

**G**

COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**Please do not  
write in  
this margin

Pursuant to section 12(3) 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

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For official use

2052152
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Name of company

* FLEXDART LIMITED
--------------------

I, Valerie Wilson

of BRIDGE HOUSE, 181 QUEEN VICTORIA STREET LONDON EC4V 4DD

† delete as  
appropriate

do solemnly and sincerely declare that I am a ~~[Solicitor engaged in the formation of the company]~~  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it 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 BRIDGE HOUSE  
181, QUEEN VICTORIA ST  
LONDON EC4V 4DD

Declarant to sign below

the eight day of AugustOne thousand nine hundred and eighty six  
before me [Signature]

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

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

WILDMAN & BATTELL LTD.,  
BRIDGE HOUSE,  
181 QUEEN VICTORIA STREET,  
LONDON, EC4V 4DD  
Tel: 248 2387

For official Use  
New Companies Section

Post room

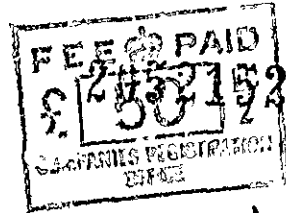
The Companies Act 1985

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

FLEXDART LIMITED



1. The name of the Company is "FLEXDART LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely: manufacturers, designers, inventors, creators, cultivators, breeders, growers, hunters, trappers, fishermen and fish farmers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials and commodities; warehousemen; storage contractors; shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents; builders; roofers; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration engineers and specialists and contractors; decorators; painters; bricklayers; carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers, plumbers, electricians, shop front fitters; builders' and decorators' merchants; double glazing, insulation, cavity wall insulation, loft insulation and conversions; civil, mechanical, constructional, agricultural, consulting, electrical, chemical and general engineers; telephone and telegraph systems and any other forms of communications, recording or processing; safety and security alarm systems; welders; sheet metal workers; blacksmiths; motor engineers; garage proprietors; car hire service; travel agents; owners, charterers, lessors, lessees, hirers and operators of, and dealers in aircraft, ships, boats, hovercrafts, pipelines, power supplies facilities, railways, lorries, trucks, coaches, buses, motor cars and other vehicles; transport and haulage contractors; general engineers; tool makers; booking agents and managers for theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all its branches; proprietors of shops, cafes, clubs, hotels and restaurants; catering contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers, fishmongers and poultry merchants; farmers; florists, horticulturists; landscape gardeners and designers; bakers; confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds; antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers; radio, television and

WILDMAN & BATTELL LTD.,  
BRIDGE HOUSE,  
181 QUEEN VICTORIA STREET,  
LONDON, EC4V 4DD  
Tel: 248 2387

1.



electrical retailers; dealers and repairers; toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment; film and video producers and distributors; textile merchants; tailors and fashion designers; ladies and gentlemen's outfitters; boot and shoe retailers; perfumery and cosmetic dealers; hairdressers; health farms and studios and massage parlours; manufacturing and retail chemists; printers, publishers writers, authors and journalists; stationers; advertising and publicity agents; public relation specialists; consultants, draughtsmen and exhibition specialists; seminars, lecturers, conventions, salesmen and demonstrators; conference and training specialists and organisers; business transfer agents; employment agents; computer operators, programmers and dealers; market research specialists; business advisers; mail order specialists; dyers and cleaners; dry cleaners; window cleaners and industrial cleaners and maintenance contractors of property of every description; proprietors of launderettes; excavation and demolition contractors; plant hirers; scrap iron and waste merchants; and to licence, conduct, operate, register and protect any franchise; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world.

- (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (f) To invest and deal with the monies of the Company in such shares or upon such securities or otherwise in such manner as from time to time may be determined.
- (g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.
- (h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.

- (i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (j) To lend money to customers, associates and others whether incorporated or not and to guarantee the observance and performance of obligations and contracts by customers and others.
- (k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.
- (n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1.00 each.

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

---

NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

Number of shares  
Taken by each  
subscriber

---

*K Skeoch*

KIM SKEOCH,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

ONE

Secretary.

*V. Wilson*

VALERIE WILSON,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

ONE

Secretary.

