



**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 block type, or  
bold block lettering

To the Registrar of Companies

For official use

For official use

[ ] [ ] [ ] [ ]

2189427

Name of company

\* Insert full  
name of Company

DAWNSPAN LIMITED

I, Daniel John Dwyer

of 50 Lincoln's Inn Fields, London, WC2A 3PF

1 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 14 Old Square

Lincoln's Inn

London WC2

Declarant to sign below

the 15th day of OCTOBER,  
One thousand nine hundred and EIGHTY SEVEN.  
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.

**D. & D. LAW AGENCY  
SERVICES LIMITED**

50, Lincoln's Inn Fields,  
London WC2A 3PF

Company Registration Agents  
Law Stationers,  
and Printers

Telephone: 01-405-1002  
01-405-7215



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

D & D LAW AGENCY  
SERVICES LIMITED  
50 Lincoln's Inn Fields  
London, WC2A 3PF

For official Use

New Companies Section

Post room

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

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

Name of company

\* insert full name  
of company

*	
DAWNSPAN	LIMITED

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

50 Lincoln's Inn Fields	
London	
Postcode	WC2A 3PF

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

D & D LAW AGENCY SERVICES LIM	
50 Lincoln's Inn Fields	
London	Postcode WC2A 3PF

Number of continuation sheets attached (see note 1)

D. & D. LAW AGENCY  
SERVICES LIMITED  
50, Lincoln's Inn Fields,  
London WC2A 3PF

Company Registration Agents  
Law Stationers,  
and Printers  
Telephone: 01-405-1032  
01-405-7215



Presentor's name address and  
reference (if any):  
D & D LAW AGENCY  
SERVICES LIMITED  
50 Lincoln's Inn Fields  
London WC2A 3PF

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)		Business occupation COMPANY REGISTRATION AGENT	
DANIEL JOHN DWYER		Nationality BRITISH	
Previous name(s) (note 3) N/A		Date of birth (where applicable) (note 6) N/A	
Address (note 4)			
50 Lincoln's Inn Fields			
London	Postcode WC2A 3PF		
Other directorships †			
D & D LAW AGENCY SERVICES LIMITED			
W. KYBERT & SON LIMITED			
I consent to act as director of the company named on page 1		Date 15 OCT 1987	
Signature			

† 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 COMPANY REGISTRATION AGENT	
SAMUEL GEORGE ALAN LLOYD		Nationality BRITISH	
Previous name(s) (note 3) N/A		Date of birth (where applicable) (note 6) N/A	
Address (note 4)			
50 Lincoln's Inn Fields			
London	Postcode WC2A 3PF		
Other directorships †			
D & D LAW AGENCY SERVICES LIMITED			
I consent to act as director of the company named on page 1		Date 15 OCT 1987	
Signature			

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

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in black type, or  
bold block 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)	
DANIEL JOHN DWYER	
Previous name(s) (note 3)	N/A
Address (notes 4 & 7)	
50 Lincoln's Inn Fields	
London	Postcode WC2A 3PF
I consent to act as secretary of the company named on page 1	
Signature	Date 15 OCT 1987

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

<del>Signature of agent on behalf of subscribers</del>	<del>Date</del>
--------------------------------------------------------	-----------------

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

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

Signed	Date 15 OCT 1987
Signed	Date 15 OCT 1987
Signed	Date
Signed	Date
Signed	Date
Signed	Date

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

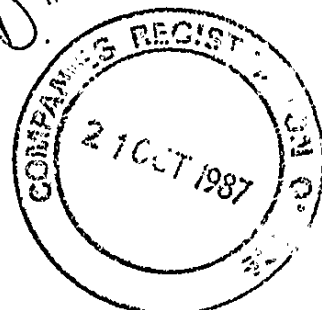
DAWNSPAN LIMITED.

1. The Company's name is "DAWNSPAN LIMITED."
2. The Company's registered office is to be situated in England and Wales.

- 3.(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.

2189427

RECEIVED  
19 OCT 1987



- (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 purse arrangements with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them.

- 1
- (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 dependents 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.

1

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 divided into 100 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.



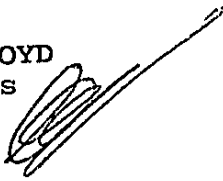
L

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

*Karen Storer.*

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

DAWNSPAN LIMITED.

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Table "A" of the Schedule to The Companies (Table A to F) Regulations 1985 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, 73-80, 94 and 95.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Companies Act 1985.

