

No. of Company 275919

G.A. 23a. [No. 41.]

The Companies Act, 1929.



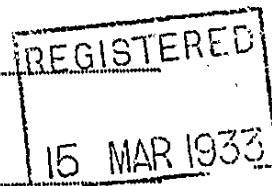
A 5/-
Companies
Registration
Fee Stamp
to be
impressed
here.

Declaration of Compliance

with the requirements of the Companies Act, 1929, on application for Registration
of a Company, pursuant to Section 15 (2).

(See page 2 of this Form.)

Name of } ATKIN ANSELL & CO. LIMITED
Company }



Presented by

I, HEDLEY VERNON ATKIN

of 19, HODGSON STREET, in the City of Sheffield

*"a Director
or" or "the
Secretary." Do solemnly and sincerely declare that I am a person named in the Articles of

Association as * a Director of Atkin Ansell & Co

LIMITED, And that all the requirements of the Companies Act, 1929, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at Sheffield

the Tenth day of March

One thousand nine hundred and Thirtythree

before me,

Amund T. William
A Commissioner for Oaths †

† or Justice
of the Peace.

NOTE.—This Declaration may also be made before a Justice of the Peace. If so made the words "Commissioner for Oaths" should be deleted and the words "Justice of the Peace" inserted in place thereof.

No. of Company 273919 12

ATKIN ANSELL & CO

LIMITED.

Statement of the Nominal Capital

*made pursuant to Sec. 112 of 54 and 55 Vict. ch. 39 (Stamp Act, 1891),
as amended by Sec. 7 of 62 and 63 Vict. ch. 9 (Finance Act, 1899),
and Sec. 39 (Finance Act, 1920). (NOTE.—The Stamp Duty on the
Nominal Capital is One Pound for every £100 or fraction of £100)*

REGISTERED
15 MAR 1933

This Statement is to be filed with the Memorandum of Association when the Company is registered.

SHAW & SONS LTD.,

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented for registration by

SHAW & SONS, LTD.

11 MAR 1933

FETTER LANE, FLEET ST. E.C.4.

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The Nominal Share Capital

of the ATKIN ANSELL & CO

LIMITED,

is £1.000, divided into 1.000 shares of £1.0.0.:

each.

Signature May Taylor.

Description Secretary.

Date Tenth Day of March 1933.

NOTE.—This margin is reserved for binding, and must not be written across.

273919

1.

THE COMPANIES ACT, 1929.

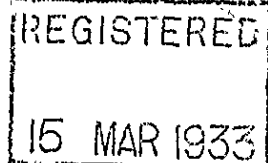


COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

of

ATKIN ANSELL & CO. LIMITED.



1. The name of the Company is "ATKIN ANSELL & CO. LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(1) (a) To acquire and carry on in particular the business of Furniture Manufacturers and Upholsterers heretofore carried on by Hedley Vernon Atkin and Leonard Ansell at 156 Eyre Street, Sheffield and for that purpose to enter into an agreement with the said Hedley Vernon Atkin and Leonard Ansell in the terms of a draft preliminary agreement, a copy of which has been signed for identification by two of the subscribers of this Memorandum with or without modification of such terms.

(b) To carry on the business of furniture manufacturers and upholsterers, ironmongers and general merchants and manufacturers of household requisites; also the business of carpenters, blacksmiths, plumbers, glaziers, painters, decorators and general merchants and traders (manufacturing or otherwise) factors or agents.

(2) To carry on or acquire any businesses similar the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

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- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.

- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.

4.

- (21) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1000, divided into 1000 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Clause 3 of Table A in the First Schedule to the Companies Act, 1929.

WE, the several persons whose Names and Addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

No. of Shares
taken by each
Subscriber.

Hedgry Vernon Atkin
19 Hodgson Street Sheffield one.
Manufacturers Upholsterer.

Leonard Ansell
182 Broomspring Lane Sheffield one
Manufacturing Upholsterer

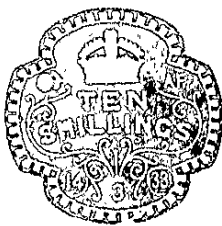
Dated this 10th day of March 1933.

Witness to the above Signatures:-

Frederick J. Slater F.L.A.A.
Certified Accountant
Wentworth Chambers
Sheffield.

273919

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THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

of

ATKIN ANSELL & CO. LIMITED.



REGISTERED

15 MAR 1933

PRELIMINARY.

1. The following shall be the Articles of the Company. The Regulations in Table A in the First Schedule to the Companies Act, 1929 (hereinafter called "Articles of Table A") are hereby excluded except as and where hereinafter expressly mentioned. In case of any difference or inconsistency between these Articles and the Articles of Table A hereinafter expressly mentioned, the provisions of these Articles shall prevail.

2. The Company is a "Private Company" within the meaning of the Companies Act, 1929, and, for the purpose of complying with the requirements of the said Act, it is hereby agreed and declared as follows:-

- (a) The Company restricts the right to transfer its Shares, both present and future
- (b) The Company limits the number of its Members (exclusive of persons who are in the employment of the Company, and of persons who having been formerly in the employment of the Company were, while in that employment and have continued after determination of that employment to be Members of the Company), to fifty, provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purposes of this Clause, be treated as a single Member.
- (c) The Company prohibits any invitation to the public to subscribe for any Shares or Debentures, or Debenture Stock of the Company.
- (d) Anything contained in these Articles which is at variance with the above conditions shall be treated as inoperative and void.

INTERPRETATION OF ARTICLES.

3. In these Articles unless the context otherwise requires:-

"Articles" means Articles of Association of the Company as originally framed, or as altered by

Special Resolution.

"Extraordinary Resolution" means an Extraordinary Resolution as defined by Section 117 (1) of the Companies Act, 1929.

"Special Resolution" means a Special Resolution as defined by Section 117 (2) of the Companies Act, 1929.

"Month" means calendar month.

"Writing" includes typewriting, printing, and lithography.

Words importing the singular number include the plural, and vice versa.

Words importing the masculine gender include the feminine.

Words importing persons include Corporations.

Words defined in the Companies Act, 1929, or any amendment thereof shall have the meaning there given.

ALTERATION OF ARTICLES.

4. The Company may from time to time alter or add to any of these Articles by passing and registering a Special Resolution in the manner required by Sections 117 and 118 of the Companies Act, 1929. No Member of the Company shall be bound by any alteration made in the Memorandum or Articles after the date on which he became a Member if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made or in any way increases his liability as at that date to contribute to the Share Capital of or otherwise to pay money to the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

SHARES.

5. Articles 2, 3, 4, 5 and 6 of Table A shall apply.

COMMISSION.

6. The Directors may pay to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, for any Shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any Shares in the Company a commission not exceeding in any case ten per cent. of the price at which such Shares are issued. Such commission may be paid wholly in cash, or wholly in fully paid or partly paid Shares in the Capital of the Company, or partly in cash and as to the remainder in such Shares. The Directors may also pay a brokerage

on the issue of the Company's Shares.

LIEN ON SHARES.

7. Articles 7, 8, 9 and 10 of Table A shall apply, except that in Article 7 of Table A the words "not being a fully paid share" and "other than fully paid shares" shall be omitted.

CALLS ON SHARES.

8. Articles 11 to 16, inclusive, of Table A shall apply.

TRANSFER AND TRANSMISSION OF SHARES.