---

DATED this *8th* day of *August*, 1986.

WITNESS to the above signatures -

*J. Warne*

J. WARNE,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

Secretary.

The Companies Act 1985

COMPANY LIMITED BY SHARES

2052132

Articles of Association

OF

FLEXDART LIMITED

PRELIMINARY

1. Regulations 2, 3, 24, 64, 84, 94 and 99 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

2. The initial share capital of the Company is £1,000 divided into 1,000 shares of £1.00 each.

3. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares.

4. (a) After the initial allotment of shares by the Directors any further shares proposed to be issued 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 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 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 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 thereof than the terms on which they are offered to the Members. In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall be excluded from applying to the Company.

5.

(b) Subject to paragraph (a) of this Article the Directors are authorised in accordance with section 89 of the Act to exercise any power of the Company (and in particular the power contained in Article 3 of these regulations) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company and may do so at any time before the date of the fifth anniversary of such incorporation and this authority shall expire on that date except that the Directors may allot shares thereafter in pursuance of any agreement or offer to allot made before that date. This authority may be revoked, varied or renewed (but not for more than five years at a time) by an Ordinary Resolution.

5. Subject to the provisions of Chapter VII of Part V of the Act any Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

#### TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any shares of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share.

#### VOTES OF MEMBERS

7. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

#### DIRECTORS

8. A Director who has disclosed his interest and the interest of any 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 the Director and, in the case of an alternate director, any interest of his appointor, in accordance with Regulation 85 of Table A and Section 317 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

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

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

11. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

12. The office of a Director shall be vacated :

- (1) In any of the circumstances specified in article 81 of Table A (any resignation of office being by notice in writing); or
- (2) If he is removed from office by a resolution duly passed under Section 303 of the Act.

#### MANAGING DIRECTORS AND MANAGERS

13. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms (as to remuneration and otherwise) as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he cease from any cause to be a Director.

#### SECRETARY

14. 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. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

#### NOTICES

15. Notice of every general meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them, and shall also be given to the directors and the auditors.

#### FIRST DIRECTORS

16. The number of Directors shall not be more than ten but the Company in General Meeting may reduce or increase this limit. The first Director shall be KIM SKEOCH.

#### FIRST SECRETARY

17. The first Secretary of the Company shall be VALERIE WILSON.



---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

*K. Skeoch*

KIM SKEOCH,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

Secretary.

*V. Wilson*  
VALERIE WILSON,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

Secretary.

---

DATED this *8th* day of *August*, 1986.

WITNESS to the above signatures -

*J. Warne*  
J. WARNE,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

Secretary.



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

2052152

Name of company

\* Insert full name  
of company

* FLEXDART LIMITED	
--------------------	--

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

BRIDGE HOUSE	
181 QUEEN VICTORIA STREET,	
LONDON EC4V 4DD	
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

--

WILDMAN & BATTELL LTD	
BRIDGE HOUSE 181 QUEEN VICTORIA STREET	
LONDON EC4V 4DD	
Postcode	

Number of continuation sheets attached (see note 1)

--

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

Wildman & Battell Ltd  
Bridge House  
181 Queen Victoria Street  
London EC4V 4DD

For official Use  
General Section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) <b>KIM SKEOCH</b>		Business occupation <b>SECRETARY</b>
Previous name(s) (note 3)		Nationality <b>BRITISH</b>
Address (note 4) <b>BRIDGE HOUSE</b> <b>181, QUEEN VICTORIA STREET</b>		Date of birth (where applicable) (note 6)
<b>LONDON</b>	Postcode <b>EC4V 4DD</b>	
Other directorships † <b>NONE</b>		
I consent to act as director of the company named on page 1		
Signature <i>K Skeoch</i>		Date <b>08 AUG 1986</b>

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


Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not  
write in  
this margin


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

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

Name (notes 3 & 7) <b>VALERIE WILSON</b>	
Previous name(s) (note 3)	
Address (notes 4 & 7) <b>BRIDGE HOUSE</b>	
<b>181 QUEEN VICTORIA STREET</b>	
<b>LONDON</b>	Postcode <b>EC4V 4DD</b>
I consent to act as secretary of the company named on page 1	
Signature 	Date <b>08 AUG 1986</b>

