

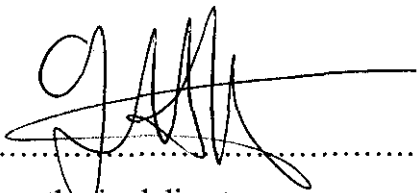
Company Number: 3331904

COMPANIES ACT 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES  
COPY WRITTEN RESOLUTION  
OF  
UTOPIA BATHROOMS LIMITED

We, the undersigned, being the sole shareholder for the time being of the above named company ("the Company") entitled to attend and vote hereby unanimously pass the following resolution as a special resolution of the Company in accordance with regulation 53 of Table A, Section 381 of the Companies Act 1985 and all other powers in that regard and agree for all purposes that the said resolution shall be as valid and effective as if passed at a general meeting of the Company duly convened and held:-

**SPECIAL RESOLUTION**

That the Articles of Association of the Company be abrogated and replaced in their entirety with the new articles of association in the form annexed hereto.



.....  
Duly authorised director

For and on behalf of Utopia Group Limited

Dated: 19<sup>th</sup> November 2001



Company number: 3331904

Companies Act 1985 and 1989

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

OF

UTOPIA BATHROOMS LIMITED

adopted by special resolution passed  
on 19<sup>th</sup> November 2001

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COMPANIES ACT 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

UTOPIA BATHROOMS LIMITED

adopted by special resolution passed on 19<sup>th</sup> November 2001

1 **PRELIMINARY**

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the articles hereinafter contained shall be the regulations of the Company.
- 1.2 In these articles the expression "the Act" means the Companies Act 1985, but so that any reference in these articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.3 In these articles references to article are to the relative numbered article of these articles.
- 1.4 In these articles, the expression "the Controlling Shareholder" means the registered holder for the time being of more than one half in nominal value of the issued ordinary share capital of the Company.

2 **SHARES**

- 2.1 In accordance with section 91(1) of the Act the provisions of sections 89(1) and 90(1) to (6) of the Act shall not apply to the Company.

- 2.2 No share or beneficial interest in a share shall be issued or transferred to or held by any person other than the Controlling Shareholder or some other person or company ("the Nominee") expressly nominated for the purpose by the Controlling Shareholder in writing, but subject to that all the unissued shares for the time being in the capital of the Company shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, subject to section 80 of the Act and provided that no share shall be issued at a discount.

### 3 **GENERAL MEETINGS AND RESOLUTIONS**

- 3.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One member holding more than one half in nominal value of the issued ordinary share capital of the Company for the time being and present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save in such a case two members present in person or by proxy or representative shall be a quorum. Regulation 40 of Table A shall not apply to the Company.
- 3.2 In the case of a member being a corporation the signature of a director or the secretary thereof and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to regulation 53 of Table A.
- 3.3 A proxy shall be entitled to vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
- 3.4 In the case of a member being a corporation a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of regulation 54 of Table A.

### 4 **DIRECTORS**

- 4.1 In its application to the Company, regulation 64 of Table A shall be modified by the deletion of the word "two" and the substitution of the word "one".

- 4.2 The Controlling Shareholder shall have the right at any time and from time to time to appoint one or more persons to be a director or directors of the Company. Any such appointment shall be effected by notice in writing to the Company by the Controlling Shareholder and the Controlling Shareholder may in like manner at any time and from time to time remove from office any director (whether or not appointed by him or it pursuant to this article).
- 4.3 In its application to the Company, regulation 65 of Table A shall be modified by the deletion of the words "approved by resolution of the Directors and".

5 **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 5.1 Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.
- 5.2 In its application to the Company, regulation 81 of Table A shall be modified by the deletion of paragraph (e) and the substitution of the following paragraph:-
- "(e) he is removed from office under the provisions of article 4 of the Company's articles."
- 5.3 In its application to the Company, regulation 84 of Table A shall be modified by the deletion of the third and the final sentence.

6 **RETIREMENT DUE TO AGE**

Unless and until otherwise determined by the Company or in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed a director shall be capable of being appointed as a director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed as such.

7 **DIRECTORS' APPOINTMENTS AND INTERESTS**

Subject to the provisions of the Act a director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the

office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 85 of Table A shall be modified accordingly.

8 **DELEGATION OF DIRECTORS' POWERS**

The following sentence shall be added to regulation 72 of Table A:

"Any committee shall have power unless the directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a director of the Company".

9 **PROCEEDINGS OF DIRECTORS**

The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, provided that if the number of directors is less than the minimum number fixed by these articles or by the Company in general meeting from time to time the continuing directors or sole director may act only for the purpose of filling vacancies or of calling a general meeting. Whenever the minimum number of directors shall be one, a sole director shall have authority to exercise all powers and discretions vested in the directors and, in its application to the Company, regulation 89 of Table A shall be modified accordingly. Regulation 90 of Table A shall not apply to the Company.

10 **PARTICIPATION BY TELEPHONE**

Any director or his alternate may validly participate in a meeting of the directors or a committee of the directors through the medium of conference telephone or similar form of communication equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout 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. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if

there is no group which is larger than any other group, where the chairman of the meeting then is.

## 11 **THE SEAL**

- 11.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.
- 11.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the directors.

## 12 **INDEMNITY**

- 12.1 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But article 12(A) shall only have effect in so far as its provisions are not avoided by section 310 of the Act.
- 12.2 Subject to the provisions of the Act, the directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a director or other officer or auditor or employee of the Company against any liability which may attach to him or loss or expenditure

which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer, auditor or employee. The directors may authorise directors of subsidiaries of the Company to purchase and maintain insurance at the expense of the Company for the benefit of any present or former director, other officer, auditor or employee of such company in respect of such liability, loss or expenditure.

12.3 Regulation 118 in Table A shall not apply to the Company.

### 13 **TRANSFER OF SHARES**

13.1 The directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share in the capital of the Company, whether fully or partly paid. In its application to the Company regulation 24 of Table A shall be modified by the deletion of the first sentence.

13.2 The Controlling Shareholder may at any time by notice given to the Nominee at the registered address of the Nominee shown in the register of members of the Company require the Nominee to transfer all or any shares registered in his name to the Controlling Shareholder or any other person specified in the notice for no consideration. If the Nominee shall fail, within 48 hours after service of the notice, to transfer the shares in question, the directors may authorise any person to execute on behalf of and as attorney for the Nominee any necessary instrument of transfer and shall cause the name of the transferee to be entered in the register of members as the holder of the shares in question. After the name of the transferee has been entered in the register of members in purported exercise of these powers, the validity of the proceedings shall not be questioned by any person.