9. (a) No Shares in the Company shall be transferred to a person not a Member of the Company so long as any Member of the Company may be willing to purchase such Shares at a fair value to be ascertained in accordance with Sub-clause (b) hereof.
- (b) If any Member desires to sell or transfer his Shares or any of them, he shall notify his desire to the Directors by sending them a notice in writing (hereinafter called "a transfer notice") to the effect that he desires to sell or transfer such Shares. The said transfer notice shall specify the number of Shares for sale or transfer, and the sum estimated by the selling Member to be the value of each of such Shares. The receipt by the Directors of the said transfer notice shall constitute an authority to them to offer the Shares for sale at a fair value ascertained as follows, viz.:— The sum so estimated by the selling Member shall, if approved by the Directors, be the fair value, but in the absence of such approval in order to prevent disputes arising, the fair value shall be the Auditors valuation of the current worth of the Company's Shares to be made by him in writing at the request of the Directors.
- (c) When the fair value of the said Shares has been fixed under the provisions of Sub-clause (b) hereof, the Directors shall cause a notice to be sent to the selling Member informing him of the current value of his Shares, and shall also cause a notice to be sent to every other Member of the Company stating the number of Shares for sale and the fair value of such Shares, and shall therein invite each of such Members to give notice in writing within fourteen days whether he is willing to purchase any, and if so what maximum number of such Shares. At the expiration of such fourteen days the Directors shall apportion such Shares amongst those Members (if any, if more than one) who shall have given

notice to purchase the same, and as far as may be pro rata according to the number of Shares already held by them respectively; provided that no Member shall be obliged to take more than the maximum number of such Shares which he has expressed his willingness to take in his answer to the said notice. If the number of Members who have given notice to purchase any of such Shares exceeds the number of Shares to be sold, the Directors shall not apportion more than one of such Shares to any one Member, and shall select as purchasers Members having larger holdings of Shares in the Company in preference to Members having smaller holdings. The Directors shall then inform the selling Member of the names and addresses of the Members who desire to purchase his Shares, and of the number of Shares required by each, and such selling Member shall complete and execute a transfer or transfers to the said purchasing Member or Members, and shall deliver up the transfer or transfers and relative Certificates to the purchasing Member or Members in exchange for the purchase money. When there are several purchasing Members, the selling Member shall deliver his Share Certificates and Transfers to the Company and the Secretary shall retain the Share Certificates and shall certify on the Transfers that the relative Share Certificates for the selling Member's Shares have been duly lodged in the office of the Company.

- (d) If the Directors shall be unable within one month after receipt of the transfer notice to find a purchaser for all or any of the Shares among the Members of the Company, the selling Member may sell such Shares as remain unsold to any person, though not a Member of the Company, and at any price, but subject to the right of the Directors (without assigning any reason) to refuse registration of the transfer when the proposed transferee is a person of whom they do not approve, or where the Shares comprised in the transfer are Shares on which the Company has a lien.
- (e) A transfer notice given under this Article shall not be revocable except with the consent of the Directors in writing.

FORM AND EFFECT OF TRANSFER.

10. Articles 17 to 22, inclusive, of Table A shall apply, except that in Article 19 of Table A the words "not being fully paid Shares" shall be omitted.

11. Without prejudice to the power of the Company to register as Shareholder or Debenture holder any person to whom the right to any Shares in or Debentures of the Company has been transmitted by operation of law, no

transfer of Shares in or Debentures of the Company shall be registered unless and until a proper instrument of transfer has been delivered to the Company.

FORFEITURE OF SHARES.

12. Articles 23 to 29, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

13. Articles 34 to 38, inclusive, of Table A shall apply.

GENERAL MEETINGS.

14. Articles 39, 40 and 41 of Table A shall apply, except that in Article 39 thereof the words "prescribed by the Company in General Meeting" shall be omitted and the words "determined by the Directors" shall be inserted and substituted therefor.

NOTICE OF GENERAL MEETINGS.

15. Articles 42 and 43 of Table A shall apply.

PROCEEDINGS AT GENERAL MEETING.

16. 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; save as in Article 46 of Table A is otherwise provided two Members personally present and holding or representing by proxy not less than one-twentieth of the issued Share Capital of the Company, shall be a quorum.

17. Articles 44, 46, 47, 48, 49, 51, 52 and 53, of Table A shall also apply.

RESOLUTIONS AT GENERAL MEETINGS.

18. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded, and, unless a poll is so demanded, a declaration by the Chairman that a Resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that Resolution.

DEMAND OF A POLL.

19. Any one or more Members present in person or by proxy entitled to vote and holding or representing by proxy not less than fifteen per cent. of the paid up Capital of the Company, shall be entitled to demand a poll.

VOTES OF MEMBERS.

20. (a) Articles 54 to 62, inclusive, of Table A shall apply, except that in Article 59 of Table A the words "A proxy need not be a Member of the Company" shall be omitted.

(b) No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the Meeting at which he acts as proxy, or he has been appointed to act at that Meeting as proxy for a Corporation.

CORPORATIONS ACTING BY REPRESENTATIVES.

21. Article 63 of Table A shall apply.

DIRECTORS.

22. (a) The number of the Directors of the Company shall not be more than 5 nor less than 2.

(b) The first Directors of the Company shall be Hedley Vernon Atkin and Leonard Ansell.

(c) Subject to the provisions of Article 27 the said Hedley Vernon Atkin so long as he continues to be the beneficial owner of 100 Shares in the Company, and the said Leonard Ansell so long as he continues to be the beneficial owner of 100 Shares in the Company, shall remain Directors of the Company - not subject to retirement or removal under the provisions of Articles 73 to 77 and Article 80 of Table A - until they shall die or elect to retire.

23. The qualification of a Director shall be the holding of at least 100 Shares in the Company. A Director may act before acquiring his qualification but it shall be his duty to acquire his said qualification within two calendar months after his appointment. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at Board Meetings, and otherwise in the execution of their duties.

POWERS AND DUTIES OF DIRECTORS.

24. Articles 67, 68 and 70 of Table A shall apply, unless herein otherwise expressly provided.

BORROWING BY DIRECTORS.

25. The Directors may from time to time at their discretion raise or borrow any sum or sums of money for the

purposes of the Company, and may secure the sums so raised or borrowed by mortgage of the whole or any part of the property and assets of the Company both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other Securities charged upon the said property and assets of the Company. Provided that no invitation shall be issued to the public to subscribe for any such Debentures or Debenture Stock of the Company.

THE SEAL.

26. The Seal of the Company shall not be affixed to any instrument except by the authority of a Resolution of the Board of Directors and in the presence of at least one Director and of the Secretary or such other person as the Directors may appoint for the purpose; and that Director and the Secretary or such other person as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

DISQUALIFICATIONS OF DIRECTORS.

27. The office of Director shall be vacated if the Director:-

- (a) Ceases to hold the necessary qualification in Shares or does not obtain the same within two calendar months after his appointment; or
- (b) Becomes bankrupt, insolvent or compounds with his creditors; or
- (c) Becomes prohibited from being a Director by reason of any order made under Sections 217 and 275 of the Companies Act, 1929.
- (d) Is found lunatic or becomes of unsound mind; or
- (e) Be convicted of an indictable offence; or
- (f) Gives to the Directors one calendar month's notice in writing that he resigns his office, in which event his office shall be vacated at the expiration of such calendar month.

28. A Director may hold any other office or place of profit under the Company except that of Auditor upon such terms and conditions as the Board of Directors in their absolute discretion may deem advantageous to the Company.

29. Subject as hereinafter mentioned a Director may be interested in, concerned in, or may participate in the profits of any contract or arrangement with the Company (without being accountable to the Company for profits derived by him under any such contract or arrangement) provided always that, immediately upon becoming so interested, concerned or entitled so to participate, such Director shall declare the nature of his

interest at a Meeting of the Directors of the Company. In the case of a proposed contract or arrangement the declaration required by this Article to be made by a Director shall be made at the Meeting of the Directors at which the question of entering into such contract or arrangement is first taken into consideration, or if the Director was not at the date of that Meeting interested in the proposed contract or arrangement, at the next Meeting of the Directors held after he becomes so interested, and in a case where the Director becomes interested in a contract after it is made, the said declaration shall be made at the first Meeting of the Directors held after the Director becomes so interested. Save as hereinafter provided no Director so interested, concerned or participating or entitled so to participate as aforesaid shall vote in respect of any such contract or arrangement, and if he does so vote, his vote shall not be taken into account. For the purposes of this Article a general notice given to the Directors of the Company by any Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. Provided that the restriction in this Article as to voting shall not apply to any agreement for indemnifying a Director against past, present or future liabilities assumed by him for the benefit of or on behalf of the Company, nor to the allotment of Shares or Debentures to a Director.

ROTATION OF DIRECTORS.

30. Articles 73 to 80, inclusive, of Table A shall apply unless herein otherwise expressly provided.

PROCEEDINGS OF DIRECTORS.

31. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed, shall be two.

32. A Resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and constituted.

33. Articles 81, and 83 to 88, inclusive, of Table A shall also apply.

DIVIDENDS AND RESERVE.

34. Articles 89 to 96, inclusive, of Table A shall apply.

ACCOUNTS.

35. Articles 97 to 100, inclusive, of Table A shall apply.

36. A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors Report shall, not less than seven days before the date of the Meeting, be kept at the Registered Office of the Company for

14.

inspection by Members, but unless so directed by the Board of Directors, copies of the same shall not be circulated among the Members.

SECRETARY.