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is  
signed by the  
subscribers

for and on behalf of:-	
<b>WILDMAN &amp; BATTELL LIMITED</b>	
Signature of agent on behalf of subscribers 	Date <b>08 AUG 1986</b>

delete if the form is  
signed by an agent on  
behalf of the  
subscribers.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2052152

I hereby certify that

FLEXDART 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

3RD SEPTEMBER 1986

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

MRS. C. R. WILLIAMS

an authorised officer

**Notice of accounting reference date**  
**(to be delivered within 6 months of**  
**incorporation)**

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

\*Insert full name  
of company

To the Registrar of Companies

For official use

Company number

0111

2052152

Name of company

\* FLEXDART LIMITED

gives 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

3 0 0 9

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 5 November 1986

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

EDGE & ELLISON, HATWELL  
PRITCHETT & CO.  
Rutland House, 148 Edmund  
Street, Birmingham B3 2JR

Ref: RAA.TJW

For official use  
General Section

Post room



COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

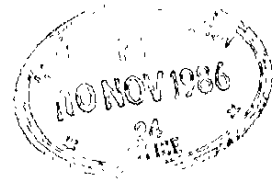
FLEXDART LIMITED

Passed the 25th day of September 1986

At an Extraordinary General Meeting of the Members of the above named Company duly convened and held at Rutland House, 148 Edmund Street, Birmingham B3 2JR the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

"THAT the provisions of the Company's Memorandum of Association with respect to its objects be altered by inserting after sub-clause (j) of Clause 3 of the said Memorandum the following new sub-clause:-



(k) To guarantee and/or secure, either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets (both present and future) and uncalled capital of the Company, or by both such methods, the performance of any contract or obligation of any person firm or company whatsoever.

AND that following the insertion of such new sub-clause (k) to re-letter the remaining sub-clauses."

*R. A. Alderson*  
.....

CHAIRMAN



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-of-

FLEXDART LIMITED

1. The name of the Company is "FLEXDART LIMITED"
2. The Registered Office of the Company will be situate in England
3. The objects for which the Company is established are:-
  - (A) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely: manufacturers, designers, inventors, creators, cultivators, breeders, growers, hunters, trappers, fishermen and fish farmers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials and commodities; warehousemen; storage contractors; shipping and forwarding agents; dealers in property and estates; property developers; property managers; estate agents; builders; roofers; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration engineers and specialists and contractors; decorators; painters; bricklayers; carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers; plumbers; electricians; shop front fitters; builders' and decorators' merchants; double glazing, insulation, cavity wall insulation, loft insulation and conversions; civil, mechanical, constructional, agricultural, consulting, electrical, chemical and general engineers; telephone and telegraph systems and any other forms of communications, recording or processing; safety and security alarm systems; welders; sheet metal workers; blacksmiths; motor engineers; garage proprietors; car hire service; travel agents; owners, charterers, lessors, lessees, hirers and operators of, and dealers in aircraft, ships, boats, hovercrafts, pipelines, power supplies facilities, railways, lorries, trucks, coaches, buses, motor cars and other vehicles; transport and haulage contractors; general engineers; tool makers; booking agents and managers for theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all its branches; proprietors of shops, cafes, clubs, hotels and restaurants; catering



contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers, fishmongers and poultry merchants; farmers, florists, horticulturists; landscape gardeners and designers; bakers; confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds; antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers; radio, television and electrical retailers; dealers and repairers; toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment; film and video producers and distributors; textile merchants; tailors and fashion designers; ladies and gentleman's outfitters; boot and shoe retailers; perfumery and cosmetic dealers; hairdressers; health farms and studios and massage parlours; manufacturing and retail chemists; printers, publishers, writers, authors and journalists; stationers; advertising and publicity agents; public relation specialists; consultants, draughtsmen and exhibition specialists; seminars, lectures, conventions, salesmen and demonstrators; conference and training specialists and organisers; business transfer agents; employment agents; computer operators, programmers and dealers; market research specialists; business advertisers; mail order specialists; dyers and cleaners; dry cleaners; window cleaners and industrial cleaners and maintenance contractors of property of every description; proprietors of launderettes; excavation and demolition contractors; plant hirers; scrap iron and waste merchants; and to licence, conduct, operate, register and protect any franchise; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world.

