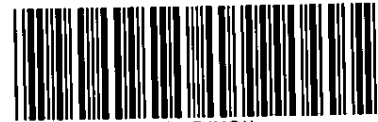


# 31-03-98

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
-OF-

~~DAWNSPAN LTD~~ **DREAMS LIMITED**

THURSDAY



LD1 06/03/2008 207  
COMPANIES HOUSE

1. The Company's name is "~~DAWNSPAN LTD~~". **"DREAMS LIMITED"**
- ~~2. The Company is a Public Company.~~
2. ~~2.~~ The Company's registered office is to be situated in England and Wales.
3. ~~1.~~(a) The Company's objects are to carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares, and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.

By Special Resolution passed 2nd December 1987 the name of the Company was changed from "DAWNSPAN LIMITED" to "DREAMS LIMITED".

By Special Resolution passed 13th March 1998 the name of the Company was changed from "DREAMS LIMITED" to "DREAMS PLC".

By Special Resolution passed 13th March 1998 the Company was re-registered as a Public Company.

By Special Resolution passed 6 March 2008 the Company was re-registered as a Private Company.

By Special Resolution passed 6 March 2008 the name of the Company was changed from "DREAMS PLC" to "DREAMS LIMITED".

- (b) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, licence, accept surrenders of and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company, as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (e) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.
- (f) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.
- (g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.
- (h) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.
- (i) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint venture arrangements with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.
- (j) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.

- (l) To purchase, subscribe for, or otherwise acquire and hold shares, stock or other interests in, or obligations of any other company or corporation.
- (m) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (o) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (p) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such person.
- (q) To remunerate the Directors of the Company in any manner the Company may think fit, and to pay or provide pensions for or make payments to or for the benefit of Directors and ex-Directors of the Company or their dependents or connections.
- (r) To distribute any property of the Company in specie among the members.
- (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (t) *See schedule attached\**

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

4. The liability of the Members is limited.

5. The Company's Share Capital is £100,000 divided into 100,000 Shares of £1 each, with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

\* Sub-clause 3(t) added pursuant to a Special Resolution of the Company passed on 6 March 2008.

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By Ordinary Resolution passed 2nd December 1987 the Share Capital of the Company was increased from £100 to £10,000 by the creation of 9,900 new £1 Ordinary Shares to rank pari passu in all respects with the existing shares of the Company.

By Special Resolution passed 12th November 1997 the Share Capital of the Company was increased from £10,000 to £100,000 by the creation of 90,000 new £1 Ordinary Shares to rank pari passu in all respects with the existing shares of the Company.

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

SAMUEL GEORGE ALAN LLOYD  
50 Lincolns Inn Fields  
London  
WC2A 3PF

ONE

DANIEL JOHN DWYER  
50 Lincolns Inn Fields  
London  
WC2A 3PF

ONE

Total shares taken

TWO

DATED the 1st day of October 1987  
WITNESS to the above Signatures

KAREN MARY STORER  
50 Lincolns Inn Fields  
London  
WC2A 3PF

**DREAMS LIMITED (Company Number: 2189427)**

**Schedule**

- 3(t) Subject to due compliance, and in accordance, 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 "

THE COMPANIES ACT 1985 (as amended by the Companies Act 2006)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

DREAMS LIMITED

PRELIMINARY

- 1 Subject as hereinafter provided the Regulations set out in Table "A" in the Schedule to The Companies (Table A to F) Regulations 1985 (as amended by The Companies (Tables A to F) (Amendment) Regulations 2007) and The Companies (Tables A to F) (Amendment) (No 2) Regulations 2007) shall apply to this Company
- 2 The following clauses of the said Table "A" shall not apply to this Company videlicet - 23, 24, 46, 47, 64, 65-69, 76-79, 94 and 95.
- 3 In these articles, reference to the Companies Act 1985 means the Companies Act 1985 including any statutory modification, replacement or re-enactment thereof from time to time in force