37. The first Secretary of the Company shall be May Taylor of Wentworth Chambers, Sheffield.

AUDIT.

38. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 132, 133 and 134 of the Companies Act, 1929, or any statutory modification thereof for the time being in force.

NOTICES.

39. Articles 103, 105, 106 and 107 of Table A shall apply.

40. The accidental omission to give notice to or the non-receipt of any such notice by any of the Members of the Company shall not invalidate the proceedings of any General Meeting.

41. A Member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him shall not be entitled to have a notice served on him.

WINDING UP.

42. On a winding up of the Company any assets remaining after payment or satisfaction of outside debts and liabilities of the Company, and the costs of winding up, shall be applied (1) in paying back to the Members of the Company the amount of their paid up Capital in the order (if any) prescribed by the Company's Memorandum and Articles and (2) subject thereto shall be distributed among the Members in proportion to the nominal amount of the Capital held by them respectively. If the assets shall be insufficient to repay the paid up Capital in full the loss shall be borne by the Members in proportion to the nominal Capital held by them respectively.

43. If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of an Extraordinary Resolution, divide among the contributories, in specie or kind, any part of the assets of the Company, and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories, or any of them, as the Liquidator with the like sanction, shall think fit. Provided that no contributory shall be compelled to accept any Share which is not fully paid up.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Hedley Vernon Adams
19 Hodgson Street Sheffield
Manufacturing Upholsterer.

Leonard Ansell
182 Broomspring Lane Sheffield
Manufacturing Upholsterer

Dated this 10th day of March 1933.

Witness to the above Signatures:-

Geo. J. Senter. F.L.A.A.
Certified Accountant-
Kentworth Chambers
L. Th. Mich.

DUPLICATE FOR THE FILE.

No. 273919



Certificate of Incorporation

I Hereby Certify,

That

ATKIN ANSTELL & CO., LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this fifteenth day of March One

Thousand Nine Hundred and thirty-three.

Registrar of Companies.

Certificate
received by }

W. Glover Shaw Sons Ltd.

Date 15. 3. 33

1129 19

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION

1937 A 1812

MR MORE
REGISTRAR

THE VACATION JUDGE at Chambers

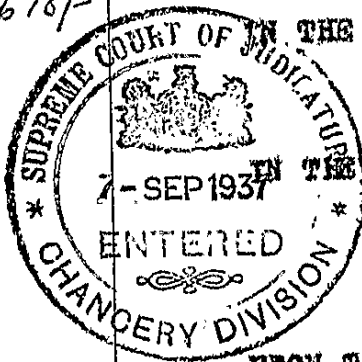
for MR JUSTICE LUXMOORE

Master Holland

WEDNESDAY the 1st day of SEPTEMBER 1937



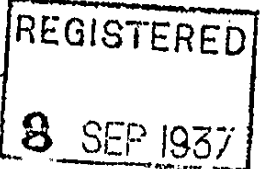
860 v
Stamp 15/-



IN THE MATTER of ATKIN ANSELL & COMPANY LIMITED

and

IN THE MATTER of THE COMPANIES ACT 1929



UPON THE APPLICATION of Atkin Ansell & Company Limited
whose registered office is at Wentworth Chambers Pinstone
Street in the City of Sheffield by Originating Summons dated
19th August 1937 and UPON HEARING the Solicitors for the
Applicants and UPON READING an affidavit of May Taylor and
Alfred Stanley Fawcett filed 23rd August 1937 and the
exhibit therein referred to being the Legal Charge
hereinafter mentioned

THE JUDGE being satisfied that the omission to
register particulars of the Legal Charge dated 30th June
1937 made between the Applicants of the one part and George
Edward Dyson of the other part within the time required by
the Companies Act 1929 was due to inadvertence DOETH
pursuant to the 85th Section of the said Act ORDER that the
time for registration of the particulars of the said Legal
Charge be extended until 15th September 1937

BUT this Order is to be without prejudice to the rights of parties acquired prior to the time when such particulars shall be actually registered

WS for J. 24.



RS

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION

THE VACATION JUDGE at
Chambers for

MR JUSTICE LUXMOORE

1st September 1957

Re ATKIN ANSELL & COMPANY LTD

AND

Re THE COMPANIES ACT 1929

Duplicate

O R D E R

No. of Company. 273219

Form C.A. 50.
[50]

The Companies Act, 1929.



Notice of Increase in Nominal Capital.

Pursuant to Section 52.



Name of
Company

ATKIN ANSELL & CO LTD

SHAW & SONS
LIMITED.

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Printed by



Notice of Increase in Nominal Capital.

To the REGISTRAR OF COMPANIES.

ATKIN ANSELL &

Company, LTD

hereby gives you notice pursuant to Section 52 of the Companies Act, 1929, that by (a) ORDINARY Resolution of the Company dated the 30th day of September 1946 the nominal Capital of the Company has been increased by the addition thereto of the sum of £14.000 beyond the registered Capital of £1.000

The additional Capital is divided as follows :—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
14.000	ordinary	One Pound

The conditions (e.g., voting rights, dividends, etc.), subject to which the new Shares have been, or are to be issued, are as follows :—

The New Shares will rank for Dividend and in all other respects pari passu with the existing Shares of the Company

NOTE.—This margin is reserved for binding, and must not be written across.

~~of the new Shares are Preference Shares, and are (if they are redeemable)~~

(Signature)

H. G. Atkin

(State whether Director, or Manager or Secretary) Director



Inland
Revenue
Duty Stamp
to be
impressed
here.

COMPANY LIMITED BY SHARES.

Statement of Increase of the Nominal Share Capital

The Nominal Share Capital

CH

ATKIN ANSELL & COMPANY LIMITED,

has been increased by the addition thereto of the sum of FOURTEEN THOUSAND

Pounds, divided into 14,000 Shares

of \$1 each, and _____ shares of each.

beyond the Registered Share Capital of **ONE THOUSAND POUNDS DIVIDED INTO ONE THOUSAND SHARES OF £1 EACH**

*Signature

H. C. Hubbard

Description. SECRETARY

Dated September 30th 1946

*This Statement must be signed by the Manager or by the Secretary of the Company.

REGISTERED
3 OCT 1946

NOTE:

This Statement has to be registered with the Notice of Increase in the Nominal Capital required under Section 52 of The Companies Act, 1929. If not so filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, Interest on the duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable.

SHAW & SONS
LIMITED,

Companies' Publishers, Printers, and Stationers,

7, 8 & 9, Fetter Lane, Fleet Street, E.C.4.

Presented for filing by

MAW & BONS, LTD.

No. of Company 273919

33-
THE COMPANIES ACT, 1929.

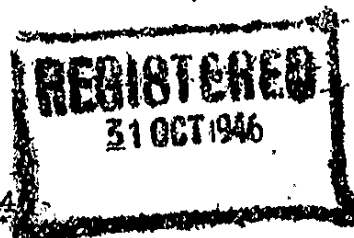


Copy

ORDINARY RESOLUTION

- of -

ATKIN ANSELL & CO LIMITED.



Passed the 30th day of September, 1946

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at the Registered Office of the Company, on Monday, the Thirtieth day of September 1946, the following ORDINARY RESOLUTION was duly passed:-

"That the Nominal Share Capital of the Company be increased from One Thousand Pounds (£1.000) (divided into 1.000 Shares of £1 each) to Fifteen Thousand Pounds (£15.000) by the creation of 14.000 Additional Shares of £1 each, ranking for Dividend and in all other respects pari passu with the existing Shares of the Company and that the Directors be authorised to allot such New Shares to such persons at such times and on such terms as they may think fit."

Hedley Vernon Atkin
CHAIRMAN.



No. 273919

57
2 X 13
THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of the Company called

ATKIN ANSELL & CO. LIMITED

passed 27th September, 1963.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company duly convened and held at Proctor Place, Sheffield, 6 on Friday, the 27th day of September, 1963, the following Resolution was duly passed as a SPECIAL RESOLUTION :-

"That the Articles of Association of the Company be altered as follows :-

(1) By omitting in Article 23 the following words, viz.

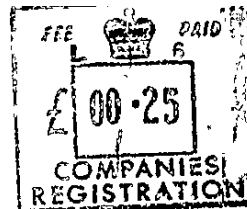
"The qualification of a Director shall be the holding of at least 100 Shares in the Company. A Director may act before acquiring his qualification but it shall be his duty to acquire his said qualification within two calendar months after his appointment" and substituting therefor the following words, viz. "A Director shall not be required to hold any share qualification"

(2) By omitting in Article 27 the following words, viz.

