaining shall be allocated to Applicants not holding shares of that class against their applications for shares of that class.

5.087 Any balance remaining after both such allocations may be dealt with by the Vendor in accordance with Article 5.11.

5.088 If the number of shares of the particular class available for allocation under Articles 5.085 or 5.086 shall be insufficient to meet the number of shares of the class applied for by the relevant Applicants, the provisions of Article 5.083 shall apply on the basis that, in the case of an allocation under Article 5.085, references in Article 5.083 and their shareholdings shall be taken as references to Applicants holding shares of the class in question and to their holdings of such shares; and that, in the case of an allocation under Article 5.086, references in Article 5.083 to Applicants shall be taken as references to Applicants not holding shares of the class in question; and that in either case references in Article 5.083 to the shares offered shall be taken as references to the shares available for the allocation in question, and references to shares applied for shall be

through any fault of a Purchaser the purchase of any shares in respect of which an Allocation Notice has been given shall not be completed in accordance with the terms hereof, the Vendor shall (at any time within 6 calendar months after either the last date for allocation under Article 5.08 or the expiration of the date specified for completion in the Allocation Notice as the case may be) be at liberty, subject to any other provisions of these Articles, to transfer the shares not so allocated or the purchase of which shall not have been so completed to any person and at any price not being less than the Transfer Price.

5.12 If any Member shall die or shall be adjudged bankrupt, his personal representatives or his trustee in bankruptcy as the case may be shall be bound forthwith to give to the Company a Transfer Notice in respect of all the Shares registered in the name of the such Member; and in default of such Transfer Notice being given within one month of the death or bankruptcy of the Member concerned, the personal representative or the trustee in bankruptcy as the case may be shall be deemed to have given such Transfer Notice at the expiration of the said period of one month and the provisions of the whole of this Article as modified as hereinafter mentioned shall apply accordingly and in any case the price at which the shares offered shall be allocated to the other shareholders shall (subject to any agreement to the contrary) be their fair value (stated as a price per share for each class of share) as certified by the Referee acting as an expert and not as an arbitrator (in accordance with the criteria laid down in Article 5.05 hereof) and whose decision shall be final and binding and whose fees in so certifying shall be borne by the Company.

5.13 The Directors in their absolute discretion and without assigning any reason therefor may decline to

register any transfer of shares but the Board shall register any transfer effected in accordance with the preceding provisions of this Article (subject to the provisions of Article 5.14 hereof).

5.14 The Directors may refuse to register a transfer unless:-

- (a) it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;
- (b) it is in respect of only one class of shares; and
- (c) it is in favour of not more than four transferees.

MEMBERS' RESOLUTIONS

Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

MEETINGS

7.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time

when the meeting proceeds to business. Save as herein otherwise provided, two members present in person and holding or representing not less than 51 per cent. of the 'A' shares for the time being issued and not less than 51 per cent. of the 'B' shares for the time being issued shall be a quorum for all purposes. A corporation being a member shall be deemed to be personally present at a General Meeting for the purpose of this Article if represented at such meeting by its representative duly authorised in accordance with Section 375 of the Act. If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be adjourned for fourteen days and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, two members present in person shall be a quorum.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote in person or by proxy and regulation 46 of Table A shall be modified accordingly.

VOTES OF MEMBERS

8. Subject to any terms as to voting upon which any shares may be issued, or may for the time being be held, every Member present in person shall have one vote on a show of hands, and on a poll every Member present in person or by proxy shall have one vote for every £1 in nominal amount of 'A' shares of which he is the holder and one vote for every £1 in nominal amount of 'B' shares of which he is the holder provided that on any resolution of the removal of a 'B' Director from office every member present in person or by proxy shall have one vote for every £1 in nominal amount of 'A' shares of which he is the holder and 1.2 votes for

every £1 in nominal amount of 'B' shares of which he is the holder.

PROXIES

9. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve.

DIRECTORS

10.01 The number of the Director shall be six, all of whom shall be appointed in accordance with the provisions of the Articles of Association.

10.02 The holders for the time being of a majority of the 'A' shares shall be entitled to appoint any three persons as Directors of the Company and remove any Director so appointed. Each person holding office pursuant to this paragraph of this Article is herein called an 'A' Director.

10.03 The holders for the time being of a majority of the 'B' shares shall be entitled to appoint any three persons to be Directors of the Company and remove any Director so appointed. Each person holding office pursuant to this paragraph of this Article is herein called a 'B' Director.

10.04 Every such appointment or removal of Directors under this Article shall be effected by notice in writing signed by the holders (or their attorneys) of the shares in respect of which such appointment or removal is effected and left at or sent by recorded delivery to the registered office of the Company and shall take effect immediately upon such delivery.

10.05 The continuing Directors may act notwithstanding any vacancies in their number provided that the Board consists of at least two Directors one of whom is an 'A' Director and one of whom is a 'B' Director.

10.06 Except in manner provided by Articles 10.02, 10.03 and 10.04 no person shall be appointed to fill any vacancy occurring in the office of Director and neither the Company in general meeting nor the Directors shall have power to fill any such vacancy. Each Director shall hold office until he ceases to be a Director pursuant to the provisions of Article 13.

