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COMPANIES ACTS

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WRITTEN RESOLUTION

OF

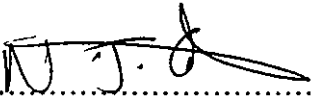
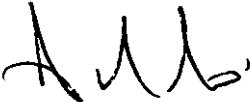
NORTHERN FEATHER (HOME FURNISHINGS) LIMITED

COMPANY NUMBER: 2589899

We, the undersigned, being the members of the above company, for the time being entitled to attend and vote at General Meetings, hereby pass the following resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

- 1 THAT the Authorised Share Capital of the Company be increased from £1,739,648 to £2,499,000 by the creation of 7,593,520 additional Ordinary Shares of 10 pence each, ranking pari passu with the existing Ordinary Shares of 10 pence each; and
- 2 THAT, in substitution for any previous authority, the directors be hereby generally and unconditionally authorised, in accordance with section 80 Companies Act 1985, to allot shares up to a maximum aggregate nominal amount of shares of £1,999,999.90; provided that this authority will expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require shares to be allotted after this authority expires and the directors may allot shares pursuant to such offer or agreement as if this authority had not expired.
- 3 THAT, subject to the passing of resolution 2 the Directors be hereby given power in accordance with section 95 Companies Act 1985 to allot shares pursuant to the authority conferred by resolution 2 above as if section 89(1) of the Act did not apply to the allotment provided that such power shall expire on the date being five years from the date on which this resolution is passed unless previously renewed, varied or revoked by the Company in general meeting but the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of that offer or agreement as if this power had not expired.
- 4 THAT the new Articles of Association of the Company signed for the purposes of identification by the Chairman of the Company be adopted in place of and to the exclusion of the existing Articles of Association of the Company.
- 5 THAT 4,990,000 of the 4,990,001 issued Ordinary Shares of 10 pence each in the capital of the Company (the balance of one Ordinary Share being that issued by the Company earlier today) be redesignated as non-voting Deferred Shares of 10 pence each having the rights given to them in Article 6.2 of the new Articles of Association adopted by resolution 4 above.



Date	Signature	Name of Shareholder
27.2.98	 Director	John Cotton Group Limited
27.2.98	 Director/Secretary	

Company No. 2589899

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

OF

NORTHERN FEATHER (HOME FURNISHINGS) LIMITED

(Adopted by written resolution passed on 27 February 1998)

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

NORTHERN FEATHER (HOME FURNISHINGS) LIMITED

Adopted by written resolution passed on 27 February 1998

PRELIMINARY

1 Definitions

- 1.1 The headings shall not affect the construction hereof and in the interpretation of these Articles unless the context otherwise requires the following words and expressions shall bear the meanings set opposite them:-

"the Act"	the Companies Act 1985 (as amended by the Companies Act 1989);
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"Director"	a Director for the time being of the Company.
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- 1.2 Words and expressions defined in the Act shall, unless the context otherwise requires, have the same meanings in these Articles. The singular shall include the plural and vice versa.

- 1.3 The expression "shareholder" includes his or her personal representatives.

- 2 The regulations contained in Table A (as amended) shall apply to the Company unless or to the extent that they are excluded or modified by, or are inconsistent with, these Articles and these Articles shall constitute the Articles of Association of the Company.

- 3 References in these Articles to numbered regulations shall, unless the context requires otherwise, be deemed to be references to regulations in Table A.

- 4 The first sentence of Regulation 24 and Regulations 64, 73-77 inclusive, 80 and 87 of Table A shall not apply and the final sentence of Article 112 shall not apply but subject as aforesaid, and in addition to the remaining regulations of Table A, the following shall be the Articles of Association of the Company.
- 5 Where an ordinary resolution of the Company is required for any purpose, a special or extraordinary resolution shall also be effective and where an extraordinary resolution is required for any purpose, a special resolution shall also be effective.