"(a) Ceases to hold the necessary qualification in Shares or does not obtain the same within two calendar months after his appointment; or"



L. D. G. Thorpe
Chairman.



Number of Company, 273919

The Companies Act, 1948

Special Resolution

(Pursuant to the Companies Act 1948)

OF

ATKIN ANSELL & CO. LIMITED

Passed 29th January, 1965

REGISTERED

8 FEB 1965

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the 29th day of January 1965, the following Resolution was duly passed as a SPECIAL RESOLUTION:—

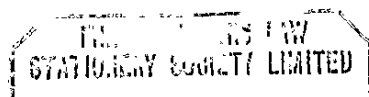
That the Articles of Association of the Company be altered by inserting immediately after Article 5 the following new article to be numbered 5 (a) under the heading "Capitalisation of Profits".

CAPITALISATION OF PROFITS

- (5a) (1) The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's Reserve Accounts, or to the credit of the Profit and Loss Account, or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in the one way and partly in the other, and the Directors shall give effect to such Resolution.

Provided that a Share Premium Account and a Capital Redemption Reserve Fund may for the purposes of this regulation only be applied in the paying up of unissued shares to be issued to the Members of the Company as fully paid bonus shares.

- (2) Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up of any further shares to which they may be entitled upon such capitalisation and any agreement made under such authority shall be effective and binding on all such Members.



L. OGLETHORPE.
Chairman 8 FEB 1965

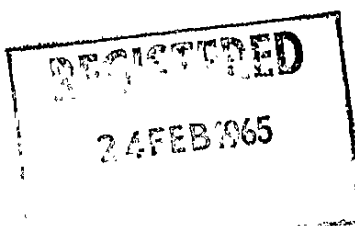
Number of Company 273910



The Companies Act, 1948

Ordinary Resolution

(Pursuant to the Companies Act 1948)



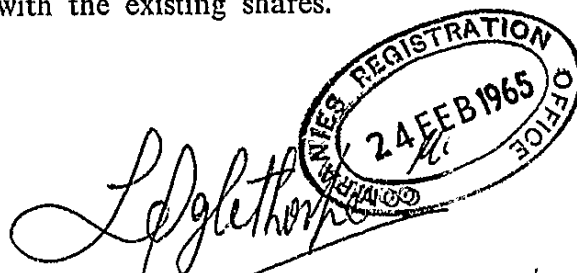
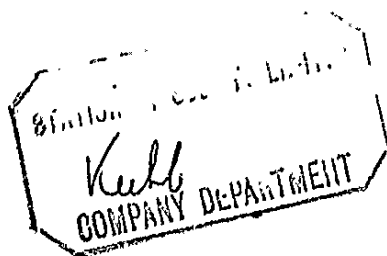
OF

ATKIN ANSELL & CO. LIMITED

Passed 29th January, 1965

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the 29th day of January 1965, the following Resolution was duly passed as an ORDINARY RESOLUTION:—

That the Capital of the Company be increased by £60,000 to £75,000 by the creation of 60,000 shares of £1 each ranking pari passu and equally in all respects with the existing shares.



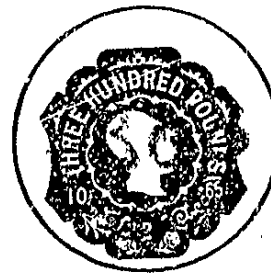
L. OGLETHORPE.

Chairman.

CLB

65
NO. OF COMPANY.....273919

COMPANY HAVING A SHARE CAPITAL.



Inland
Revenue
Duty Stamp
to be
impressed
here.

NAME OF
COMPANY.....ATKIN ANSELL & CO.

LIMITED.

Statement of Increase of Nominal Capital

pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

REGISTERED

24 FEB 1965

The Nominal Capital of the above-named Company has by a Resolution of the Company dated 29th January 1965 been increased by the addition thereto of the sum of £ 60,000 beyond the Registered Capital of £15,000

Signature.....

L. D. G. Lethbridge

Date.....

29th January 1965

Description.....

DIRECTOR

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the increase.

CAT. NO. CA.26.

JORDAN & SONS, LTD.,

116, Chancery Lane, London, W.C.2.

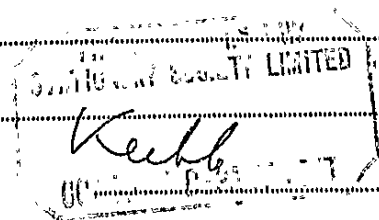
SHAW & SONS LTD.,

7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

S1704 (x)

Presented for registration by



No. OF COMPANY 273919



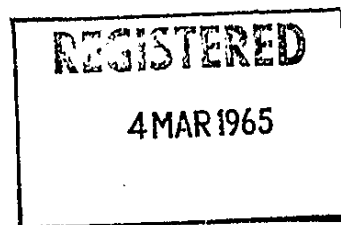
[C.F. 10]

THE COMPANIES ACT, 1948.

15-5-0
CRF

Notice of Increase in Nominal Capital.

Pursuant to Section 63.



NAME OF COMPANY ATKIN ANSELL & CO.

LIMITED

JORDAN & SONS, LTD.,
116, Chancery Lane, London, W.C.2.

Cat. No. C.F. 10.

SHAW & SONS LTD.,
7, 8 & 9, Fetter Lane, London, E.C.4.

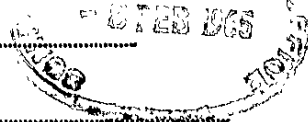
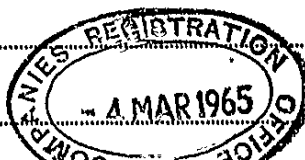
Law Stationers and Company Registration Agents.

S294 (Y) ☐

Presented by

KEEBLE HAWSON, STEELE CARR & CO.

Keeble



To the REGISTRAR OF COMPANIES.

LIMITED,

hereby gives you notice pursuant to Section 63 of the Companies Act, 1948,
that by (a) ~~ORDINARY~~ Resolution of the Company dated the
29th day of JANUARY 1965, the nominal Capital
of the Company has been increased by the addition thereto of the sum of
£ 60,000 beyond the registered Capital of £ 15,000

The additional Capital is divided as follows:—

Number of Shares.	Class of Share.	Nominal Amount of each Share.
60,000	ORDINARY	£1

The conditions (*e.g.*, voting rights, dividend rights, winding-up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

Pari passu and equally in all respects with the existing £15,000 Ordinary shares

NONE of the new Shares are Preference Shares, and are (b) [not] redeemable.

(Signature)

(State whether Director, or Secretary)

Dated the 29th day of January 1965.

(a) "Ordinary," "Extraordinary" or "Special"

(b) Delete as appropriate.

This margin to be reserved for binding.

273919. / 77 PNC 20.1.72

THE COMPANIES ACT 1929

and

THE COMPANIES ACTS 1948 to 1967.

SPECIAL RESOLUTION

of

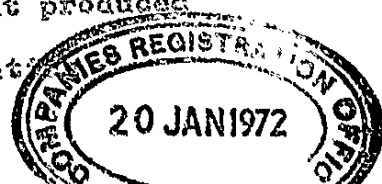
ATKIN ANSELL & CO. LIMITED

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 3, Hartshead, Sheffield S1 1NU on the 12th day of January 1972 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That:-

- (a) each of the unissued 13,344 Shares of £1 in the capital of the Company be and it is hereby subdivided into 20 Shares of 5p each, such Shares to be designated Ordinary Shares;
- (b) forthwith upon the allotment of 15,414 Ordinary Shares of 5p each pursuant to paragraph (a) of this resolution, each of the issued 61,656 Shares of £1 in the capital of the Company be and it is hereby converted into one Deferred Ordinary Share of £1 the holders whereof shall be entitled to the rights conferred by the Articles of Association of the Company to be adopted pursuant to paragraph (c) of this resolution;
- (c) the regulations contained in the printed document produced to the meeting and for the purpose of identification



signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association thereof;

d) upon the recommendation of the directors, it is desirable to capitalise the sum of £770.70 (being part of the amount standing to the credit of the general reserves) and accordingly that the directors be authorized and directed to appropriate the said sum to the holders registered immediately prior to the passing of this resolution of the issued Shares of £1 each of the Company in the proportions in which such sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends and to apply such sum on their behalf in paying up in full 15,414 unissued Ordinary Shares of 5p each, to be allotted and distributed, credited as fully paid, to and among the said holders in the proportions aforesaid.