10.07 A Director shall not require any share qualification and there shall not be any age limit for directors and sub-sections (1) to (6) of Section 293 of the Act shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS

11.01 Subject to Article 12 hereof the Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and subject to Section 80 of the Act 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.

11.02 A Director who is in any way either 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 317 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is directly or

indirectly interested (including in particular the appointment of himself or any other Director to any office or place of profit under the Company and the terms of any such appointment) and he shall be counted in reckoning whether a quorum is present. Regulation 94 of Table A shall not apply.

12. The Directors shall not resolve to do any of the following things save with the affirmative vote of at least one 'A' Director and at least one 'B' Director and the Company in General Meeting shall not resolve to do any of the following things save with the separate consent of both the 'A' shareholders and the 'B' shareholders pursuant to Article 4.02 hereof:-

- (i) Do any acts or things which will affect a change in or alter the general nature of the business carried on by the Company.
- (ii) Enter into any agreement or authorise or permit any action whereby
 - (a) by the acquisition of shares or otherwise, any company becomes a subsidiary of the Company or
 - (b) by the disposal of shares or otherwise some other company ceases to be a subsidiary of the Company or
 - (c) the Company disposes or agrees to dispose of the whole of its assets and undertaking or substantially the whole thereof or agrees to merge or consolidate with or into any other company

M. R. KESLER.

- (d) the Company borrows or agrees to borrow a sum which will mean that the aggregate borrowings of the Company exceed £[]
- (e) the Company purchases or sells or agrees to purchase or sell any fixed assets (including land or buildings)
- (f) enters into any guarantee or contract whereby the Company will incur any commitment which involves or may involve the expenditure of more than £[]
- (g) the Company employs any person (including any Director) where the total emoluments of such person would exceed £[] or varies the terms of employment of any of such employees
- (h) recommend the payment of or pay any dividend.

13.01 The office of any Director shall be vacated, if the Director

- (a) becomes bankrupt, or makes any arrangement or composition with his creditors generally, or
- (b) becomes incapable, by reason of mental disorder as defined by Section 1(2) of the Mental Health Act 1983, and the Directors resolve that he is incapable of properly exercising his functions as director, or
- (c) resigns his office by written notice to the Company, or

- (d) is removed from office pursuant to Article 10, or
- (e) becomes prohibited from being a director by reason of any order made under Section 295 of the Act.

13.02 The Directors shall not be required to retire by rotation.

13.03 The quorum necessary for the transaction of business by the Directors shall be two Directors, of whom one shall be an 'A' Director and one a 'B' Director.

13.04 In the case of an equality of votes on any question arising at a meeting of Directors the Chairman shall ~~not~~ have a casting vote and Regulation 88 of Table A shall be modified accordingly. Save in respect of those matters referred to in Article 12.

13.05 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.

NOTICES

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter

W. L. RUSSELL.

containing the notice, and to have then effected at the expiration of forty-eight hours after the letter containing the same is posted. Regulation 112 of Table A shall not apply.

13

J51

(COPY)

(1) SPECIAL resolution

Company Number

1944236

of IKEDA HOOVER

..... Limited
Passed the 21st day of FEBRUARY 19.86

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at ROYEX HOUSE ALDERMANBURY SQUARE LONDON

on the 21st day of FEBRUARY 19.86

the following (1) SPECIAL RESOLUTION was duly passed:—

(2)

THAT THE TWO SHARES IN THE COMPANY WHICH ARE ALREADY ISSUED
SHALL BE DEEMED TO BE AND TO HAVE THE RIGHTS CONFERRED ON
'A' SHARES IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION
OF THE COMPANY.

Allahobayev
TW



PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 0030
TELEX 201010



NOTES:

- (1) Insert "Special" or "Extraordinary" as the case may be.
- (2) This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and must then be filed with the Registrar of Companies within 15 days after being passed and can be sent to Jordan & Sons Ltd. for that purpose.



COMPANIES FORM No. 353

353

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

Note: This notice is not required where the register is and has, since 1 July 1948, always been kept at the Registered Office

Please do not write in this margin

Pursuant to section 353 of the Companies Act 1985

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

* insert full name of company

To the Registrar of Companies

For official use

Company number

1213

1944236

Name of company

* IKEDA Hoover Ltd.

gives notice that the register of members is [now] kept at:

Hoover University (UK) Ltd.	
55 Poulton Road	
L24 4 - ON - 304	
Essex.	
Postcode	SS9 5 3T.