SHARES

4. (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.

5. Sections 89 and 90 of the Companies Act 1985 shall not apply to this Company.

6. The lien conferred by Clause 8 of the said Table "A" shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

7. 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.

8. Sections 162, 170, 171 and 172 of the Companies Act 1985 shall apply to this Company.

#### TRANSFER OF SHARES

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

10. Clause 9 of these Articles shall not apply to any transfer to a person who is already a member of the Company.

11. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares the transferor may subject to Clause 9 hereof dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

12. 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

13. 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.

14. Subject to the provisions of the Companies Act 1985 a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been

1  
passed at a General Meeting of the Company duly convened and held.

#### SECRETARY

15. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 10 of the Companies Act 1985.

#### DIRECTORS

16. The number of Directors shall not be less than one nor more than seven. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10 of the Companies Act 1985.

17. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

18. 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.

19. The Company may by Ordinary Resolution, of which Special Notice has been given in accordance with Section 370 of the Companies Act 1985, 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.

20. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Article 19 and without prejudice to the powers of the Directors under Article 18 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

21. Subject to the provisions of the Companies Act 1985 in so far as the said provisions relate to a Private Limited Company a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the

terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

#### BORROWING POWERS OF DIRECTORS

22. 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

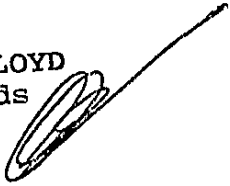
23. Any Director being absent may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence such alternate Director having in all respects the same rights and powers as the appointor. Any person who has been so appointed may be in like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

#### 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

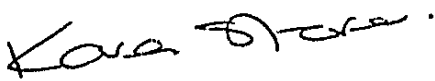


DANIEL JOHN DWYER  
50 Lincolns Inn Fields  
London  
WC2A 3PF



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

KAREN MARY STORER  
50 Lincolns Inn Fields  
London  
WC2A 3PF



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2189427

I hereby certify that

**DAWNSPAN 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 5 NOVEMBER 1987

A handwritten signature in dark ink, appearing to read 'D. H. O'Brien', written over a faint, illegible stamp.

an authorised officer

No of Company: 2189427

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-OF-

DAWNSPAN LIMITED



Passed the 2nd December, 1987

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company on the 2nd December, 1987 the following SPECIAL RESOLUTION was duly passed:-

**RESOLUTION**

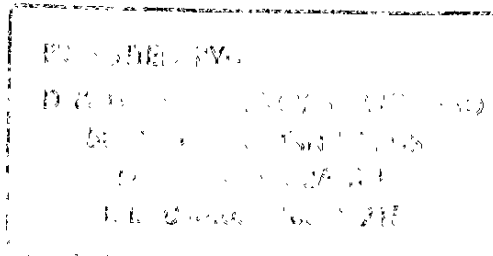
"That with the consent of the Department of Trade the Name of the Company be changed to:-

DREAMS LIMITED"

14/12/87  
HRE

DIRECTOR

A handwritten signature in dark ink, written over the word "DIRECTOR". The signature is stylized and appears to be "HRE".





**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2189427

I hereby certify that

**DAWNSPAN LIMITED**

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

**DREAMS LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 14 DECEMBER 1987

A handwritten signature in dark ink, appearing to be 'J. J. Jones'.

an authorised officer

No. of Company: 2189427

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

-OF-

DAWNSPAN LIMITED

PASSED the 2nd December, 1987

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at the Registered Office of the Company on the 2nd December, 1987 the following ORDINARY RESOLUTION was duly passed:-

"That the Share Capital of the Company be 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".

DIRECTOR



PRESENTED BY:-

D & D LAW AGENCY SERVICES LTD

50, LANCASHIRE STREET

LEEDS LS1 4JL

TEL 0113 244 1111

COMPANIES REGISTRATION

- 3 DEC 1987

M

OFFICE

46

**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

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2189427
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Name of company

* <u>DAWNSPAN LIMITED</u>
---------------------------

\* insert full name  
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company

dated 2/12/87 the nominal capital of the company has been  
increased by £ 9,900 beyond the registered capital of £ 100.A copy of the resolution authorising the increase is attached.<sup>5</sup><sup>5</sup> the copy must be  
printed or in some  
other form approved  
by the registrarThe 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:

TO RANK PARI PASSU IN ALL RESPECTS WITH  
THE EXISTING SHARES OF THE COMPANY.