CHAIRMAN

P. D. Glethorpe.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

OF

ATKIN ANSELL & CO. LIMITED

(Adopted by Special Resolution passed on 12th January 1972)

1. The regulations contained in Table A of the First Schedule to the Companies Act 1948, shall not apply to this Company but the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (as amended by Part III of the Eighth Schedule to the Companies Act 1967) (hereinafter called 'Table A') shall apply save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. Regulations 24, 53, 75, 77 and 88 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.

3. The authorised share capital at the date of adoption of these Articles as the Articles of Association of the Company is ~~£266,880~~ ⁷⁵⁰⁰⁰ divided into ~~266880~~ ⁷⁵⁰⁰⁰ Ordinary Shares of 5p each and 61656 Deferred Ordinary Shares of £1 each. The respective rights and privileges attached to the Ordinary Shares and to the Deferred Ordinary Shares are as follows:-

ATKIN ANSELL & CO.

W. L. J. WALL.

E.C.2.

(A) As regards income. The profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Ordinary Shares shall not be entitled to participate in any such profits.

(B) As regards capital. On a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the members shall be applied, first in paying to the holders of the Ordinary Shares the sum of £10,000 per Share, secondly, in repaying to the holders of the Deferred Ordinary Shares the amount paid up on such Shares and the balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

(C) As regards voting. The holders of the Deferred Ordinary Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting by virtue of their holdings of such Deferred Ordinary Shares.

4. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.

5. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than two in number.

6. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

7. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Clause shall be effected in writing under the hand of the Director making the same.
8. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

9. The office of a Director shall be vacated if the
Director:

- (a) ceases to be a Director by virtue of section 185 of the Act which notwithstanding subsection (8) thereof shall apply to the Company save that for the purposes of these Articles the words "sixty five" shall be substituted for the word "seventy" in sub-sections (1) (2) and (4) of the said section 185; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Director by reason of any order made under section 188 or the Act; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company; or
- (f) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

10. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

11. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal or revocation shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company, signed by one of its Directors on its behalf, and shall take effect upon

done at the registered office of the Company.

12. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in book to be kept for that purpose" at the end of Regulation 84 in Part I of Table A shall not apply to the Company.

13. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

14. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors, but so that the expression "Director" in this Articles shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.

19 / 82.
THE COMPANIES ACT 1929

and

THE COMPANIES ACTS 1948 to 1967

SPECIAL RESOLUTION

of

ATKIN ANSELL & CO. LIMITED.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at Moss Barnoldswick, Colne, Lancashire the following resolution was passed as a Special Resolution:-

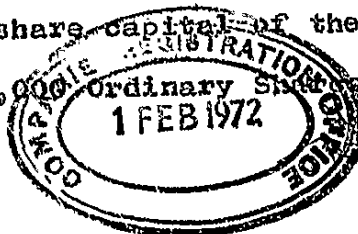
SPECIAL RESOLUTION.

That:-

- (a) every 20 of issued and unissued 266,880 Ordinary Shares of 5p each be and they are hereby consolidated into one Ordinary Share of £1;
- (b) each of the 61,656 Deferred Ordinary Shares of £1 which has been constituted by conversion of the Ordinary Shares of the Company be and it is hereby converted into one fully paid Ordinary Share of £1 ranking pari passu in all respects with the new Ordinary Shares referred to in paragraph (a) of this resolution; and
- (c) the Articles of Association of the Company be and they are hereby amended by deleting Article 3 and substituting therefor the following new Article:-

"3. The authorised share capital of the Company is £75,000 divided into 75,000 Ordinary Shares of £1 each. "

27th January 1972.



John Clarke
CHAIRMAN



Number of } 273919 / 83.
Company }

P.B. 91
1.10.67

THE COMPANIES ACTS 1948 to 1967

NOTICE of CONSOLIDATION, DIVISION, SUB-DIVISION, or CONVERSION
into STOCK of SHARES, specifying the SHARES so Consolidated, Divided, Sub-
divided, or Converted into Stock, or of the Re-Conversion into Shares of Stock,
specifying the Stock so re-converted, or of the Redemption of Redeemable Preference
Shares or of the Cancellation of Shares (otherwise than in connection with a reduction
in share capital under Section 66 of the Companies Act 1948).

Pursuant to Section 62 of the Companies Act 1948.

Insert the
name of
the
company

ATKIN ANSELL & CO.

LIMITED

Presented by

Presentor's Reference 8/C36

Herbert Smith & Co.

62 London Wall,

London. EC2.

34

Form No. 28

(No filing fee payable)

The Solicitors' Law Stationery Society, Limited
20-22 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row WC1R 4LS; 15 Hanover Street W1R 9HG;
25-27 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,
Bristol L2 5RF; 28-30 John Dalton Street, Manchester M2 6HR; and 14-22 Renfrew Court, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES ACTS FORMS

Companies Act



[P.T.O.]

TO THE REGISTRAR OF COMPANIES.

ATKIN ANSELL & CO.

LIMITED

hereby gives you notice in accordance with Section 62 of the Companies Act 1948

- that a) by a Special Resolution passed on 12th January 1972 each of the unissued 13344 Shares of £1 were subdivided and designated into 20 Ordinary Shares of 5p and each of the issued 61656 Shares of £1 were converted into one Deferred Ordinary Share of £1
- b) by a Special Resolution passed on 24th January 1972 every 20 of the issued and unissued 266,880 Ordinary Shares of 5p each were consolidated into one Ordinary Share of £1 and each of the 61656 Deferred Ordinary Shares of £1 were converted into one Ordinary Share of £1.

(Signature) _____

(State whether Director or Secretary) _____

Director

Dated the 31st day of January 1972

NOTE.—This margin is reserved for binding, and must not be written across!

No. 273919 / 88

THE COMPANIES ACT, 1929

and

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

NEW

Articles of Association

OF

**ATKIN ANSELL & CO.
LIMITED.**

Incorporated the 15th day of March 1933



HERBERT SMITH & CO.,
62 LONDON WALL,
LONDON E. C. 2.

25 JAN 1973

No. 27391.9

COAT OF ARMS

Copy

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that ATKIN ANSELL & CO. LIMITED
is this day Incorporated under the Companies Act, 1929, and that the
Company is Limited.

GIVEN under my hand at London this fifteenth day of March
One thousand nine hundred and thirty three.

F. GREENWOOD

Registrar of Companies.

THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

ATKIN ANSELL & CO. LIMITED

1. The name of the Company is "ATKIN ANSELL & CO. LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (1) (a) To acquire and carry on in particular the business of Furniture Manufacturers and Upholsterers heretofore carried on by Hedley Vernon Atkin and Leonard Ansell at 156 Eyre Street, Sheffield and for that purpose to enter into an agreement with the said Hedley Vernon Atkin and Leonard Ansell in the terms of a draft preliminary agreement, a copy of which has been signed for identification by two of the subscribers of this Memorandum with or without modification of such terms.
 - (b) To carry on the business of furniture manufacturers and upholsterers, ironmongers and general merchants and manufacturers of household requisites; also the business of carpenters, blacksmiths, plumbers, glaziers, painters, decorators and general merchants and traders (manufacturing or otherwise) factors or agents.
- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copy-right or licences, or any other real or personal property

or any right, privilege, option, estate or interest.

- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.

- (13) To establish or promote any company for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

*5. The Share Capital of the Company is £1,000, divided into 1000 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner

provided in Clause 3 of Table A in the First Schedule to the Companies Act, 1929.

***Note :-**

- 1) By Ordinary Resolution passed on 30th September 1946 the nominal share capital of the Company was increased from £1,000 to £15,000 by creation of 14,000 additional shares of £1 each.
- 2) By Ordinary Resolution passed on 29th January 1965 the nominal share capital of the Company was increased from £15,000 to £75,000 by creation of 60,000 additional shares of £1 each.
- 3) By Special Resolution passed on 12th January 1972 each of the unissued 13,344 shares of £1 were sub-divided into and designated 20 Ordinary Shares of 5p each and each of the issued 61,656 shares of £1 were converted into 1 Deferred Ordinary Share of £1.
- 4) By Special Resolution passed on 24th January 1972 every 20 of the issued and unissued 266,880 Ordinary Shares of 5p each were consolidated into 1 Ordinary Share of £1 and each of the 61,656 Deferred Ordinary Shares of £1 was converted into 1 Ordinary Share of £1.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
HEDLEY VERNON ATKIN 19 Hodgson Street, Sheffield, Manufacturing Upholsterer.	ONE
LEONARD ANSELL 182 Broomspring Lane, Sheffield, Manufacturing Upholsterer.	ONE

DATED this 10th day of March 1933.