† delete as appropriate

Signed

~~[Director]~~ [Secretary] † Date 10/12/86

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

For official Use
General Section

Post room



G

COMPANIES FORM NO. 224

**Notice of accounting reference date
(to be delivered within 6 months of
incorporation)****224**Please do not
write in
this margin

Pursuant to section 224 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

[1 2 4]

[1 9 4 4 2 3 6]

Name of company

* [KESDA Hoover LTD]

* Insert full name
of companygives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:**important**
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

[2 8 0 2]

5 April
Day Month

[0 5 0 4]

30 June
Day Month

[3 0 0 6]

31 December
Day Month

[3 1 1 2]

† Delete as
appropriate

Signed

[Director][Secretary]† Date

10/12/86

Presentor's name address and
reference (if any):For official Use
General Section

Post room



No. of Company 1944236

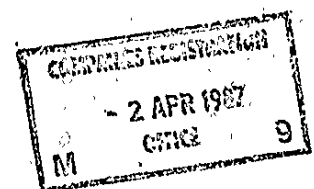
The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

IKEDA HOOVER LIMITED

(Incorporated the 4th day of September 1985)



Jordan & Sons Limited
Company Formation and Information Services
Printers and Publishers
Branches Throughout the United Kingdom
Telephone 01-253-3030 Telex 261010

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

IKEDA HOOVER LIMITED

(As altered by Special Resolution passed on the 7th day of October, 1985)

1. *The Company's name is "IKEDA HOOVER LIMITED". ✓
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

(a) To carry on all or any of the businesses of general motor engineers and repairers, distributors, suppliers, importers, exporters, manufacturers, designers, fitters, hirers and letters on hire, agents for, and dealers in spares, windscreens, accessories and components, tyres, tubes and batteries, and to develop, manage and undertake all work in connection with the assembly, repair and renovation of all such motor and other vehicles and machines as aforesaid, proprietors of garages, petrol filling stations and fuel supply stores, motor, electrical, mechanical and general engineers, vulcanisers, metal workers, panel beaters, platers, painters and sprayers, coach and body builders, electrical and oxy-acetylene welders, commission salesmen and discount traders, manufacturers, designers and repairers of, agents for and dealers in electrical goods, domestic appliances, tools and equipment, paints, building and decorating materials and household products, fittings and furnishings, ironmongers, general storekeepers, cycle and toy dealers, fancy goods merchants, carriers, haulage, cartage and transport contractors, railway, forwarding, passenger and freight agents, insurance and general commission agents and general merchants, agents and traders and to manufacture, buy, sell and deal in all kinds of plant, machinery, apparatus, materials, articles and things necessary or useful for carrying on the above-mentioned businesses, or any of them, or likely to be required by customers of, or persons having dealings with the Company.

* The name of the Company was, on the 19th day of November 1985, changed from "JUMPCAPE LIMITED" to "IKEDA-HOOVER TRIM MANUFACTURING (UK) LIMITED" and on the 30th day of December 1985 was further changed to "IKEDA HOOVER LIMITED".

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(w) To procure the Company to be registered or recognised in any part of the world.

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

(y) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.

(3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4. The liability of the Members is limited. ✓

5. *The Company's share capital is £400,000 divided into 400,000 shares of £1 each. ✓

* By special resolution passed on the 21st day of February 1986, the share capital of the Company was increased from £100 to £400,000 divided into 400,000 shares of £1 each.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each Subscriber
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1. Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX

- One

2. Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX

- One

Total shares taken - Two

Dated this 1st day of July, 1985.

Witness to the above Signatures:- Errol Sandiford,
15, Pembroke Road,
Bristol. BS99 7DX
Clerk.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

IKEDA HOOVER LIMITED

(As adopted by special resolution passed on the 21st day of February 1986)

PRELIMINARY - PRIVATE COMPANY

1. The Company is a private company limited by shares. The regulations in Table A referred to in the Companies Act 1985 ("the Act"), and in force on the date of adoption of these Articles (hereinafter called Table A), shall apply to the Company so far as the same are not excluded or varied hereby or inconsistent herewith.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as reference to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles. Regulations 24, 40, 41, 54, 58, 60, 61, 64, 73-81, 90 and 93 in Table A are hereby excluded.

SHARE CAPITAL

3.01 The share capital of the Company at the date of adoption of these Articles is £400,000 divided into 204,000 'A' shares of £1 each and 196,000 'B' shares of £1 each. Such shares shall entitle the holders thereof to the respective rights and privileges and subject them to the respective restrictions and provisions contained in these Articles, but save as otherwise provided by these Articles the 'A' shares and 'B' shares shall rank *pari passu* in all respects.

3.02 The Company shall not save with the prior consent of the 'A' shareholders and the 'B' shareholders pursuant to Article 4.02:-

(i) make any alteration to the Memorandum or Articles of Association of the Company or pass any resolution modifying or waiving the provisions thereof temporarily or for any specific reason;

(ii) offer, allot or issue any shares in the capital of the Company;

(iii) increase, alter or reduce the authorised capital of the Company;

(iv) permit any change in the date on which any accounting reference period of the Company shall end;

(v) promote or take any steps to effect its winding up or pass any resolution to liquidate it or resolve to have it wound up by the courts;

(vi) merge or consolidate with any other person or transfer any assets outside the ordinary course of business.

4.01 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of further shares, ranking *pari passu* with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares.