- (B) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (C) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, moveable or immoveable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- (E) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (F) To invest and deal with the monies of the Company in such shares or upon such securities or otherwise in such manner as from time to time may be determined.
- (G) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying

on business similar or complementary to the business of the Company or any part thereof.

- (H) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (I) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (J) To lend money to customers, associates and others whether incorporated or not and to guarantee the observance and performance of obligations and contracts by customers and others.
- (K) To guarantee and/or secure, either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets (both present and future) and uncalled capital of the Company, or by both such methods, the performance of any contract or obligation of any person firm or company whatsoever).
- (L) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (M) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (N) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers, past or present and to grant pensions to such persons or their dependants.
- (O) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (P) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (Q) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (R) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (S) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1.00 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
KIM SKEOCH, Bridge House, 181 Queen Victoria Street, London EC4V 4DD.  Secretary.	ONE
VALERIE WILSON, Bridge House, 181 Queen Victoria Street, London EC4V 4DD.  Secretary.	ONE

DATED this 8th day of August, 1986.

WITNESS to the above signatures -

J. WARNE,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

Secretary.

---

COMPANY LIMITED BY SHARES

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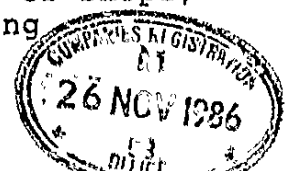
MEMORANDUM OF ASSOCIATION

-of-

FLEXDART LIMITED

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1. The name of the Company is "FLEXDART LIMITED"
2. The Registered Office of the Company will be situate in England
3. The objects for which the Company is established are:-
  - (A) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely: manufacturers, designers, inventors, creators, cultivators, breeders, growers, hunters, trappers, fishermen and fish farmers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials and commodities; warehousemen; storage contractors; shipping and forwarding agents; dealers in property and estates; property developers; property managers; estate agents; builders; roofers; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration engineers and specialists and contractors; decorators; painters; bricklayers; carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers; plumbers; electricians; shop front fitters; builders' and decorators' merchants; double glazing, insulation, cavity wall insulation, loft insulation and conversions; civil, mechanical, constructional, agricultural, consulting, electrical, chemical and general engineers; telephone and telegraph systems and any other forms of communications, recording or processing; safety and security alarm systems; welders; sheet metal workers; blacksmiths; motor engineers; garage proprietors; car hire service; travel agents; owners, charterers, lessors, lessees, hirers and operators of, and dealers in aircraft, ships, boats, hovercrafts, pipelines, power supplies facilities, railways, lorries, trucks, coaches, buses, motor cars and other vehicles; transport and haulage contractors; general engineers; tool makers; booking agents and managers for theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all its branches; proprietors of shops, cafes, clubs, hotels and restaurants; catering



contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers, fishmongers and poultry merchants; farmers, florists, horticulturists; landscape gardeners and designers; bakers; confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds; antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers; radio, television and electrical retailers; dealers and repairers; toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment; film and video producers and distributors; textile merchants; tailors and fashion designers; ladies and gentleman's outfitters; boot and shoe retailers; perfumery and cosmetic dealers; hairdressers; health farms and studios and massage parlours; manufacturing and retail chemists; printers, publishers, writers, authors and journalists; stationers; advertising and publicity agents; public relation specialists; consultants, draughtsmen and exhibition specialists; seminars, lectures, conventions, salesmen and demonstrators; conference and training specialists and organisers; business transfer agents; employment agents; computer operators, programmers and dealers; market research specialists; business advertisers; mail order specialists; dyers and cleaners; dry cleaners; window cleaners and industrial cleaners and maintenance contractors of property of every description; proprietors of launderettes; excavation and demolition contractors; plant hirers; scrap iron and waste merchants; and to licence, conduct, operate, register and protect any franchise; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world.

