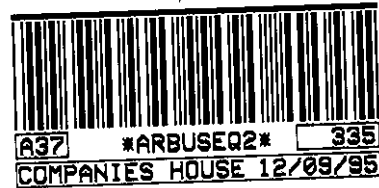


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NON STOP PARTY SHOP LIMITED



Memorandum and Articles of Association

**COMPANY LIMITED BY SHARES
THE COMPANIES ACT 1985**

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
NON STOP PARTY SHOP LIMITED

(Clause 3(A)(1) altered by Special Resolution
passed the 20th day of January 1988)

1. The Company's name is ¹Non Stop Party Shop Limited.
2. The Company's registered office is to be situate in England.
3. The Company's objects are:-
 - (A) (1) To carry on business as proprietors of shops selling and hiring out an entire range of party goods and services of all types to the consumer including, without prejudice to the generality of the foregoing, provision of services and party goods, food and refreshments for barbecues, picnics and parties of all kinds and to provide all things necessary for the above services and the better enjoyment thereof; to carry on business as proprietors of all kinds of entertainment clubs, gaming rooms, card rooms and billiard rooms and generally as amusement caterers and organisers, promoters of children's parties, providers and managers of all kinds of entertainments and pastimes, licensed victuallers, restaurant and refreshment room proprietors, discotheque proprietors and generally to deal in food, drink and refreshments, wine and spirit dealers, tobacco and cigar dealers and dealers in other things commonly consumed in a club and to provide all things necessary for the above entertainments or the better enjoyment thereof and for the enjoyment of musical, dramatic and other social entertainments; to undertake and execute agency or commission works of all kinds and to act generally as booking agents, brokers, organisers, factors, consultants and advisers for and in connection with the organisation of parties, sale or purchase of goods, investments or any kind of property and the provision of services, travel, transport, and carriage, building and engineering management, public relations and publicity, conferences, exhibitions admission to and the organisation of events of all types.
 - (2) To carry on the business of repairing, restoring, cleaning, maintaining, improving, altering, installing, extending or destroying any vehicle, plant,

¹ Name changed by Special Resolution passed 20th January 1988

machinery, work of art, substance, or material or article of commercial, manufacturing, personal, decorative or household use.

(3) To carry on the business of banking, insuring, underwriting, negotiating loans and lending money (with or without security) for any purpose and in connection with any kind of agreement or arrangement or transaction whatsoever, administering trust and pension funds, debt collecting and acting as bailiffs and dealers in any kind of securities, commodities, metal or foreign exchange whether on a recognised exchange or otherwise.

(4) To undertake and execute agency or commission works of all kinds and to act generally as agents, brokers, organisers, factors, consultants and advisers for and in connection with financing, insurance, sale or purchase of goods, investments or any kind of property and the provision of services, travel, transport and carriage, building and engineering management, public relations and publicity, conferences, exhibitions, admission to and organisation of theatrical and sporting events and the provision of housing and other accommodation.

(5) To carry on the business of supplying personnel to perform every kind of service or duty to businesses of every kind and for domestic purposes and to provide services to commerce and industry whether secretarial and clerical, computer or accountancy services, market research and information storage, security, cleaning, repair and maintenance or any other service which may be required.

(6) To carry on the business of buying and selling, developing and improving land and buildings for investment purposes or otherwise and to charge and grant rights and interests of any kind in or over such land or buildings or any part thereof.

(7) To carry on the business of designing, erecting, constructing, altering, restoring, repairing, extending and executing any work in connection with any buildings and structures of whatsoever description and any part thereof including any installation for the purpose of heating, lighting or providing water, gas, electricity or other services to the building or any other purpose and to carry on the business of market and landscape gardeners, estate and land agents, auctioneers and valuers in connection with any land, building or chattels whatsoever and to breed and race or show any bloodstock, livestock or domestic animals.

(8) To carry on the business of providing transport and carriage of passengers and goods of every description whether in the United Kingdom or elsewhere by land, rail, sea and air and/or acting as haulage contractors, lightermen, stevedores, car men, wharfingers, carting contractors, cargo superintendents, packers, hauliers and warehousemen.

(9) To carry on business in the entertainment and leisure industry as producers, managers, broadcasters, promoters, directors, casting agents, distributors and publishers in respect of any kind of film, videogram, television or radio programme, sporting event, theatrical or musical production, commercial, book, magazine, periodical, record, cassette, photograph and to act as organisers and to provide services in connection with any sporting, theatrical, musical or other public event or performance and to act as agents and promoters of any performer or personality and to manage any cinema, theatre, dance hall or other place of entertainment or amusement.