4.02 If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be modified, varied, extended or surrendered only with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every separate General Meeting the provisions of these regulations relating to General Meetings shall *mutatis mutandis* apply, provided that the necessary quorum shall be one person holding or representing by proxy one-third of the issued shares of the class, but so that every member of the class shall be entitled to one vote on a poll for every share of that class held by him and that any holder of shares of the class present in person or by proxy may demand a poll. The Directors shall comply with the provisions of the Act as to forwarding a copy of any such Extraordinary Resolution to the Registrar of Companies.

4.03 The rights conferred upon the holders of the shares of any class shall be deemed to be altered by the creation or issue of further shares ranking *pari passu* therewith.

TRANSFER AND TRANSMISSION OF SHARES

5.01 For the purpose of Articles 5.01 to 5.13 inclusive the following expressions shall have the following meanings:-

"shareholder" or "holder of shares" shall include any person becoming entitled to be registered as the holder of a share in consequence of the death or bankruptcy of a member;

"Transfer Notice" shall mean a notice given by a prospective transferor of shares under Article 5.04;

"shares offered" in relation to each Transfer Notice shall mean the shares the subject of the Transfer Notice;

"Vendor" shall mean the holder of the shares offered;

the "Referee" shall mean the Auditors of the Company;

"Transfer Price" shall mean the price of any share offered as fixed by the Vendor in the Transfer Notice or if no price be so fixed or if the shareholders (other than the shareholder offering the shares) so determine, the fair value of any share offered as certified by the Referee in accordance with Article 5.05;

"Allocation Notice" and "Purchaser" shall have the meanings ascribed in Article 5.09.

5.02 The restriction on transfer contained in Article 5.03 (the pre-emption Clause) shall not apply to

(i) any transfer approved in writing by or made pursuant to any written agreement between the holders of all the 'A' shares and by the holders of all the 'B' shares; or

(ii) any transfer made in accordance with the provisions of Clause 5.06 of an agreement ("the Shareholders' Agreement") dated the 21st February 1986 between Hoover Universal (U.K.) Limited and Ikeda Bussan Co. Limited (as amended or supplemented from time to time). Any transfer to be made pursuant to Clause 5.02(b) of the Shareholders' Agreement shall be made in accordance with the procedures set out in the following Articles.

5.03 Save as provided by Article 5.02, no share shall be transferred to any person unless and until the rights of pre-emption hereinafter conferred shall have been exhausted and only then as permitted by Article 5.11.

5.04 Any member (or other person entitled to transfer a share) who desires to transfer any share or shares otherwise than as permitted by Article 5.02 shall give notice in writing to the Company of such desire stating the number and class of shares desired to be transferred and stating (if the Vendor wishes) the price or prices which the Vendor fixes as the fair value of each of the shares offered.

5.05 Such notice shall constitute the Company the Vendor's agents for the sale of the shares offered (or such of them as shall be allocated as hereinafter provided) to other shareholders at the price or prices (if any) so fixed by the Vendor or (if no price is so fixed by the Vendor or if the shareholders (other than the shareholder offering the shares) so determine) at the fair value of the shares offered (stated as a price per share for each class of shares) as certified by the Referee acting as an expert and not as an arbitrator on the basis of a sale of the shares offered as between a willing vendor and a willing purchaser on the assumption that the shares offered would be purchased in one lot by a purchaser who had no other interest in the Company and on the assumption that the Company would continue in business as a going concern.

5.06 The Company shall as soon as it receives the Referee's Certificate serve a certified copy thereof on the Vendor who may within 7 days after such service withdraw the Transfer Notice and cancel the Company's authority to sell the shares offered by serving upon the Company his written undertaking to pay the cost of obtaining the Referee's Certificate and written notice of withdrawal. Except with the consent of the Directors, a Vendor may not

otherwise withdraw a Transfer Notice or cancel the Company's authority to sell.

5.07 Within 14 days after the receipt of the Referee's Certificate or (in the circumstances that no Referee's Certificate is required) within 14 days after the receipt of the Transfer Notice, the Company shall give notice in writing to each shareholder (other than the Vendor) of the number class and Transfer Price of each class of the shares offered inviting each shareholder to state in writing within 30 days from the date of the said notice whether he is willing to purchase any of each class of the shares offered and if so the maximum number thereof.

5.08 At the expiration of the said period of 30 days the Directors shall allocate the shares offered amongst the shareholders who shall have notified their willingness to purchase in accordance with such invitation.

5.081 If at the time there shall be only one class of shares in issue Articles 5.082 and 5.083 shall apply.

5.082 If the number of the shares offered shall be equal to or more than the number of shares applied for, the shares offered shall be allocated amongst the Applicants in accordance with their applications and any balance may be dealt with by the Vendor in accordance with Article 5.11.

5.083 If the number of the shares offered shall be less than the number of shares applied for, the shares offered shall be allocated amongst the Applicants proportionately according to their shareholdings Provided that if this would result in the allocation to any applicant of a number of shares in excess of his application, the excess shall be re-allocated among the remaining Applicants on the same basis and this proviso shall apply to such re-allocation and if necessary the process shall be repeated until all the shares offered shall have been allocated.

5.084 If at the time, there shall be more than one class of share in issue, the shares offered shall be allocated class by class as follows.