- (B) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.
- (C) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, moveable or immoveable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.
- (D) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.
- (E) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (F) To invest and deal with the monies of the Company in such shares or upon such securities or otherwise in such manner as from time to time may be determined.
- (G) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint purse agreement with any other company, firm or person carrying

on business similar or complementary to the business of the Company or any part thereof.

- (H) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as directly or indirectly to benefit the Company.
- (I) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.
- (J) To lend money to customers, associates and others whether incorporated or not and to guarantee the observance and performance of obligations and contracts by customers and others.
- (K) To guarantee and/or secure, either by personal obligation or by mortgaging or charging all or any part of the undertaking property and assets (both present and future) and uncalled capital of the Company, or by both such methods, the performance of any contract or obligation of any person firm or company whatsoever).
- (L) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.
- (M) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.
- (N) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers, past or present and to grant pensions to such persons or their dependants.
- (O) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.
- (P) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.
- (Q) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.
- (R) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.
- (S) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.



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

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1.00 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
KIM SKEOCH, Bridge House, 181 Queen Victoria Street, London EC4V 4DD.  Secretary.	ONE
VALERIE WILSON, Bridge House, 181 Queen Victoria Street, London EC4V 4DD.  Secretary.	ONE

DATED this 8th day of August, 1986.

WITNESS to the above signatures -

J. WARNE,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

Secretary.

---

COMPANY LIMITED BY SHARES

---

ARTICLES OF ASSOCIATION

-of-

FLEXDART LIMITED

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PRELIMINARY

1. Regulations 2, 3, 24, 64, 84, 94, and 99 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

2. The initial share capital of the Company is £1,000 divided into 1,000 shares of £1.00 each.

3. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares.

4. (A) After the initial allotment of shares by the Directors any further shares proposed to be issued 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 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 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 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.

26 NOV 1986

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 thereof than the terms on which they are offered to the Members. In accordance with Section 91 of the Act, Section 89 (1) and Section 90 (1) to (6) of the Act shall be excluded from applying to the Company.

- (B) Subject to paragraph (A) of this Article the Directors are authorised in accordance with Section 89 of the Act to exercise any power of the Company (and in particular the power contained in Article 3 of these Regulations) to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital created on the incorporation of the Company and may do so at any time before the date of the fifth anniversary of such incorporation and this authority shall expire on that date except that the Directors may allot shares thereafter in pursuance of any agreement or offer to allot made before that date. This authority may be revoked, varied or renewed (but not for more than five years at a time) by an Ordinary Resolution.

5. Subject to the provisions of Chapter VII of the Part V of the Act any Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

#### TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any shares of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share.

#### VOTES OF MEMBERS

7. Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every member present in person shall have one vote, and on a poll every member shall have one vote for each share of which he is the holder.

#### DIRECTORS

8. A Director who has disclosed his interest and the interest of any 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 the Director and, in the case of an alternate director, any interest of his appointor, in accordance with Regulation 85 of Table A and Section 317 of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum present at any meeting at which such contract or proposed contract or arrangement is being considered.

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

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

11. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or have attained the age of seventy years or any other age.

12. The office of a Director shall be vacated:-

(1) In any of the circumstances specified in Article 81 of Table A (any resignation of office being by notice in writing); or

(2) If he is removed from office by a resolution duly passed under Section 303 of the Act.

#### MANAGING DIRECTORS AND MANAGERS

13. The Directors may from time to time appoint one or more of their body to the office of Managing Director or Manager for such period and on such terms (as to remuneration and otherwise) as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed, whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire by rotation or the rotation of retirement of Directors, but his appointment, subject to the payment to him of such compensation or damages as may be payable to him by reason thereof, shall be automatically terminated if he cease from any cause to be a Director.

#### SECRETARY

14. 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. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

#### NOTICES

15. Notice of every General Meeting shall be given in manner authorised by Table A to every member except those members who are by these Articles disentitled from receiving such notices and those members who (having no registered address within the United Kingdom) have not supplied to the Company any address within the United Kingdom for the giving of notices to them, and shall also be given to the directors and the auditors.