(10) To carry on the business of advertisers and promoters of every kind of product, printers using processes of every description, lithographers, engravers, graphic artists, writers, illustrators, and artists working in any medium whatsoever and to undertake the marketing and distribution of all or any products or works produced in the course of any of the said businesses.

(11) To carry on the business of hoteliers, innkeepers, licensed victuallers, restaurateurs and retail or wholesale suppliers of food products, meals and drinks (alcoholic and non-alcoholic) for consumption on any premises whether owned by the Company or otherwise and elsewhere and to provide overnight accommodation to any person for any consideration in premises owned or leased by the Company.

(12) To carry on the business of beauticians, hairdressers, fashion consultants and of health club, clinic and gymnasium proprietors and managers, cosmetic surgeons and every other business concerned or connected with the improvement of the health and appearance of the human body and its adornment and to carry on business as funeral directors and undertakers.

(13) To carry on the business of providing education and training to any person of whatsoever age and description in any subject, art or skill whatsoever and to provide career counselling.

(14) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the Company's activities or to further any of its objects.

(B) To borrow or raise money with or without security including the issue of debentures or debenture stock and mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company as the case may be and upon all such or any other terms as the Directors may consider expedient.

(C) To purchase or otherwise acquire and otherwise deal with any shares, stocks, debentures, debenture stock, bonds or securities of any other company or corporation carrying on business in any part of the world or to hold the same, and to purchase shares of the Company in accordance with the provisions of the Companies Act 1985 and any legislation, rule or order amending or extending the same.

(D) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any moveable or immoveable property, real or personal, whether tangible or intangible and wheresoever situate, which the Directors may think necessary or convenient for the purposes of the Company's business and to sell, lease, hire, grant rights in or over, improve, manage or develop all or any part of such property or otherwise deal with the same.

(E) To build, construct, maintain, alter, pull down, repair, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid.

(F) To apply for and take out, purchase or otherwise acquire and to hold any patents, licences, copyrights and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem to the Company directly or indirectly to benefit the Company and to use, assign or otherwise deal with the same, grant licences in respect of the same or otherwise turn to account any rights or information required.

(G) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debenture stock bonds, stocks and securities of any company or corporation wheresoever and howsoever incorporated at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed.

(H) To establish, exchange, lease, dispose of, or otherwise deal with the whole or any part of the assets or undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company.

(I) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction which the Directors consider capable of being conducted so as directly or indirectly to benefit the Company.

(J) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(K) To lend money or give credit with or without security on such terms as the Directors may decide and to receive money on deposit or loan from and give guarantees or act as surety for any person, firm or company.

(L) To invest and deal with the monies of the Company not immediately required for the purpose of its business in or upon such investment and securities and in such manner as may from time to time be considered expedient.

(M) To remunerate any employee or other person, firm or company rendering services to the Company whether by cash payment or otherwise or by the allotment of shares, debentures, or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the formation and promotion expenses of the Company and of any company formed or promoted by the Company or associated with it, and to pay for any rights, interest or other property real or personal acquired by the Company by any means in any manner whatsoever.

(N) To establish, support or aid whether financially or otherwise in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.

(O) To take stock or shares in, or the debentures, mortgage debentures or other securities of any other company or any other property services, rights or interests in payment or part payment for any services, rendered or for any sale made to or debt owing from any such company and to hold or otherwise to deal in any manner with any such property rights or interests.

(P) To sell, exchange, lease, dispose of or otherwise deal with the whole or any part of the assets or undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company.

(Q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(R) To distribute among the members in specie (subject to the provisions of the Companies Act 1985 and any legislation, rule or order extending or amending the same) any property of the Company, or any proceeds of sale or disposal of any property of the Company and for such purposes to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(S) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees, or otherwise and either by or through agents, subcontractors, trustees or otherwise.

(T) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

5.² The Company's share capital is £150,000 divided into 150,000 shares of £1 each. The Company has the power to increase the share capital and to divide the shares (whether original or increased) into several classes and attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

² Share capital increased by Ordinary Resolutions passed 20th January 1988, 26th June 1991 and 28th March 1995

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

**NAMES, ADDRESSES & DESCRIPTIONS
OF SUBSCRIBERS**

**NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER**

Susan Braconnier
Shaibern House
28 Scrutton Street
London EC2A 4RQ

Company Director

1 Ordinary Share

Bryan Buhagiar
Shaibern House
28 Scrutton Street
London EC2A 4RQ

Company Secretary

1 Ordinary Share

DATED the 2nd day of December 1987

Witness to the above signatures:-

David Wicks
Shaibern House
28 Scrutton Street
London EC2A 4RQ

Accountant

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

NON STOP PARTY SHOP LIMITED

(As altered by a Special Resolution
passed on 20th January 1988)

PRELIMINARY

1. Subject as hereinafter expressly excluded or modified the regulations set out in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company and shall be deemed to be incorporated herein, and together with the Articles hereinafter contained shall be the regulations of the Company.
2. Regulations 8, 64 to 70 (inclusive), 73 to 75 (inclusive), 94 and 95 (inclusive) of Table A shall not apply to the Company.