5.085 The shares offered of a particular class shall be allocated first to Applicants holding shares of that class against their application for shares of that class.

5.086 Any balance then remaining shall be allocated to Applicants not holding shares of that class against their applications for shares of that class.

5.087 Any balance remaining after both such allocations may be dealt with by the Vendor in accordance with Article 5.11.

5.088 If the number of shares of the particular class available for allocation under Articles 5.085 or 5.086 shall be insufficient to meet the number of shares of the class applied for by the relevant Applicants, the provisions of Article 5.083 shall apply on the basis that in the case of an allocation under Article 5.085, references in Article 5.083 to Applicants and their shareholdings shall be taken as references to Applicants holding shares of the class in question and

to their holdings of such shares; and that, in the case of an allocation under Article 5.086, references in Article 5.083 to Applicants shall be taken as references to Applicants not holding shares of the class in question; and that in either case references in Article 5.083 to the shares offered shall be taken as references to the shares available for the allocation in question, and references to shares applied for shall be taken as references to shares of the class in question applied for.

5.09 The Company shall forthwith give notice of each such allocation (hereinafter called an "Allocation Notice") to the Vendor and to each person to whom the shares have been allocated (hereinafter called "the Purchaser") and shall specify in such notice the place and time (being not earlier than 14 and not later than 30 days after the date of the Allocation Notice) at which the sale of the said shares so allocated shall be completed.

5.10 The Vendor shall be bound to transfer the shares comprised in an Allocation Notice to the Purchaser against tender of the Transfer Price in accordance with the terms thereof and, if he makes default in so doing, the Company may receive the purchase money and the Directors may authorise some person to execute a transfer of such shares in favour of the Purchaser, and may cause the name of the Purchaser to be entered in the Register as the holder of such shares, and the Company shall hold the purchase money in trust for the Vendor. The receipt of the Company for the purchase money shall be a good discharge to the Purchaser and after his name has been entered in the Register, in purported exercise of the aforesaid power, the validity of the proceedings shall not save in the case of manifest error be questioned by any person. The Vendor shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

5.11 If all the shares comprised in a Transfer Notice shall not be allocated under Articles 5.08 to 5.088 or if through any fault of a Purchaser the purchase of any shares in respect of which an Allocation Notice has been given shall not be completed in accordance with the terms thereof, the Vendor shall (at any time within 6 calendar months after either the last date for allocation under Article 5.08 or the expiration of the date specified for completion in the Allocation Notice as the case may be) be at liberty, subject to any other provisions of these Articles, to transfer the shares not so allocated or the purchase of which shall not have been so completed to any person and at any price not being less than the Transfer Price.

5.12 If any Member shall die or shall be adjudged bankrupt, his personal representatives or his trustee in bankruptcy as the case may be shall be bound forthwith to give to the Company a Transfer Notice in respect of all the Shares registered in the name of the Member; and in default of such Transfer Notice being given within one month of the death or bankruptcy of the Member concerned, the personal representatives or the trustee in bankruptcy as the case may be shall be deemed to have given such Transfer Notice at the expiration of the said period of one month and the

provisions of the whole of this Article as modified as hereinafter mentioned shall apply accordingly and in any case the price at which the shares offered shall be allocated to the other shareholders shall (subject to any agreement to the contrary) be their fair value (stated as a price per share for each class of share) as certified by the Referee acting as an expert and not as an arbitrator (in accordance with the criteria laid down in Article 5.05 hereof) and whose decision shall be final and binding and whose fees in so certifying shall be borne by the Company.

5.13 The Directors in their absolute discretion and without assigning any reason therefor may decline to register any transfer of shares but the Board shall register any transfer (subject to proper stamping) effected in accordance with the preceding provisions of this Article (subject to the provisions of Article 5.14 hereof).

5.14 The Directors may refuse to register a transfer unless:-

(a) it is lodged at the office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;

(b) it is in respect of only one class of shares; and

(c) it is in favour of not more than four transferees.

MEMBERS' RESOLUTIONS

6. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

MEETINGS

7.01 No business shall be transacted at any General Meeting unless a quorum of shareholders is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two shareholders present in person or by proxy and holding or representing not less than 51 per cent. of the 'A' shares for the time being issued and not less than 51 per cent. of the 'B' shares for the time being issued shall be a quorum for all purposes. A corporation being a member shall be deemed to be personally present at a General Meeting for the purpose of this Article if represented at such meeting by its representative duly authorised in accordance with Section 375 of the Act. If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be adjourned for fourteen days and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, two members present in person, whatever the class of shares held or represented, shall be a quorum.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote in person or by proxy and regulation 46 of Table A shall be modified accordingly.

VOTES OF MEMBERS

8. Subject to any terms as to voting upon which any shares may be issued, or may for the time being be held, every shareholder present in person or by proxy shall have one vote on a show of hands, and on a poll every Member present in person or by proxy shall have one vote for every £1 in nominal amount of 'A' shares of which he is the holder and one vote for every £1 in nominal amount of 'B' shares of which he is the holder provided that on any resolution for the removal of a 'B' Director from office every shareholder present in person or by proxy shall have two votes for every £1 in nominal amount of 'B' shares of which he is the holder and on any resolution for the removal of an 'A' Director from office any shareholder present in person or by proxy shall have 2 votes for every £1 in nominal amount of 'A' shares of which he is the holder.