PRIVATE COMPANY

- 4 The Company is a Private Limited Company within the meaning of the Companies Act 1985

SHARES

- 5 (a) Save as hereinafter expressly authorised the Directors shall allot relevant securities (as defined in the Companies Act 1985) as authorised from time to time by the Company in general meeting in accordance with the provisions of Section 80 of the Companies Act 1985
- (b) During the period of five years commencing with the date of incorporation the directors shall have authority to allot or otherwise dispose of any shares of the Company up to the total amount which shall remain unissued to such persons and for such consideration and upon such terms and conditions as they may determine
- 6 Sections 159 and 160 of The Companies Act 1985 shall apply to this Company and the company may therefore issue shares which are to be redeemed or liable to be redeemed at the option of the Company or the shareholder.
- 7 Sections 162 and 170 of the Companies Act 1985 shall apply to this Company

TRANSFER OF SHARES

- 8 The Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any share whether or not it is a fully paid share

- 9 Clause 8 of these Articles shall not apply to any transfer to a person who is already a member of the company
- 10 The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof

#### GENERAL MEETINGS

- 11 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution

#### DIRECTORS

- 12 The number of Directors shall not be less than two nor more than seven
- 13 The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles
- 14 The Company may by ordinary resolution, of which Special Notice has been given in accordance with Section 312 of the Companies Act 2006, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company
- 15 The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Article 14 and without prejudice to the powers of the Directors under Article 13 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director
- 16 Without prejudice to the obligation of each director to declare an interest in accordance with the Act, a director may vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which he has an interest, whether direct or indirect, or in relation to which he has a duty Having so declared any interest he may have, the director shall be counted in the quorum present when any such resolution is under consideration and if he votes on such resolutions his vote shall be counted

### BORROWING POWERS OF DIRECTORS

- 17 The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property and uncalled capital or any part thereof and subject to Section 80 of the Companies Act 1985 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 DIRECTOR

- 18 Any Director being absent may by notice in writing to the Company appoint some other person to be an alternate or substitute Director during his absence such alternate Director having in all respects the same rights and powers as the appointor Any person who has been so appointed may be in like manner removed by the person who appointed him

### ASSOCIATE DIRECTORS

- 19 The Directors may at any time and from time to time appoint any employee of the Company to the position of Associate Director
- 20 An Associate Director shall advise and assist the Directors but shall not attend Board Meetings except at the invitation of the Directors, and when present at the Board Meetings he shall not be entitled to vote, nor be counted in the quorum, but subject as aforesaid he shall as Associate Director have such powers, authorities and duties as the Directors may in the particular case from time to time determine
- 21 An Associate Director shall not be deemed a Member of the Board, nor any committee thereof, nor shall he be a Director for any of the purposes of these Articles of Association or (so far as provision may lawfully be made on this behalf) for any of the purposes of the Companies Act 1985
- 22 Without prejudice to any rights or claims the Associate Director may have under any contract with the Company, any appointment as an Associate Director may be terminated by the Directors at any time and shall ipso facto terminate if the Associate Director shall from any cause cease to be an employee of the Company
- 23 An Associate Director may receive such remuneration (if any) in addition to the remuneration received as an employee of the Company as the Directors shall from time to time determine

### INDEMNITY

- 24 Subject to Section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in Clause 118 of the said Table "A" every Director officer or official of the Company shall be indemnified out of the funds of the Company against all costs charges



losses expenses and liabilities incurred by him in the execution and discharge of his duties  
or in relation thereto

**NAMES AND ADDRESSES OF SUBSCRIBERS**

**SAMUEL GEORGE ALAN LLOYD**

50 Lincolns Inn Fields

London

WC2A 3PF

**DANIEL JOHN DWYER**

50 Lincolns Inn Fields

London

WC2A 3PF

**DATED the 1<sup>st</sup> day of October 1987**

**WITNESS to the above Signatures**

**KAREN MARY STORER**

50 Lincolns Inn Fields

London

WC2A 3PF