



FILE COPY

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

Company No. 6814820

The Registrar of Companies for England and Wales hereby certifies that

ELITE SEWING MACHINES LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **10th February 2009**



N06814820G



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

100036/20

The Companies Act 1985, 1989 and 2006

**MEMORANDUM
AND ARTICLES OF ASSOCIATION
OF
ELITE SEWING MACHINES LIMITED**

Private Company limited by Shares



The Companies Acts 1985 to 1989

Private Company Limited by Shares

**MEMORANDUM OF ASSOCIATION OF
ELITE SEWING MACHINES LIMITED**

1. The company's name is 'Elite Sewing Machines Limited'.
2. The company's registered office is to be situated in England and Wales.
3. The object of the company is to carry on business as a general commercial company.
4. The liability of the members is limited.
5. The company's share capital is £100.00 divided into 100 shares of £1.00 each.

I the subscriber to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my respective name.

Signature, name and address of subscriber Number of shares taken by each subscriber.

Signature 

1 (one)

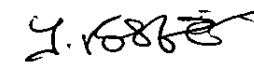
Name: Peter Brew

Address: 42 Spinners Drive
Sutton
St. Helens
WA9 3GF

Total shares taken 1 (one)

Dated this day of 30 January 2009

Witness to the above signature.

Signature: 

Name: J. Foster

Address: 30 Bonsall Rd.
West Derby
Liverpool
L12 8QJ.

THE COMPANIES ACT 1985, 1989 and 2006
PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ELITE SEWING MACHINES LIMITED

1. Subject as hereinafter provided, the regulations contained or incorporated in Table A in The Companies (Tables A to F) Regulations 1985 as amended by the Companies (Table A to F) (Amendment) Regulations 2007 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 8, 64, 76, 77 and 113 of Table A shall not apply to the Company.
3. The Company is a private company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company 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 those shares or debentures being offered for sale to the public.
4. At the date of the adoption of these Articles the capital of the Company is £100.00 divided into 100 Ordinary Shares of £1.00 each.
5. a) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Companies Act 1985) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

b) The general authority conferred in paragraph (a) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on the date of the fifth anniversary of the incorporation unless renewed, varied or revoked by the Company in general meeting in accordance with section 80 or section 80A of the Act.

c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

6. a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing share held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

b) By virtue of section 91(1) of the Companies Act 1985, sections 89(1) and 90(1) to 90(6) inclusive of that Act shall not apply to the Company.

7. The Company shall have a first and paramount lien on every share (whether or not it is fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect to that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.
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. The first sentence of Regulation 24 of Table A shall not apply to the Company.
9. In accordance with section 325 of the Companies Act 2006 in every notice called a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.

10. In Regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved."
11. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and Regulation 89 of Table A shall be modified accordingly.
- The first Directors of the Company shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Companies Act 1985.
12. No person shall be elected a Director at any general meeting unless-
- (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty-five clear days before the date of the meeting a notice has been given to the Company by a member qualified to vote at the meeting of the intention to propose that person for election, together with notice by that person confirming his willingness to be elected.
13. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of the to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

NAME, ADDRESS AND SIGNATURE OF SUBSCRIBER

PETER BREW
42 SPINNERS DRIVE
SUTTON
ST. HELENS
WA9 3GF



Dated this 30th day of January 2009

NAME, ADDRESS AND SIGNATURE OF WITNESS

to the above signature(s)

J. Foster

J. Foster

30 Bonsall Road

West Derby

Liverpool

L12 8QS.



Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

ELITE SEWING MACHINES LIMITED

I, **PETER BREW**

of **42 SPINNERS DRIVE, SUTTON, ST. HELENS, WA9 3GF**

† Please 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 of the Companies Act 1985 and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at

St Helens, Merseyside

Day Month Year

On

07 02 2009

● Please print name.

before me ●

Nicholas John Lyle

Signed

Peter Brew

Date

07.02.09

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Tel	
DX number	DX exchange

Companies House receipt date barcode

**This form has been provided free of charge
by Companies House.**

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



Companies House

for the record

10

*Please complete in typescript,
or in bold black capitals.*

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

ELITE SEWING MACHINES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

42 SPINNERS DRIVE

SUTTON

Post town

ST.HELENS

County / Region

MERSEYSIDE

Postcode

WA9 3GF

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Tel 01744 750681

DX number

DX exchange

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for companies registered in England and Wales

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name	ELITE SEWING MACHINES LIMITED		
NAME	*Style / Title	MRS	*Honours etc
Forename(s)	SHARON LESLEY		
Surname	BREW		
Previous forename(s)			
Previous surname(s)	FOY, BROWN		
Address ††	42 SPINNERS DRIVE		
	SUTTON		
Post town	ST.HELENS		
County / Region	MERSEYSIDE	Postcode	WA9 3GF
Country	ENGLAND		

I consent to act as secretary of the company named on page 1

Consent signature

S Brew

Date

30.1.09

Directors (see notes 1-5)

Please list directors in alphabetical order

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME	*Style / Title	MR	*Honours etc
Forename(s)	PETER		
Surname	BREW		
Previous forename(s)			
Previous surname(s)			
Address ††	42 SPINNERS DRIVE		
	SUTTON		
Post town	ST.HELENS		
County / Region	MERSEYSIDE	Postcode	WA9 3GF
Country	ENGLAND		

Day Month Year

Date of birth

0 7 0 8 1 9 6 6

Nationality

BRITISH

Business occupation

SEWING MACHINE ENGINEER

Other directorships

NONE

I consent to act as director of the company named on page 1

Consent signature

P Brew

Date

30.1.09

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

*** Voluntary details**

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ^{††}

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date _____

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____