PROXIES

9. Any instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve.

DIRECTORS

10.01 The number of the Directors shall be six, all of whom shall be appointed in accordance with the provisions of the Articles of Association.

10.02 The holders for the time being of a majority of the 'A' shares shall be entitled to appoint any three persons as Directors of the Company and remove any Director so appointed. Each person holding office pursuant to this paragraph of this Article is herein called an 'A' Director.

10.03 The holders for the time being of a majority of the 'B' shares shall be entitled to appoint any three persons to be Directors of the Company and remove any Director so appointed. Each person holding office pursuant to this paragraph of this Article is herein called a 'B' Director.

10.04 Every such appointment or removal of Directors under this Article shall be effected by notice in writing signed by the holders (or their attorneys) of the shares in respect of which such appointment or removal is effected and left at or sent by recorded delivery to the registered office of the Company and shall take effect immediately upon such delivery.

10.05 The continuing Directors may act notwithstanding any vacancies in their number provided that the Board consists of at least two Directors one of whom is an 'A' Director and one of whom is a 'B' Director.

10.06 Except in manner provided by Articles 10.02, 10.03 and 10.04 no person shall be appointed to fill any vacancy occurring in the office of Director and neither the Company in general meeting nor

the Directors shall have power to fill any such vacancy. Each Director shall hold office until he ceases to be a Director pursuant to the provisions of Article 13.

10.07 A Director shall not require any share qualification and there shall not be any age limit for directors and sub-sections (1) to (6) of Section 293 of the Act shall not apply to the Company.

10.08 Directors shall be entitled to receive notice of meetings whether or not absent from the United Kingdom, and Regulation 88 of Table A shall be modified accordingly.

POWERS AND DUTIES OF DIRECTORS

11.01 Subject to Article 12 hereof the Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and subject to Section 80 of the Act 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.

11.02 A Director who is in any way either 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 317 of the Act. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is directly or indirectly interested (including in particular the appointment of himself or any other Director to any office or place of profit under the Company and the terms of any such appointment) and he shall be counted in reckoning whether a quorum is present. Regulation 94 of Table A shall not apply.

12. The Directors shall not resolve to do any of the following things save with the affirmative vote of at least one 'A' Director (or his alternate) and at least one 'B' Director (or his alternate) and the Company in General Meeting shall not resolve to do any of the following things save with the separate consent of both the 'A' shareholders and the 'B' shareholders pursuant to Article 4.02 hereof:-

(i) Do any acts or things which will affect a change in or alter the general nature of the business carried on by the Company.

(ii) Enter into any agreement or authorise or permit any action whereby

(a) by the acquisition of shares or otherwise any company becomes a subsidiary of the Company; or

(b) by the disposal of shares or otherwise some other company ceases to be a subsidiary of the Company; or

(c) the Company disposes or agrees to dispose of the whole of its assets and undertaking or substantially the whole thereof or agrees to merge or consolidate with or into any other company; or

(d) the Company borrows or agrees to borrow a sum which will mean that the aggregate borrowings of the Company exceed £10,000; or

(e) the Company purchases or sells or agrees to purchase or sell any fixed assets (including land or buildings)

(f) enters into any guarantee or contract whereby the Company will incur any commitment which involves or may involve the expenditure of more than £10,000; or

(g) the Company employs any person (including any Director) where the total emoluments of such person would exceed £ 16,000 or varies the terms of employment of any of such employees

(h) recommend the payment of, or pay any dividend.

13.01 The office of any Director shall be vacated, if the Director

(a) becomes bankrupt, or makes any arrangement or composition with his creditors generally, or

(b) becomes incapable, by reason of mental disorder as defined by Section 1(2) of the Mental Health Act 1983, and the Directors resolve that he is incapable of properly exercising his functions as director, or

(c) resigns his office by written notice to the Company, or

(d) is removed from office pursuant to Article 10, or

(e) becomes prohibited from being a director by reason of any order made under Section 295 of the Act.

13.02 The Directors shall not be required to retire by rotation.

13.03 The quorum necessary for the transaction of business by the Directors shall be two Directors, of whom one shall be an 'A' Director or his alternate and one a 'B' Director or his alternate and Regulation 89 of Table A shall be modified accordingly.

13.04 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.

NOTICES

14. A notice may be given by the Company to any member either personally or by sending it by post (by airmail if sent to a registered address outside the United Kingdom). Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and shall be deemed to be effected at the expiration of seventy-two hours after the letter containing the same is posted or, if sent to a registered address outside the United Kingdom, at the expiration of the fifth business day after the letter containing the same is posted. Regulation 112 of Table A shall not apply.

Names and addresses of Subscribers

1. Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.

2. Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.

Dated this 1st day of July, 1985.