SHARE CAPITAL

- 6.1 The authorised share capital of the Company at the date of adoption of these Articles is £2,499,000 divided into 20,000,000 Ordinary Shares of 10 pence each and 4,990,000 Non-voting Deferred Shares of 10 pence each.
- 6.2 Non-voting Deferred Shares shall (1) not entitle their holders to receive any dividend or other distribution; (2) not entitle their holders to receive notice of or to attend or vote at any general meeting of the Company; (3) entitle their holders on a return of assets on a winding-up of the Company or otherwise only to the repayment of the amounts paid up on such shares after repayment of the capital paid up on the Ordinary Shares and the payment of £100,000 on each Ordinary Share. The conversion of any shares into Non-voting Deferred Shares shall be deemed to confer on the Company irrevocable authority at any time thereafter (i) to appoint a person on behalf of any holder of Non-voting Deferred Shares to enter into an agreement to transfer and to execute a transfer of the Non-voting Deferred Shares, for a consideration not exceeding 1p for each holding of the Non-voting Deferred Shares, to such person as the Board may determine as the custodian thereof, (ii) to cancel and/or purchase the same (in accordance with the provisions of the Acts) without making any payment to or obtaining the sanction of the holder thereof, and (iii) pending any such transfer or cancellation or purchase to retain the certificate for such shares.

PURCHASE OF OWN SHARES

- 7 Regulation 35 shall be modified by deleting the words "otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares" and substituting instead

the words "whether out of its distributable profits or out of the proceeds of a fresh issue of shares or otherwise".

NOTICE OF GENERAL MEETINGS

- 8 Regulation 37 shall be modified by deleting the words "eight weeks" and substituting instead the words "28 days".
- 9 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting, other than a meeting called for the passing of an elective resolution, may be called by shorter notice if it is so agreed:
 - 9.1 in the case of an annual general meeting, by all the other members entitled to attend and vote at that meeting; and
 - 9.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than such percentage in nominal value of the shares giving that right as has been determined by elective resolution of the members in accordance with the Act, or if no such elective resolution is in force, a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

PROCEEDINGS AT GENERAL MEETING

- 10 A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote, and regulation 46 shall be modified accordingly.
- 11 Regulation 53 shall be modified by adding the following sentence at the end: "If such a resolution in writing is described as a special resolution or as an extraordinary resolution or as an elective resolution, it shall have effect accordingly".

- 12 In the case of joint holders of a share, the signature of any one of these is sufficient for the purposes of passing resolutions in writing under regulation 53.
- 13 A member of the Company which is a corporation may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member. Unless the Directors otherwise decide, a copy of such authority certified notarially or in some other way approved by the Directors shall be left at or sent by post or facsimile transmission to the office or such other place within the United Kingdom as the Directors may decide before such representative is entitled to exercise any power on behalf of the corporation which he represents.
- 14 In the case of a corporation, a director or its secretary is deemed to be a duly authorised representative for the purposes of regulations 53 and 54.

VOTES OF MEMBERS

- 15 A proxy is entitled to vote on a show of hands and regulation 54 shall be modified accordingly.
- 16 Regulation 57 shall be modified by including after the word "shall" the phrase "unless the Directors otherwise decide".
- 17 Regulation 59 shall be modified by adding the following sentence at the end: "Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it".
- 18 An instrument appointing a proxy shall be in writing in any form which is usual or in any form which the Directors may approve, and shall be executed by or on behalf of the appointor.

- 19 Regulation 62 shall be modified by deleting from paragraph (a) the words "deposited at" and by substituting instead the words "left at or sent by post to", by substituting in paragraph (a) the words "one hour" in place of "48 hours" and by substituting in paragraph (b) the words "one hour" in place of "24 hours".

NUMBER OF DIRECTORS

- 20 Until otherwise determined by ordinary resolution, the number of Directors (other than alternate directors) shall not be less than two and not more than ten.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 21 The Directors shall not be subject to retirement by rotation. Reference in any regulation to retirement by rotation shall be disregarded.
- 22 The Company may by ordinary resolution appoint a person who is willing to act as such to be a Director either to fill a vacancy or as an additional Director.
- 23 A Director is not required to hold any qualification shares in the Company.
- 24 A Director shall not be required to vacate his office or be ineligible for re-election, and no person shall be ineligible for appointment as a Director, by reason only of his attaining or having attained any particular age. Section 293 of the Act shall not apply to the Company.
- 25 A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment. Regulations 78 and 79 of Table A shall be modified accordingly.

ALTERNATE DIRECTORS

- 26 A Director may appoint any person willing to act as such, whether or not he is a Director of the Company, to be an alternate Director and such person need not be approved by resolution of the Directors, and regulation 65 shall be modified accordingly.

