

NI060832

## CERTIFICATE OF UPDATING

THIS IS TO CERTIFY THAT THIS IS AN UPDATED COPY OF THE MEMORANDUM  
OF ASSOCIATION OF

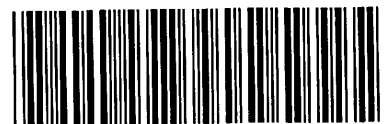
SMYTHS TOYS NI LIMITED

DATE: 14 June 2011

SIGNED:

A handwritten signature in black ink, consisting of several overlapping strokes, is written over a horizontal line.

Director/Secretary



\*JWBML00X\*

JNI

8-16/2011  
COMPANIES HOUSE

112

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SMYTHS TOYS NI LIMITED

- 1 The Company's name is SMYTHS TOYS NI LIMITED
- 2 The Company's registered office is to be situated in Northern Ireland
- 3 The Company's objects are
  - A (1) To carry on business as importers, exporters, manufacturers, distributors wholesalers and retailers of goods and articles of every description (whether consumable or otherwise) and associated merchandise or related services including restaurant and café proprietors and all other related activities
  - (2) To carry out any other business which may seem to the Company capable of being Conveniently or advantageously carried on in connection with any of the above, or which it may be advisable to undertake with a view to preserving, improving, managing, developing, rendering valuable or turning to account, any property, real or personal. belonging to the Company or in which the Company is interested
  - (3) To purchase, take on lease, exchange or otherwise acquire freehold and leasehold property or any interest in or over the same, and to develop and turn to account the same in any manner and in particular by letting on occupation, lease or agreement. and by advancing money to or entering into contracts and arrangements of all kinds
  - (4) To apply for, purchase, or by other means acquire and protect. prolong and renew any licenses, protections and concessions or other rights which appear likely to be advantageous or useful to the Company
  - (5) To sell, let, lease, grant licenses, easements and other rights over and in any manner dispose of or deal with the whole or any part of the property, undertaking. assets, rights, effects and businesses of the Company for such consideration as may be thought fit and particularly for a rent r rents, stocks, shares, debenture stock or other obligations of any company
  - (5A) To promote the interests of Smyths Toys, Smyths Toys UK Limited and any company which is for the time being the subsidiary. holding company or subsidiary of any holding company of the Company or a company in common ownership with the Company or its holding company or associated with the Company in business in

any manner whatsoever and in particular by paying or discharging the liabilities thereof or giving any undertaking to do so, by giving any indemnity or guarantee in respect of such liabilities and by giving security or charge for any such indemnity or guarantee or for the payment of money or performance of obligations by any such company as aforesaid either with or without consideration and whether or not benefit flows to the Company other than the promotion of such interests as aforesaid, to the intent that the promotion of the interests of any such company shall be an object and not a power of the Company<sup>1</sup>

- (6) To pay all preliminary expenses of the Company
- (7) To enter into any contract or arrangement with any company that may seem conducive to the Company's objects, or any of them, and to obtain from any such contracts, rights grants, loans, privileges or concessions which the Company may think desirable to obtain, and to carry out. exercise and comply with the same
- (8) To do anything by the Memorandum of Association authorised as principal, agent, contractor, trustee or otherwise and wither alone or in conjunction with others
- (9) To do all such other things as may be considered to be incidental or conducive to the attainment of the above objects or any of them or are calculated to enhance the value and beneficial advantage of the Company

B And it is hereby declared (a) that the word "company" in this clause except where it is used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporate or unincorporated and whether domiciled in the United Kingdom or elsewhere, and (b) that, except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or deemed merely subsidiary or auxiliary to any other paragraph of this Clause, or the objects in such other paragraph specified, or the powers thereby conferred

4 The liability of the members is limited

5 The Company's share capital is £1,000,000 divided into 1,000,000 shares of £1 00 each

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<sup>1</sup> Inserted by Special Resolution dated 14 June 2011

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

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NAMES AND ADDRESSES OF SUBSCRIBERS

Number of Shares  
taken by each  
Subscriber

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CAROL BEHAN  
17 DAME STREET  
DUBLIN 2

ONE HUNDRED

TOTAL SHARES TAKEN

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ONE HUNDRED  
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Dated 30<sup>th</sup> August 2006