WITNESS to the above Signatures :-

Fredk. J. Slater F.L.A.A.,
Certified Accountant,
Wentworth Chambers,
Sheffield.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

ATKIN ANSELL & CO. LIMITED

(Adopted by Special Resolution passed on 12th January 1972
and amended by Special Resolution passed on 24th January,
1972)

1. The regulations contained in Table A of the First Schedule to the Companies Act 1948, shall not apply to this Company but the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (as amended by Part III of the Eighth Schedule to the Companies Act 1967) (hereinafter called 'Table A') shall apply save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. Regulations 24, 53, 75, 77 and 88 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.

3. The authorised share capital of the Company is £75,000 divided into 75,000 Ordinary Shares of £1 each

4. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.

5. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than two in number.

6. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

7. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall

alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Clause shall be effected in writing under the hand of the Director making the same.

8. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

9. The office of a Director shall be vacated if the Director :-

(a) ceases to be a Director by virtue of section 185 of the Act which notwithstanding subsection (8) thereof shall apply to the Company save that for the purposes of these Articles the words "sixty five" shall be substituted for the word "seventy" in sub-sections (1) (2) and (4) of the said section 185 ; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a Director by reason of any order made under section 188 of the Act ; or

(d) becomes of unsound mind ; or

(e) resigns his office by notice in writing to the Company ; or

(f) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

10. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

11. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal or revocation shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company, signed by one of its Directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.

12. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.

13. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to

the Company.

14. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.



RAF/BN/7/126

19th July 1976

Company No. 273919

1106

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ATKIN ANSELL & CO. ~~LTD.~~

LIMITED *MC*

At an EXTRAORDINARY GENERAL MEETING of the Company held at
Silentnight House, Salterforth, Colne, Lancashire on the 19th
July 1976 the following resolution was passed as a Special
Resolution.

SPECIAL RESOLUTION

THAT the name of the Company be changed to BUOYANT (SHEFFIELD)
LIMITED.

Tom Clarke

T. Clarke
Chairman

I certify this copy to be a
true copy of the Special Resolution
passed at the Extraordinary General
Meeting on the 19th July 1976

Handley
SECRETARY

Barc. 811022



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 273919/107

I hereby certify that

ATKIN ANSELL & CO. LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

BUOYANT (SHEFFIELD) LIMITED

Given under my hand at Cardiff the 13TH AUGUST 1976

D. G. THOMAS
Assistant Registrar of Companies

No. 273919

/ 108

THE COMPANIES ACT, 1929

and

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM

and

N E W

ARTICLES OF ASSOCIATION

of

BUOYANT (SHEFFIELD)
LIMITED

Incorporated the 15th day of March 1933



[1st Oct 1976]

HERBERT SMITH & CO.,
62 LONDON WALL,
LONDON E. C. 2.

COAT OF ARMS

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 273919

I HEREBY CERTIFY that ATKIN ANSELL & CO. LIMITED having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of BUOYANT (SHEFFIELD) LIMITED.

GIVEN under my hand at Cardiff the Thirteenth day of August One thousand nine hundred and seventy six.

D. G. THOMAS

Assistant Registrar of Companies

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

BUOYANT (SHEFFIELD) LIMITED

1. The name of the Company is "ATKIN ANSELL & CO. LIMITED".*
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) (a) To acquire and carry on in particular the business of Furniture Manufacturers and Upholsterers heretofore carried on by Hedley Vernon Atkin and Leonard Ansell at 156 Eyre Street, Sheffield and for that purpose to enter into an agreement with the said Hedley Vernon Atkin and Leonard Ansell in the terms of a draft preliminary agreement, a copy of which has been signed for identification by two of the subscribers of this Memorandum with or without modification of such terms.
 - (b) To carry on the business of furniture manufacturers and upholsterers, ironmongers and general merchants and manufacturers of household requisites; also the business of carpenters, blacksmiths, plumbers, glaziers, painters, decorators and general merchants and traders (manufacturing or otherwise) factors or agents.
- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns,

* Name changed to present name on 13th August 1976 pursuant to Special Resolution of the Company passed on 19th July 1976.

patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.

- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.

- (13) To establish or promote any company for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

*5. The Share Capital of the Company is £1,000, divided into 1000 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Clause 3 of Table A in the First Schedule to the Companies Act, 1929.

*Note:-

- 1) By Ordinary Resolution passed on 30th September 1946 the nominal share capital of the Company was increased from £1,000 to £15,000 by creation of 14,000 additional shares of £1 each.
- 2) By Ordinary Resolution passed on 29th January 1965 the nominal share capital of the Company was increased from £15,000 to £75,000 by creation of 60,000 additional shares of £1 each.
- 3) By Special Resolution passed on 12th January 1972 each of the unissued 13,344 shares of £1 were sub-divided into and designated 20 Ordinary Shares of 5p each and each of the issued 61,656 shares of £1 were converted into 1 Deferred Ordinary Share of £1.
- 4) By Special Resolution passed on 24th January 1972 every 20 of the issued and unissued 266,880 Ordinary Shares of 5p each were consolidated into 1 Ordinary Share of £1 and each of the 61,656 Deferred Ordinary Shares of £1 was converted into 1 Ordinary Share of £1.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
HEDLEY VERNON ATKIN 19 Hodgson Street, Sheffield, Manufacturing Upholsterer.	ONE
LEONARD ANSELL, 182 Broomspring Lane, Sheffield, Manufacturing Upholsterer.	ONE

DATED this 10th day of March 1933.

WITNESS to the above Signatures :-

Fredk. J. Slater F.L.A.A.,
Certified Accountant,
Wentworth Chambers,
Sheffield.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

BUOYANT (SHEFFIELD) LIMITED

(Adopted by Special Resolution passed on 12th January 1972
and amended by Special Resolution passed on 24th January,
1972)

1. The regulations contained in Table A of the First Schedule to the Companies Act 1948, shall not apply to this Company but the regulations contained in Part II of Table A in the First Schedule to the Companies Act 1948 (as amended by Part III of the Eighth Schedule to the Companies Act 1967) (hereinafter called 'Table A') shall apply save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 24, 53, 75, 77 and 88 to 97 (inclusive) in Part I of Table A and Regulation 5 in Part II of Table A shall not apply to the Company.
3. The authorised share capital of the Company is £75,000 divided into 75,000 Ordinary Shares of £1 each. ✓
4. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.
5. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than two in number.
6. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.
7. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being

made the alternate Director shall except as to remuneration be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Clause shall be effected in writing under the hand of the Director making the same.

8. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

9. The office of a Director shall be vacated if the Director :-

(a) ceases to be a Director by virtue of section 185 of the Act which notwithstanding subsection (8) thereof shall apply to the Company save that for the purposes of these Articles the words "sixty-five" shall be substituted for the word "seventy" in sub-sections(1), (2) and (4) of the said section 185 ; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited from being a Director by reason of any order made under section 188 of the Act ; or

(d) becomes of unsound mind ; or

(e) resigns his office by notice in writing to the Company ; or

(f) shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

10. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

11. A member or members holding a majority in nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal or revocation shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company, signed by one of its Directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.

12. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.

13. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration, and paragraphs (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.

14. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.

No. 273919

THE COMPANIES ACTS 1948 to 1976

A COMPANY LIMITED BY SHARES

BUOYANT (SHEFFIELD) LIMITED

At the Extraordinary General Meeting of the above Company held on 21 June, 1979 the following resolution was passed as a Special Resolution

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Contessa Upholstery Limited"

S. J. Hyde
S. J. Hyde
CHAIRMAN



Post
637186



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

273919

/ 118

I hereby certify that

BUOYANT (SHEFFIELD) LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

CONTESSA UPHOLSTERY LIMITED

Given under my hand at Cardiff the

20TH JULY 1979

Assistant Registrar of Companies



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COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CONTESSA UPHOLSTERY LIMITED

formerly known as Buoyant (Sheffield) Limited

1. The name of the Company is "ATKIN ANSELL & CO. LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) (a) To acquire and carry on in particular the business of Furniture Manufacturers and Upholsterers heretofore carried on by Hedley Vernon Atkin and Leonard Ansell at 156 Eyre Street, Sheffield and for that purpose to enter into an agreement with the said Hedley Vernon Atkin and Leonard Ansell in the terms of a draft preliminary agreement, a copy of which has been signed for identification by two of the subscribers of this Memorandum with or without modification of such terms.
 - (b) To carry on the business of furniture manufacturers and upholsterers, ironmongers and general merchants and manufacturers of household requisites; also the business of carpenters, blacksmiths, plumbers, glaziers, painters, decorators and general merchants and traders (manufacturing or otherwise) factors or agents.
- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns.