Witness to the above Signatures:- Errol Sandiford,
15, Pembroke Road,
Bristol. BS99 7DX.

The regulations of Table A to the Companies Act 1985 apply to the Company save in so far as they are not excluded or varied by its Articles of Association.

Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (S.I. 1985 No. 805), amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (S.I. 1985 No. 1052), is reprinted below.

Table A THE COMPANIES ACT 1985

Regulations for Management of a Company Limited by Shares

INTERPRETATION

1. In these regulations —
'the Act' means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
'the articles' means the articles of the company.
'clear days' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
'executed' includes any mode of execution.
'office' means the registered office of the company.
'the holder' in relation to shares means the member whose name is entered in the register of members as the holder of the shares.
'the seal' means the common seal of the company.
'secretary' means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.
'the United Kingdom' means Great Britain and Northern Ireland.
Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

SHARE CAPITAL

2. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the company may by ordinary resolution determine.
3. Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the company or the holder on such terms and in such manner as may be provided by the articles.
4. The company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.
5. Except as required by law, no person shall be recognised by the company as holding any share upon any trust and (except as otherwise provided by the articles or by law) the company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

SHARE CERTIFICATES

6. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
7. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

LIEN

8. The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The company's lien on a share shall extend to any amount payable in respect of it.
9. The company may sell in such manner as the directors determine any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.
10. To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
11. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

12. Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of

the shares in respect whereof the call was made.

13. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.

14. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

15. If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call, or if no rate is fixed, at the appropriate rate (as defined by the Act) but the directors may waive payment of the interest wholly or in part.

16. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the provisions of the articles shall apply as if that amount had become due and payable by virtue of a call.

17. Subject to the terms of allotment, the directors may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares.

18. If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.

19. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

20. Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person.

21. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the company for cancellation the certificate for the shares forfeited but shall remain liable to the company for all moneys which at the date of forfeiture were presently payable by him to the company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) from the date of forfeiture until payment but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

22. A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

TRANSFER OF SHARES

23. The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee.

24. The directors may refuse to register the transfer of a share which is not fully paid to a person of whom they do not approve and they may refuse to register the transfer of a share on which the company has a lien. They may also refuse to register a transfer unless:—

(a) it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;

(b) it is in respect of only one class of shares; and

(c) it is in favour of not more than four transferees.

25. If the directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the company send to the transferee notice of the refusal.

26. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.

27. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.

28. The company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

TRANSMISSION OF SHARES

29. If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.

30. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.

31. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the company or at any separate meeting of the holders of any class of shares in the company.

ALTERATION OF SHARE CAPITAL

32. The company may by ordinary resolution—

(a) increase its share capital by new shares of such amount as the resolution prescribes;

(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and

(d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

33. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares so, or in accordance with the direction of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

34. Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

35. Subject to the provisions of the Act, the company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares.

GENERAL MEETINGS

36. All general meetings other than annual general meetings shall be called extraordinary general meetings.

37. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.

NOTICE OF GENERAL MEETING

38. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:—

(a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify, the meeting as such.

Subject to the provisions of the articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.

39. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

40. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

41. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.

42. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

43. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

44. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the company.

45. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

46. A resolution put to the vote of a meeting shall be decided on a show of

hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:—

(a) by the chairman; or

(b) by at least two members having the right to vote at the meeting; or

(c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(d) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

47. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

48. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

49. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

50. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

51. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

52. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

53. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

54. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.

55. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and seniority shall be determined by the order in which the names of the holders stand in the register of members.

56. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

57. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.

58. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

59. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

60. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):—

I/We, _____ of _____, being a member/members of the above-named company, hereby appoint _____ of _____, or failing him, _____ of _____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the company to be held on _____ 19____, and at any adjournment thereof. Signed on _____ 19____.

61. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):—

I/We, _____ of _____, being a member/members of the above-named company, hereby appoint _____ of _____, or failing him, _____ of _____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the company to be held on _____ 19____, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 'for' against
Resolution No. 2 'for' against
Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this _____ day of _____ 19____.

62. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notorially or in some other way

approved by the directors may -

(a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director, and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

63. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

64. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than two.

ALTERNATE DIRECTORS

65. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

66. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the company for his services as an alternate director. But it shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.

67. An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

68. Any appointment or removal of an alternate director shall be by notice to the company signed by the director making or revoking the appointment or in any other manner approved by the directors.

69. Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

POWERS OF DIRECTORS

70. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

71. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

72. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

73. At the first annual general meeting all the directors shall retire from office, and at every subsequent annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.

74. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

75. If the company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.

76. No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:-

(a) he is recommended by the directors; or
(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.

77. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the company of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the company's register of directors.

78. Subject as aforesaid, the company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.

79. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

80. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

81. The office of a director shall be vacated if:-

(a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he is, or may be, suffering from mental disorder and either:-

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(d) he resigns his office by notice to the company; or

(e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

REMUNERATION OF DIRECTORS

82. The directors shall be entitled to such remuneration as the company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

DIRECTORS' EXPENSES

83. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

84. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

85. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:-

(a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;

(b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and

(c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

86. For the purposes of regulation 85:-

(a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and

(b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

DIRECTORS' GRATUITIES AND PENSIONS

87. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

88. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

89. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

90. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director

may act only for the purpose of filling vacancies or of calling a general meeting.

91. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

92. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

93. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors, or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but 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 director, it need not be signed by the alternate director in that capacity.

94. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the case falls within one or more of the following paragraphs:—

(a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company or any of its subsidiaries;

(b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

(c) his interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the company or any of its subsidiaries for subscription, purchase or exchange;

(d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

95. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

96. The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

97. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

98. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

99. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

100. The directors shall cause minutes to be made in book kept for the purpose:—

(a) of all appointments of officers made by the directors; and
(b) of all proceedings at meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

THE SEAL

101. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

DIVIDENDS

102. Subject to the provisions of the Act, the company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.

103. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

104. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a

particular date, that share shall rank for dividend accordingly.

105. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.

106. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.

107. No dividend or other moneys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.

108. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the company.

ACCOUNTS

109. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or authorised by the directors or by ordinary resolution of the company.

CAPITALISATION OF PROFITS

110. The directors may with the authority of an ordinary resolution of the company:—

(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the company's share premium account or capital redemption reserve;

(b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other; but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this regulation, only be applied in paying up unissued shares to be allotted to members credited as fully paid;

(c) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this regulation in fractions; and

(d) authorise any person to enter on behalf of all the members concerned into an agreement with the company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

NOTICES

111. Any notice to be given to or by a person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

112. The company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

113. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

114. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.

115. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

116. A notice may be given by the company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the articles for the giving of notice to a member, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt or by any like description at the address, if any, within the United Kingdom supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

WINDING UP

117. If the company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the company and may, for that purpose, value any assets and determine how the 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 the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

INDEMNITY

118. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

G

225(1)

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

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

1944236

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

Name of company

* Insert full name of company

* IKEDA HOOVER LIMITED

Note

Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. 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

Day Month

3 1 1 2

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

Day Month Year

3 1 1 2 1 9 9 0

delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

6. Signed

Designation: Secretary

Date 12-9-90

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

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

For official use
D.E.B.

Post room

COMPANIES
15 SEP 1990

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--	--	--

1944236

Name of company

* IKEDA HOOVER LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 25 February 1991 the nominal capital of the company has been increased by £ 1,675,000 beyond the registered capital of £ 400,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

Please tick here if
continued overleaf

☐

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation: Secretary

Date

11th March 1991

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

DICKINSON DEES
CROSS HOUSE
WESTGATE ROAD
LEWIS & CLAY TYNE

REF : USO

For official Use
General Section

Post room

COMPANIES HOUSE

3 APR 1991

M

17

COMPANY NUMBER: 1944236

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

IKEDA HOOVER LIMITED

passed on 25 February 1991

At an Extraordinary General Meeting of the above named Company duly convened and held on 25 February 1991 the following resolution was duly proposed and passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

That the authorised share capital of the Company be increased to £2,075,000 by the creation of 854,000 new "A" Ordinary Shares of £1 each, such new shares to rank pari passu in all respects with the existing 204,000 "A" Ordinary Shares of £1 each in the capital of the Company and 821,000 new "B" Ordinary Shares of £1 each, such new shares to rank pari passu in all respects with the existing 196,000 "B" Ordinary Shares of £1 each in the capital of the Company.

.....
Director

COMPANIES HOUSE
- 6 JUL 1991

COMPANY NUMBER: 1944236

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARF3

ORDINARY RESOLUTION

of

IKEDA HOOVER LIMITED

passed on 25 February 1991

At an Extraordinary General Meeting of the above named Company duly convened and held on 25 February 1991 the following resolution was duly proposed and passed as an Ordinary Resolution of the Company:-

ORDINARY RESOLUTION

That the Directors are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise for a period of 5 years from the date of the passing of this Resolution all the powers of the Company to allot relevant securities up to a maximum nominal amount of 1,675,000 being the amount of the authorised but unissued share capital of the Company at the date of the passing of this Resolution and to make offers or agreements which would or might require relevant securities to be allotted after the expiry of the said period (provided that such

allotments would fall within the limit aforesaid if made during the said period) and for the purposes of this Resolution words and expressions defined in or for the purposes of the said Section shall have the same meaning herein.

.....
Director

COMPANY NUMBER: 1944236

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

IKEDA HOOVER LIMITED

passed on 25 February 1991

At an Extraordinary General Meeting of the above named Company duly convened and held on 25 February 1991 the following resolution was duly proposed and passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

That in accordance with the authority granted to the Directors pursuant to Section 80 of the Companies Act 1985 ("the Act") the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot any equity securities (as defined in Section 94(2) of the Act) as if Section 89(1) of the Act did not apply to any such allotment PROVIDED THAT the Directors may allot equity securities in pursuance of an offer or agreement made by the Company previous to

the expiry of the authority which would or might require equity securities to be allotted after such expiry as if the authority hereby conferred had not expired.

.....
Director