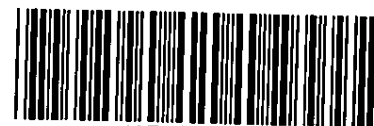


Registered Company Number : 02348825

The Companies Acts 1985 and 1989

THURSDAY



A74

AFHQWWMA

24/01/2008

246

COMPANIES HOUSE

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

THE FASTENER WAREHOUSE LIMITED

(As amended by special resolution on 16 January 2008)

- 1 The Company's name is The Fastener Warehouse Limited
- 2 The Company's Registered office is to be situated in England & Wales
- 3 The Company's objects are -
 - (A)(1) To carry on the business of diecasters of zinc-based alloys and other metals, to act as factors for nuts, bolts and all kinds of screwed and threaded manufacturers and as consultants in regard to all such products, to act as agents in respect of grinding, plating, sealants, castings, forgings, wireforming and all other general engineering services and products whether of a metal, wooden, nylon, plastic or other nature and to act as merchants and manufacturers of washers, studs, specially-turned brassfounders, stampers, piercers, die-sinkers, toolmakers, art and general metal workers, lathe workers, spinners, metal machinists, metallurgists, electrical engineers, automobile engineers, and manufacturers of and dealers in goods or articles of any kind made or produced by repetition working or by the process of moulding or any other similar process
 - (2) To carry on the business of repairing, restoring, cleaning maintaining, improving, altering, installing, extending or destroying, any vehicle, plant, 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 provisions 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 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 or 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 over-night 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 business 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
- (BB) To give such financial assistance, directly or indirectly, for the purpose of the acquisition of shares in the company in the Company's holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's holding Company as may be lawful
- (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 movable or immovable property, real or personal, whether tangible or intangible
- (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, licenses, copyrights and the like conferring an exclusive or no-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 sue, assign or otherwise deal with the same, grant licenses 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 or 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 companies
- (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 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 The Company's share capital is £10,000 divided into 10,000 Ordinary shares of £1 00 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