The name of the Company was on the 13th August, 1976, changed from Atkin Ansell & Co. Limited to Buoyant (Sheffield) Ltd 13 August 1976, and on 20th July 1979 changed from Buoyant (Sheffield) Ltd to Contessa Upholstery Limited.



patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.

- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property, and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.

- (13) To establish or promote any company for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 45 of the Companies Act, 1929, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

15 The Share Capital of the Company is £1,000, divided into 1000 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Clause 3 of Table A in the First Schedule to the Companies Act, 1929.

Notes:

- 1) By Ordinary Resolution passed on 30th September 1946 the nominal share capital of the Company was increased from £1,000 to £15,000 by creation of 14,000 additional shares of £1 each.
- 2) By Ordinary Resolution passed on 29th January 1965 the nominal share capital of the Company was increased from £15,000 to £75,000 by creation of 60,000 additional shares of £1 each.
- 3) By Special Resolution passed on 12th January 1972 each of the unissued 13,344 shares of £1 were sub-divided into and designated 20 Ordinary Shares of 5p each and each of the issued 61,656 shares of £1 were converted into 1 Deferred Ordinary Share of £1.
- 4) By Special Resolution passed on 24th January 1972 every 20 of the issued and unissued 266,880 Ordinary Shares of 5p each were consolidated into 1 Ordinary Share of £1 and each of the 61,656 Deferred Ordinary Shares of £1 was converted into 1 Ordinary Share of £1.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
HEDLEY VERNON ATKIN 19 Hodgson Street, Sheffield, Manufacturing Upholsterer.	ONE
LEONARD ANSELL 182 Broomspring Lane, Sheffield, Manufacturing Upholsterer.	ONE

DATED this 10th day of March 1933.

WITNESS to the above Signatures :-

Fredk. J. Slater F.L.A.A.,
Certified Accountant,
Wentworth Chambers,
Sheffield.

INDISTINCT ORIGINAL

273919

127



THE COMPANIES ACTS 1948 to 1976

SPECIAL RESOLUTION OF

CONTESSA UPHOLSTERY LIMITED

At an Extraordinary General Meeting of the above company duly convened and held at Wellhouse Road, Barnoldswick, Colne, Lancs on 12 January 1982 the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

That with the consent of the Department of Trade the name of the Company be changed to "A.B.F. LIMITED."

S. J. Hyde (S. J. HYDE)

CHAIRMAN

Birdays

284409

② 12/1/80



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 273919
128

I hereby certify that

CONTESSA UPHOLSTERY LIMITED

having by special resolution and with the approval of the
Secretary of State changed its name, is now incorporated
under the name of

A.B.F. LIMITED

Given under my hand at Cardiff the 1ST FEBRUARY 1982

A handwritten signature in ink, appearing to read 'E. Wilson'.

Assistant Registrar of Companies

273919

131

THE COMPANIES ACTS 1948-81
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
OF
CONTESSA UPHOLSTERY LIMITED
(passed 25 January 1982)

At an Extraordinary General Meeting of the above-named Company duly convened and held at the Registered Office, Wellhouse Road Barnoldswick, Colne, Lancs. the following resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be and the same is hereby amended by the addition immediately after sub-clause (1) of Clause 3 thereof of the following new sub-clause (2), the following sub-clauses being appropriately renumbered:-

- "(2) (a) To carry on business as manufacturers, importers and exporters factors and agents for the sale of and wholesale and retail dealers in bedding, furniture glassware, chinaware, carpets, linoleum and all other floor coverings, mattresses, curtains, upholstery, and every kind of bedding, furniture, furnishings fittings and articles for use or ornament in the home, office, shop or other premises, and to provide services for the installation of any of the foregoing.
- (b) To carry on business as workers of and dealers in any and all materials used in the manufacture of any of the articles mentioned in (a) above.
- (c) To carry on the business of manufacturers, producers, refiners, developers and dealers in all kinds of metals, materials, minerals, chemicals and other substances and products, whether natural or artificial.
- (d) To carry on business as upholsterers, ironmongers and manufacturers of and dealers in household requisites, and as carpenters, blacksmiths, plumbers, glaziers, painters, decorators, mechanical electrical and general engineers, manufacturers of and dealers in all kinds of electrical and other household appliances, and general merchants and traders (manufacturing or otherwise) factors and agents.



- (e) To carry on business as manufacturers of, and dealers in, leather, cloth, cotton, wadding, down, feathers and feather goods, linen silk and textiles and fabrics generally, whether natural or artificial, tapestry, needlework, neckwear, ties, scarves, veils, tinsel and tinsel fabrics and threads, and all articles of wearing attire or personal use or ornament.
- (f) To carry on business as drapers and hosiers, fashion artists, dress agents, tailors, dressmakers, clothiers, milliners, hatters, glovers, boot and shoe manufacturers, rug and mat manufacturers, feather and down purifiers and manufacturers, embroiderers, hemstitchers, plaiters, knitters, lace makers, costumiers, furriers, pelmet makers, stencillers, painters, dyers, cleaners, and renovators, men's, women's children's and school outfitters, naval, military, colonial, tropical and other outfitters.
- (g) To carry on the business of dealers, factors and merchants of rags, paper stock, iron, steel and/or other metals and also of shoddy and mungo manufacturers, factors and merchants, scribblers, spinners and manufacturers, factors and merchants of yarns, worsteds and woollen cloths in all its branches.
- (h) To carry on business as timber merchants, lumbermen, agents, brokers, sawmill proprietors, timber growers, exporters and importers of timber, forest owners, forest planters, wood sawyers, wood workers, barrel makers, box makers and dealers in barrels and boxes and their components parts whether made wholly or partly of wood or not, and to purchase, lease, clear, plant and work timber forests and estates and to purchase options over the same and to buy, sell, grow, prepare for market, manipulate, import, export, treat, preserve and deal in timber and wood of all kinds and their by-products and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used, and to deal in plaster board, wall-board, and other fabrics whether made wholly or partly of wood or not, used in the construction of houses and buildings of all kinds."

S. J. Hyde
S. J. Hyde
CHAIRMAN

Certified to be a true extract from the minutes of an
Extraordinary General Meeting of the Company held at the
date aforesaid.

..... *[Signature]* Secretary

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THE COMPANIES ACTS 1948-81
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
CONTESSA UPHOLSTERY LIMITED
(passed 29 January 1982)

At an Extraordinary General Meeting of the above-named Company duly convened and held at the Registered Office, Wellhouse Road, Barnoldswick, Colne, Lancs, the following resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

THAT Clause 3 of the Memorandum of Association of the Company be and the same is hereby amended as follows:-

- (1) By adding sub-paragraphs (i) (j) and (k) to paragraph (2) thereof (added by Special Resolution passed on 25 January 1982) as follows:-

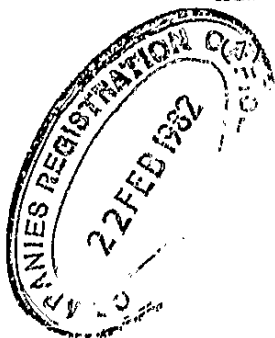
"(i) To carry on the business of Hirers Lessors of and Financiers, Consultants and Concessionaires for the promotion of the hiring and letting of plant, machinery and goods of every description.

(j) To carry on all or any of the businesses of Hire Purchase Financiers and Hire Purchase Consultants, Concessionaires, Merchants, Financiers for the promotion of the sale for cash or on credit, or on the instalment plan or by hire purchase, credit-sale agreement or easy payment system or otherwise of goods, wares and merchandise of every description.

(k) To lend and advance money to, or negotiate loans on behalf of or provide credit facilities for, any persons, firms or ... companies, for such purposes and on such terms as may seem expedient."