- 27 An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of Directors and meetings of committees of Directors, and regulation 66 shall be modified accordingly.
- 28 Regulation 68 shall be modified by adding the following sentence at the end: "Any such notice may be left at or sent by post to the office or such other place as may be designated for the purpose by the Directors".

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 29 The office of a Director shall be vacated if:
- 29.1 he ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
- 29.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 29.3 he becomes, in the opinion of all his Co-Directors, incapable by reason of mental disorder of discharging his duties as a Director;
- 29.4 he resigns his office by notice in writing to the Company;
- 29.5 both he and his alternate director (if any) are absent without the permission of the Directors from meetings of Directors for six consecutive months, and the Directors resolve that his office be vacated.

BOARD MEETINGS

- 30 Meetings of the Board of Directors shall take place no less frequently than once every calendar month and at least seven clear working days notice of each meeting shall be given to each Director with an agenda of the business to be considered at that Meeting provided that if a majority in number of the Directors agree to less frequent meetings and/or to a shorter period of notice, then board meetings may be called less frequently

and/or on such agreed shorter period of notice. All Board Meetings shall take place in the United Kingdom save with such agreement as aforesaid.

- 30.1 Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the Directors or a committee of the Directors shall, for the purposes of these articles, be deemed to be validly and effectively transacted at a meeting of the Directors or of a committee of the Directors even if fewer than two Directors or alternate directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

PROCEEDINGS OF DIRECTORS

- 31 Regulation 88 shall be modified by excluding the third sentence and substituting instead the following sentence: "Every Director shall receive notice of a meeting whether or not be absent from the United Kingdom."

DIRECTORS' APPOINTMENTS AND INTERESTS

- 32 Without prejudice to the obligation of a Director to disclose his interest in contracts in accordance with the Act, a Director may vote at any meeting of the Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest, and, if he does so vote, his vote shall be counted and he shall be counted in the quorum present at a meeting in relation to any such resolution.
- 33 A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine, and no

Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship established by his holding of that office.

- 34 Any Director may act by himself or through his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director provided that nothing contained in this article shall authorise a Director or his firm to act as auditor to the Company.

NOTICES

- 35 A notice may be given by the Company to any member, either personally or by sending it by first class prepaid post to his registered address, whether or not in the United Kingdom, and regulations 111 to 116 shall be modified accordingly. The words "to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and auditors" in the last sentence of regulation 38 shall not apply to the Company.

INDEMNITY AND INSURANCE

- 36 Subject to the provisions of the Act but without prejudice to any indemnity to which he may otherwise be entitled, every Director, alternate Director, auditor or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation to it, including (without prejudice to the generality of the foregoing) any liability incurred defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without any

finding or admission of material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

- 37 The Directors may exercise all the powers of the Company to purchase and maintain for any Director, auditor or other officer (including former Directors and other officers), or any person, insurance against any liability for negligence default, breach of duty or breach of trust or any other liability in relation to the affairs of the Company which may be lawfully insured against,

COMPANIES ACTS

WRITTEN RESOLUTION

OF



NORTHERN FEATHER (HOME FURNISHINGS) LIMITED

COMPANY NUMBER: 2589899

PASSED ON 27 FEBRUARY 1998

On 27 February 1998 the following resolution was passed as a written resolution; all members of the company, who at that date, were entitled to attend and vote at a General Meeting of the Company, having signed:

- 1 **THAT**, in substitution for any previous authority, the directors be hereby generally and unconditionally authorised, in accordance with section 80 Companies Act 1985, to allot shares up to a maximum aggregate nominal account of one share of 10 pence; provided that this authority will expire on the date being five years from the date on which this resolution is passed, the Company may before this authority expires makes an offer or agreement which would or might require shares to be allotted after this authority expires and the directors may allot shares pursuant to such offer or agreement as if this authority had not expired.
- 2 **THAT**, subject to the passing of resolution 1 of the Directors be hereby given power in accordance with section 95 Companies Act 1985 to allot shares pursuant to the authority conferred by resolution 1 above as if section 89(1) of the Act did not apply to the

allotment provided that such power shall expire on the date being five years from the date on which this resolution is passed unless previously renewed, varied or revoked by the Company in general meeting but the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of that offer or agreement as if this power had not expired.

(Signed) Preethi G. S.