Please tick here if  
continued overleaf

--

† delete as  
appropriate

Signed

[Director][Secretary]† Date

2/12/87**D. & D. LAW AGENCY  
SERVICES LIMITED**  
50, Lincoln's Inn Fields,  
London WC2A 3PPCompany Registration Agents  
Law Stationers,  
and PrintersTelephone: 01-405-1082  
01-405-7215Presenter's name address and  
reference (if any):

DAWNSPAN LIMITED  
2189427  
01-405-1082

For official Use  
General Section

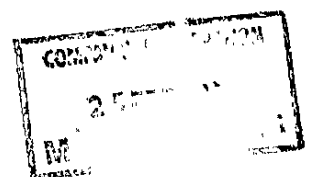
Postmark
3 DEC
M OFFICE 46

DREAMS LIMITED

COMPANY NUMBER:- 2189427

INCORPORATED THE 14TH DAY OF DECEMBER 1987

PRESENTED BY:-  
D & D LAW AGENCY SERVICES LTD  
50, LINCOLN'S INN FIELDS  
LONDON WC2A 3PF  
TEL. 01-405 1082/7215



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

-OF-

25/2/88

DREAMS LIMITED

1. The Company's name is "DREAMS LIMITED".
2. The Company's registered office is to be situated in England and Wales.
- 3.(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".

- (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 purse 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 dependents 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.

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 divided into 100 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.

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".



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

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-OF-

DREAMS LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Table "A" of the Schedule to The Companies (Table A to F) Regulations 1985 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, 73-80, 94 and 95.

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Companies Act 1985.

SHARES

4. (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.

5. Sections 89 and 90 of the Companies Act 1985 shall not apply to this Company.

6. The lien conferred by Clause 8 of the said Table "A" shall attach to all shares whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

7. 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.

25/2/88

8. Sections 162, 170, 171 and 172 of the Companies Act 1985 shall apply to this Company.

#### TRANSFER OF SHARES

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

10. Clause 9 of these Articles shall not apply to any transfer to a person who is already a member of the Company.

11. A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors or failing agreement at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares the transferor may subject to Clause 9 hereof dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

12. 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

13. 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.

14. Subject to the provisions of the Companies Act 1985 a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been

passed at a General Meeting of the Company duly convened and held.

#### SECRETARY

15. The first Secretary of the Company shall be the person named as the first Secretary of the Company in the statement delivered under Section 10 of the Companies Act 1985.

#### DIRECTORS

16. The number of Directors shall not be less than one nor more than seven. The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10 of the Companies Act 1985.

17. A person may be appointed a Director notwithstanding that he shall have attained the age of 70 years and no Director shall be liable to vacate office by reason of his attaining that or any other age.

18. 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.

19. The Company may by Ordinary Resolution, of which Special Notice has been given in accordance with Section 379 of the Companies Act 1985, 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.

20. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under Article 19 and without prejudice to the powers of the Directors under Article 18 the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

21. Subject to the provisions of the Companies Act 1985 in so far as the said provisions relate to a Private Limited Company a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the

terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

#### BORROWING POWERS OF DIRECTORS

22. 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

23. Any Director being absent may by notice in writing to the Company appoint some other person to be his 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.

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

KAREN MARY STORER  
50 Lincolns Inn Fields  
London  
WC2A 3PF

# 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

--	--	--	--

2189427

Name of company

DREAMS LIMITED

\* insert full name  
of company

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

31 01 06

April  
Day Month  
01 05 04

30 June  
Day Month  
30 06 06

31 December  
Day Month  
31 12 02

† Delete as  
appropriate

Signed

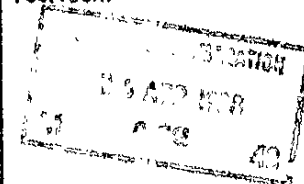
[Director][Secretary]† Date 20 4 - 86

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

**Haines Watts**  
Sterling House,  
165-175 Farnham Road,  
Slough, Berkshire SL1 4UZ

For official Use  
General Section

Post room



225(1)

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

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

To the Registrar of Companies

Company number

2189427

Name of company

DREAMS LIMITED

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, 0, 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, 0, 3, 1, 9, 9, 2

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

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.

Signed

Designation Director

Date 27th December 1991

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

Haines Watts  
Sterling House  
165-175 Farnham Road  
Slough, Berkshire  
SL1 4UZ  
0753-530333  
BDH/Z0806/S068

Jordans

PC SECRETARY SOFTWARE

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D.E.B.

Post room