PRIVATE COMPANY

3. The Company is a private company, and accordingly:
 - (1) the Company shall not offer any shares in or debenture of the Company to the public (whether for cash or otherwise);
 - (2) the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of such shares or debentures being offered to the public;

and Sections 58(3), 59 and 60 of the Companies Act 1985 shall apply for the purposes of this Article as they apply for the purposes of the said Act.

SHARES

4. The Directors are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise the powers of the Company to allot

relevant securities (as defined in the said Section 80), and are empowered to make offers or agreements which would or might require relevant securities (as so defined) to be allotted after the expiry of such authority, but so that unless and until such authority is at any time and from time to time revoked, varied or renewed in accordance with this said Section 80;

- (1) the maximum amount of the relevant securities (as so defined) that may be allotted under such authority shall be £100,000;³ and
- (2) such authority shall expire immediately before 28th March 2000.³

5. The Company may at any time and from time to time exercise the power conferred by Section 162 of the Companies Act 1985 of purchasing its own shares (including redeemable shares) and such power shall be exercised subject to and in accordance with the provisions of Chapter VII of the said Act.

5A. Sections 89 and 90 of the Companies Act 1985 shall not apply to the Company. ⁴

LIEN

6. The Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any person (whether solely or jointly with others) and upon the proceeds of sale thereof, for his debts, liabilities and engagements (solely or jointly with any other person) to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not; and such lien shall extend to all dividends from time to time payable in respect of such shares.

TRANSFER AND TRANSMISSION OF SHARES

7. A transfer of a fully paid share need not be signed by or on behalf of the transferee, and regulation 23 of Table A shall be modified accordingly.

8. 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, except a transfer to a Member in accordance with the rest of this Article.

- (1) Before transferring any share the member proposing to transfer the same ("the proposing transferor") shall give a notice in writing ("the transfer notice") to the Company that he desires to transfer the same (and if applicable) giving the indemnity of the person or persons to which the proposing transferor proposes to transfer any shares (pursuant to paragraph (7) below) not placed with existing Members. The transfer notice shall constitute the Company his agent for the sale of those shares (together with all rights then attached thereto) at the prescribed price during the prescribed period to any Member (but to no

³ wording substituted by Ordinary Resolution passed 28th March 1995.

⁴ wording added by Special Resolution passed 31st August 1995.

other person) selected or approved by the Directors and shall not be revokable except with the consent of the Directors.

- (2) If no more than one month before the date on which the transfer notice was given the proposing transferor and the Directors shall have agreed a price per share as representing the fair value thereof or as being acceptable to the proposing transferor and not being more than the fair value thereof, then such price shall be the prescribed price (subject to the deduction therefrom of any net dividend or other distribution declared or made after such agreement and prior to the said date other than any preference dividend or arrears thereof). Otherwise upon the giving of the transfer notice the Directors shall request the Auditors for the time being of the Company to determine and certify the sum per share considered by them to be the fair value thereof as between a willing buyer and a willing seller at the said date and the sum per share so determined and certified shall be the prescribed price. The Auditors shall act hereunder at the cost and expenses of the Company as experts and not as arbitrators and their determination shall be final. In determining such fair value the Auditors shall value the Company as a whole and each share shall be deemed to be worth an aliquot part of the whole.
- (3) If the prescribed price is agreed as aforesaid prior to the date of the transfer notice the prescribed period shall commence on such date and expire two months thereafter. If the prescribed price is not so agreed the prescribed period shall commence on the date of the transfer notice and expire two months after the date on which the Auditors shall have notified the Directors of their determination of the prescribed price pending which the Directors shall defer the making of the offer hereinafter mentioned.
- (4) All shares included in any transfer notice shall by notice in writing be offered by the Company to all Members holding ordinary shares at the date of the transfer notice or becoming members before the expiry of the period of six weeks referred to below (other than the Member to whose shares the transfer notice relates) for purchase at the prescribed price on the terms that in case of competition the shares so offered shall (in accordance with but subject to the provisions of the next following paragraph) be sold to the acceptors in proportion (as nearly as may be without involving fractions or increasing the number sold to any Member beyond that applied for by him) to their existing holdings of ordinary shares. Such offer shall limit a time (not being less than six weeks) within which it must be accepted or in default will lapse. Any shares not so accepted may not be offered by the Directors to any other persons.
- (5) If the Company shall within the prescribed period find Members (called "the purchasers") to purchase the shares concerned or any of them and give notice in writing thereof to the proposing transferor, he shall be bound, upon payment of the prescribed price, to transfer such shares to the respective purchasers. Every such notice shall state the name and address of the purchaser and the number of shares agreed to be purchased by it and the