#### FIRST DIRECTORS

16. The number of Directors shall not be more than ten but the Company in General Meeting may reduce or increase this limit. The first Director shall be KIM SKEOCH.

FIRST SECRETARY

17. The first Secretary of the Company shall be VALERIE WILSON.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

KIM SKEOCH,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

Secretary.

VALERIE WILSON,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

Secretary.

DATED this 8th day of August 1986

WITNESS to the above signatures -

J. WARNE,  
Bridge House,  
181 Queen Victoria Street,  
London EC4V 4DD.

Secretary.

# G

COMPANIES FORM No. 225(1)

# 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 amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

For official use

2052152

Name of company

\*Insert full name of company

FLEXDART LIMITED

**Note**  
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

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

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 8 9

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

The company is a [subsidiary] [holding company]† of \_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

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 section 225(6) 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.

Signed



Design don't SECRETARY

Date 17/9/90

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

D. A. BENNETT  
FLEXDART LIMITED  
MARSH LANE  
WATER ORTON  
BIRMINGHAM  
B46 1NS

For official use  
General Section

Post-room  
COMPANIES HOUSE  
14 SEP 1990  
M 55

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





MJM/geb/001

The Directors  
Flexdart Limited  
Fairforal Works  
Marsh Lane  
Water Orton  
BIRMINGHAM B46 1NS

Britannia House  
50 Great Charles Street, Queensway  
Birmingham B3 2LY  
Telephone 021-236 7711  
Fax 021-236 2778

7 September 1990

Gentlemen,

In accordance with section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation as auditors of Flexdart Limited which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully

A handwritten signature in dark ink, appearing to read "Neville Russell". The signature is fluid and cursive, written over the printed name.

Neville Russell



2052152



NEVILLE  
RUSSELL

Chartered Accountants

MJM/geb/001

The Directors  
Flexdart Limited  
Fairforal Works  
Marsh Lane  
Water Orton  
BIRMINGHAM B46 1NS

Britannia House  
50 Great Charles Street, Queensway  
Birmingham B3 2LY  
Telephone 021-236 7711  
Fax 021-236 2778

7 September 1990

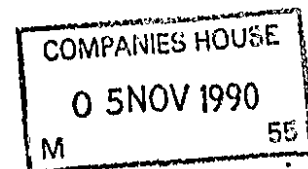
Gentlemen,

In accordance with section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation as auditors of Flexdart Limited which we consider should be brought to the attention of the members or creditors of the company.

Yours faithfully

*Neville Russell*

Neville Russell



COMPANY NO: 2052152

THE COMPANIES ACTS 1985 and 1989

RESOLUTION dated the 8<sup>th</sup> day of June 1992 agreed to by all the members of the Company taking effect as a

SPECIAL RESOLUTIONS IN WRITING

of

FLEXDART LIMITED



We, being all the members of the above-named Company hereby resolve and agree that the following Resolutions shall take effect as a SPECIAL RESOLUTIONS:-

1. "THAT notwithstanding the provisions of section 320 Companies Act 1985, the property at Norton Green Lane, Norton Canes, Staffordshire which is registered at H.M. Land Registry under title numbers SF249573 and SF 237708 should be transferred to M. ~~J.F.~~ Bevan Esq, being a director of the MAN Company and that the authority given for such purchase by this Resolution be for all purposes deemed sufficient disclosure by M. ~~J.F.~~ Bevan, Esq., of his interest in such contract. SA NL
2. THAT the transfer referred to at Resolution number 1 above should take place upon the terms and for the consideration set out in the Agreement, the Transfer and the valuation dated 21st January 1992 from Messrs. RS

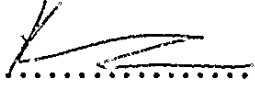
Cecil Cariss & Son.

(a copy of each of such documents being attached hereto and initiailed by each of us) the contents of which documents are all agreed and that any director (save for M.F. Bevan Esq., himself) and the Secretary are hereby authorised to sign all requisite documentation in connection with the proposed transfer.