Witnesses to the above signatures

JACKIE HUBINETTE  
17 DAME STREET  
DUBLIN 2



00217560

Companies (Northern Ireland) Orders 1986 to 1990

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**SMYTHS TOYS NI LIMITED**



**PRELIMINARY**

- 1 The regulations contained in Table A of the Companies (Tables A to F) Regulations Northern Ireland) 1986 as amended shall apply to the Company subject to any alteration or modification hereinafter expressed
- 2 Regulations 4, 8-22, 24, 40, 54, 57, 58, 64, 73-78, 82-84, 87, 95-97, 102-110, 113 and 117 shall not apply to the Company
- 3 In these articles, where the context so permits, words importing the singular number only shall include the plural number and vice versa, words importing the masculine gender shall include the feminine gender; and words importing persons shall include corporations

**PRIVATE COMPANY**

- 4 The Company is a Private Company and accordingly, in compliance with Article 91 of The Companies (Northern Ireland) Order 1986 (the Order) any invitation to the public to subscribe for any shares in or debentures of the Company is prohibited
- 5 The Company's share capital is £1,000,000 divided into 1,000,000 shares of £1 each.
- 6 (a) The Directors or Director of the Company may, subject to this article, within a period of five years from the date of the incorporation of the Company, exercise the Company's power to allot, any of the unissued shares in the capital of the Company No share shall be allotted save as a fully paid share
- (b) Articles 99(1) and 100(1) to (6) of The Companies (Northern Ireland) Order 1986 shall not apply to the allotment of equity securities in the Company

**TRANSFER OF SHARES**

- 7 (a) No member, other than a person becoming entitled to a share in consequence of the death or bankruptcy of a member, shall be entitled to transfer any share or execute any declaration of trust or enter into any agreement in relation to voting in respect of such share

- (b) The Directors may in their absolute discretion, and without assigning reason therefor, refuse to register any proposed transfer of a share unless they are satisfied beyond reasonable doubt that the foregoing conditions of this article are being complied with in regard thereto. Save as aforesaid every transfer of a share shall be registered.

- 8 The provisions of Regulation 35 of Table A shall apply, subject to the provisions contained in these articles.

### **DIRECTORS**

- 9 Unless and until determined by the Company in General Meeting the number of Directors shall be not less than one nor more than five. The first Directors of the Company shall be as named in the statement delivered pursuant to Article 21 of the Companies (Northern Ireland) Order 1986.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 10 (a) No business shall be transacted at any meeting unless a quorum is present at the time the meeting proceeds to business. A quorum shall be present if at least two of the members are present in person, or by proxy, or being a corporation by a duly authorised representative. The words "or if during a meeting such quorum ceases to be present" shall be deleted from Regulation 41 of Table A.
- (b) On a show of hands or on a poll every member whether present in person, or by proxy, or if a corporation by a duly authorised representative, shall have one vote for each share of which he is a holder and Regulations 46 and 59 of Table A shall be modified accordingly.

### **SECRETARY**

- 11 The first secretary shall be as named in the statement delivered pursuant to Article 21 of the Companies (Northern Ireland) Order 1986.

### **COPIES OF ARTICLES**

- 12 Every member, upon first becoming the holder of any share shall be entitled without payment to a copy of these articles and a copy of the relevant Table A. It shall be the duty of the Secretary to ensure that each member has received such copies.

### **INSPECTION OF RECORDS**

- 13 Any member shall have the right to inspect any accounting record or book or document of the Company.

### **NOTICES**

- 14 A notice may be given by any member to the Company by leaving it at or sending it to the registered office of the Company.

#### **WINDING UP**

- 15            If the Company shall be wound up the assets of the Company shall be realised and if after the discharge of all the Company's debts and liabilities and providing for the costs and expenses of the winding up there remains a surplus, such surplus shall be divided equally amongst the shareholders.

#### **CHAIRMAN'S CASTING VOTE**

- 16            The Charman (if any) shall not have a casting vote and Regulation 50 of Table A shall be deleted and Regulation 88 of Table A amended accordingly

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NAMES AND ADDRESSES OF SUBSCRIBERS

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*Carol Behan*

CAROL BEHAN  
17 DAME STREET  
DUBLIN 2

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Dated 30<sup>th</sup> August 2006

Witness to the above signature

  
JACKIE HUBINETTE  
17 DAME STREET  
DUBLIN 2