purchase shall be completed at a place and time to be appointed by the Directors not being less than three days nor more than ten days after the date of such notice. Provided always that if the transfer notice shall state that the proposing transferor is not willing to transfer part only of the shares concerned this paragraph shall not apply unless the Company shall have found purchasers for all of such shares.

- (6) If a proposing transferor shall fail or refuse to transfer any shares to a purchaser hereunder the Directors may authorise some person to execute and deliver on his behalf the necessary transfer or transfers and such person shall be deemed to have been appointed attorney for the proposing transferor with full power and authority to do such things. The Company may receive the purchase money in trust for the proposing transferor and cause the purchaser to be registered as the holder of such shares. The receipt of the Company for the purchase money shall be a good discharge to the purchaser (who shall not be bound to see to the application thereof) and after the purchaser has been registered in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.
- (7) If the Company shall not within the prescribed period find purchasers for all or any of the shares to which a transfer notice relates, and give notice in the manner aforesaid, the transferor shall at any time within three months thereafter be at liberty to sell and transfer the shares to any person and at any price not being less than the prescribed price in cash payable on completion.
- (8) Provided always that a Member shall be free at any time to transfer his or her shares to such Member's spouse or children and the procedure set out in sub-articles (1) to (7) shall not apply in the case of such transfers.

DIRECTORS

9. Unless and until the Company in general meeting otherwise determines, the number of Directors shall not be more than nine but need not exceed one. If and so long as the minimum number of Directors fixed by or pursuant to these Articles is less than two, a sole Director may exercise all the powers and authorities vested in the Directors and regulation 89 of Table A shall not apply.

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

ALTERNATE DIRECTORS

11. Any Director may at any time appoint any person approved by resolution of the Directors to be his alternate, and may at any time remove such alternate. An alternate shall not require any share qualification and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him and agreed between him and such Director.

12. An alternate shall (subject to giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meetings at which the Director appointing him is not personally present, and generally in the absence of such Director to perform all such Director's functions.

13. Any person appointed to be an alternate shall automatically cease to be an alternate if the person appointing him ceases for any reason to be a Director (or if notice removing him is given by a majority in number of the Directors other than the person appointing him).

14. All appointments and removals of alternates shall be effected by instrument in writing under the hand of the Director or Directors making or revoking such appointment and shall be left at the Company's registered office.

POWERS AND DUTIES OF DIRECTORS

15. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company (including the powers expressly mentioned in the Memorandum of Association of the Company) and do so on behalf of the Company all such acts as may be exercised and done by the Company as are not by general law or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to the provisions of the Statutes and of these Articles and to such directions (whether or not inconsistent with these Articles) as may be prescribed by the Company by special resolution; but no such Director and no alteration of these Articles shall invalidate any prior act of the Directors which would have been valid if that Director or alteration has not been prescribed or made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other provision of these Articles.

16. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge all or any part or parts of the Company's undertaking, property and uncalled capital, and (subject to compliance with the requirements of 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 any third party.

17. Subject to the provisions of Section 317 of the Companies Act 1985 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 may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, 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 if he shall vote his vote shall be counted and he shall be reckoned in the quorum at any meeting when any such contract or arrangement or other matter is under consideration.

INDEMNITY

18. Subject to the Section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, officer or official of

the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution or discharge or purported execution or discharge of his duties or in relation thereto.

ELECTION OF DIRECTORS

19. The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93, and 94 and the last sentence of regulations 95 and 97 of Table A shall not apply.⁵

WE, the subscribers to these Articles of Association, wish to be formed into a company pursuant to these Articles of Association.

NAME, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

Susan Braconnier
Shaibern House
28 Scrutton Street
London EC2A 4RQ

Company Director

Bryan Buhagiar
Shaibern House
28 Scrutton Street
London EC2A 4RQ

Company Secretary

DATED the 2nd day of December 1987.

WITNESS to the above signatures:-

David Wicks
Shaibern House
28 Scrutton Street
London EC2A 4RQ

Accountant

⁵ wording substituted by Special Resolution passed 24th February 1992