Signed.  Date. 8/6 1992

Signed.  Date. 8/6 1992

Signed.  Date. 8/6 1992

Signed.  Date. 8/6 1992

# KPMG Peat Marwick

Peat House  
2 Cornwall Street  
Birmingham B3 2DL

Telephone 021-233 1666  
Telefax 021-233 4390  
Telex 337774 PMMBHM G

Private & confidential  
The Directors,  
Flexdart Limited,  
Marsh Lane,  
Water Orton,  
BIRMINGHAM.  
B46 1NS

Our ref AMD/17/IPW/LMB-641

Contact Ian Winham  
3170

9 June 1992

Dear Sirs,

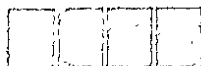
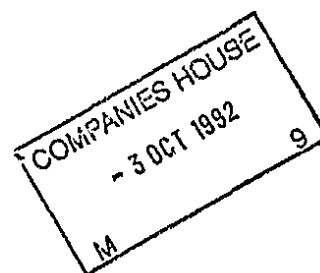
We acknowledge receipt of the attached copy written Special Resolution, initialled by us for the purposes of identification, ("the Written Resolution") which is proposed to be agreed by the members of the company pursuant to Section 381A of the Companies Act 1985.

Pursuant to Section 381B(3) of the Companies Act 1985 we, as auditors to the company, hereby confirm that, in our opinion, the Written Resolution does not concern us as auditors and need not be considered by the company in general meeting.

Yours faithfully,

*KPMG Peat Marwick*

Enclosure



KPMG Peat Marwick  
Birmingham B3 2DL

And in the presence of the following witnesses:  
The undersigned, a duly qualified and practising  
Chartered Accountant, has signed this certificate in the presence of the following witnesses:  
The undersigned, a duly qualified and practising  
Chartered Accountant, has signed this certificate in the presence of the following witnesses:

KPMG

COMPANY NO: 2052152

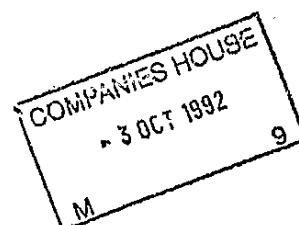
## THE COMPANIES ACTS 1985 and 1989

RESOLUTION dated the            day of            1992 agreed to by all the members  
of the Company taking effect as a

## SPECIAL RESOLUTIONS IN WRITING

of

FLEXDART LIMITED



Presented for filing pursuant to Section 380 (1) and (4) of Companies Act  
1985.

We, being all the members of the above-named Company hereby resolve and agree  
that the following Resolutions shall take effect as a SPECIAL RESOLUTIONS:-

1. "THAT notwithstanding the provisions of section 320 Companies Act 1985,  
the property at Norton Green Lane, Norton Canes, Staffordshire which is  
registered at H.M. Land Registry under title numbers SF249573 and SF  
237708 should be transferred to M.<sup>F</sup>. Bevan Esq, being a director of the  
Company and that the authority given for such purchase by this  
Resolution be for all purposes deemed sufficient disclosure by M.<sup>F</sup>.  
Bevan, Esq., of his interest in such contract.
2. THAT the transfer referred to at Resolution number 1 above should take  
place upon the terms and for the consideration set out in the Agreement,

the Transfer and the valuation dated 21st January 1992 from Messrs. Cecil Cariss & Son.

(a copy of each of such documents being attached hereto and initialled by each of us) the contents of which documents are all agreed and that any director (save for M.F. Bevan Esq., himself) and the Secretary are hereby authorized to sign all requisite documentation in connection with the proposed transfer".

Signed..... Date.....1992

Signed..... Date.....1992

Signed..... Date.....1992

Signed..... Date.....1992

2052152.

FLEXDART LIMITED

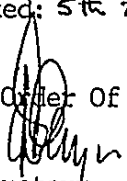
Notice of a meeting

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the company will be held on 24th May 1993 for the purpose of passing the following Special Resolution;

"That the provisions of Section 4(a) of the company's Articles of Association should not apply to an issue of ordinary shares."

Dated: 5th April 1993.

By Order Of The Board

  
Secretary

Note: A member entitled to attend and vote is entitled to appoint a proxy member to attend and vote instead of him/her. A proxy need not also be a member of the company.