- (2) By deleting paragraph (7) (formerly (6)) and substituting the following new paragraph (7):-

"To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit and to enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or otherwise and in particular, but without limiting the generality of the foregoing, to guarantee the payment of any monies secured by or payable under or in respect of any shares, debentures, charges contracts or securities or obligations of any kind of any person, firm, authority or company, British or foreign, including in particular, but without limiting the generality of the foregoing, any company which is (within the meaning of Section 154 of the Companies Act 1948 or any statutory re-enactment or modification thereof for



the time being in force) in relation to the Company a subsidiary or a holding company or a subsidiary of any such holding company, to enter into any arrangement with a joint account with any person firm or company, and for any of such purposes to mortgage or charge the undertaking and all or any part of the property and rights of the Company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations."

(3) By adding at the end of the said Clause 3 the following words:-

"And it is hereby declared that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company".

Alcl.

CHAIRMAN

Certified to be a true extract from the minutes of an Extraordinary General Meeting of the Company held at the date aforesaid.

.....*Indy*.....Secretary

C. No. 273919.

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THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

A.B.F. LIMITED

(passed 15th MARCH 1982)

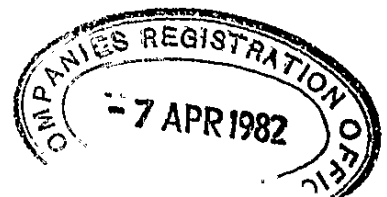
AT an Extraordinary General Meeting of the above named Company, duly convened and held at Wellhouse Road, Barnoldswick, Colne, Lancs on the 15th day of March 1982 the following resolutions were duly passed as SPECIAL RESOLUTIONS.

SPECIAL RESOLUTIONS

1. THAT the Memorandum of Association of the Company be and the same is hereby amended by:-
 - (A) by deleting sub-clause (21) (formerly 20) of Clause 3 thereof in its entirety and by renumbering sub-clauses (22) to (24) inclusive as numbers (21) to (23) inclusive and
 - (B) by deleting from Clause 5 thereof the words "Clause 3 of Table A in the first Schedule to the Companies Act 1929" and substituting the words "Clause 4 of Table A in the first Schedule of the Companies Act 1948 (as amended by the Companies Act 1980)"
2. THAT the regulations produced to the meeting and signed for the purposes of identification by the Chairman thereof be and the same are hereby adopted as the Articles of Association of the Company to the complete exclusion of the existing Articles of Association.

Tom Clarke

CHAIRMAN



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

of

A.B.F. LIMITED

(Adopted by Special Resolution passed on 15th March 1982)

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1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company and the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended by the Companies Acts 1967, 1976, 1980 and 1981) (hereinafter called 'Table A') shall apply save in so far as they are varied or excluded by or are inconsistent with these regulations.
 2. Regulations 75, 77 and 88 to 97 (inclusive) and 106 in Part I of Table A shall not apply to the Company.
 3. The authorised share capital of the Company is £75,000 divided into 75,000 Shares of £1 each.
 4. Section 17 of the Companies Act 1980 shall not apply to the Company.
 5. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.
 6. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than two in number.
 7. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.
- LC

8. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respect to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Clause shall be effected in writing under the hand of the Director making the same.
9. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.
10. The office of a Director shall be vacated if the Director:-
 - (a) ceases to be a Director by virtue of section 185 of the Act which shall apply to the Company save that for the purposes of these Articles the words "sixty five" shall be substituted for the word "seventy" in sub-sections (1) and (2) of the said section 185; or
 - (b) becomes bankrupt or makes any arrangements or composition with his creditors generally; or
 - (c) becomes prohibited from being a Director by reason of any order made under section 188 of the Act; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Company; or
 - (f) shall for more than six months have been absent without permission of the Directors from meeting of the Directors held during that period.
11. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

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12. A member or members holding a majority in nominal value of the issued shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal or revocation shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company, signed by one of its Directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.
13. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.
14. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration and paragraph (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.
15. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.

Tom Clarke

Company No. 273919

134

THE COMPANIES ACT 1929
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

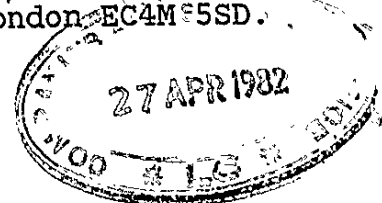
ARTICLES OF ASSOCIATION

OF

A.B.F. LIMITED
(as altered and in force on 15th March 1982)

Incorporated 15th March 1933

Herbert Smith & Co.,
Watling House,
35/37 Cannon Street,
London EC4M 5SD.



Company No. 273919

THE COMPANIES ACT 1929

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

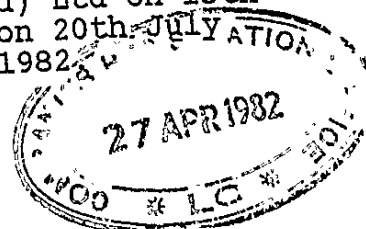
of

A.B.F. LIMITED

(As amended by Special Resolutions passed on
12th 25th and 29th January and 15th March 1982)

1. The name of the Company is "A.B.F. LIMIED".*
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) (a) To acquire and carry on in particular the business of Furniture Manufacturers and Upholsterers heretofore carried on by Hedley Vernon Atkin and Leonard Ansell at 156 Eyre Street, Sheffield and for that purpose to enter into an agreement with the said Hedley Vernon Atkin and Leonard Ansell in the terms of a draft preliminary agreement, a copy of which has been signed for identification by two of the subscribers of this Memorandum with or without modification of such terms.
 - (b) To carry on the business of furniture manufacturers and upholsterers, ironmongers

*The name of the Company was originally Atkin Ansell & Co. Limited and was changed to Buoyant (Sheffield) Ltd on 13th August 1976, to Contessa Upholstery Limited on 20th July 1979, and to A.B.F. Limited on 1st February 1982.



and general merchants and manufacturers of household requisites; also the business of carpenters, blacksmiths, plumbers, glaziers, painters, decorators and general merchants and traders (manufacturing or otherwise) factors or agents.

- (2) (a) To carry on business as manufacturers, importers and exporters factors and agents for the sale of and wholesale and retail dealers in bedding, furniture, glassware, chinaware, carpets, linoleum and all other floor coverings, mattresses, curtains, upholstery, and every kind of bedding, furniture, furnishings, fittings and articles for use or ornament in the home, office, shop or other premises, and to provide services for the installation of any of the foregoing.
- (b) To carry on business as workers of and dealers in any and all materials used in the manufacture of any of the articles mentioned in (a) above.
- (c) To carry on the business of manufacturers, producers, refiners, developers and dealers in all kinds of metals, materials, minerals, chemicals and other substances and products, whether natural or artificial.
- (d) To carry on business as upholsterers, ironmongers and manufacturers of and dealers in household requisites, and as carpenters, blacksmiths, plumbers, glaziers, painters, decorators, mechanical electrical and general engineers, manufacturers of and dealers in all kinds of electrical and other household appliances, and general merchants and traders (manufacturing or otherwise) factors and agents.
- (e) To carry on business as manufacturers of, and dealers in, leather, cloth, cotton, wadding, down, feathers and feather goods, linen, silk and textiles and fabrics generally, whether natural or artificial, tapestry, needlework, neckwear, ties, scarves, veils, tinsel and tinsel fabrics and threads, and all articles of wearing attire or personal use or ornament.
- (f) To carry on business as drapers and hosiers, fashion artists, dress agents, tailors, dressmakers, clothiers, milliners, hatters, glovers, boot and shoe manufacturers, rug and mat manufacturers, feather and down purifiers and manufacturers, embroiderers,

hemstitchers, plaiters, knitters, lace makers, costumiers, furriers, pelmet makers, stencillers, painters, dyers, cleaners, and renovators, men's, women's, children's and school outfitters, navel, military, colonial, tropical and other outfitters.

- (g) To carry on the business of dealers, factors and merchants of rags, paper stock, iron, steel and/or other metals and also of shoddy and mungo manufacturers, factors and merchants, scribblers, spinners and manufacturers, factors and merchants of yarns, worsteds and woollen cloths in all its branches.
- (h) To carry on business as timber merchants, lumbermen, agents, brokers, sawmill proprietors, timber growers, exporters and importers of timber, forest owners, forest planters, wood sawyers, wood workers, barrel makers, box makers and dealers in barrels and boxes and their components parts whether made wholly or partly of wood or not, and to purchase, lease, clear, plant and work timber forests and estates and to purchase options over the same and to buy, sell, grow, prepare for market, manipulate, import, export, treat, preserve and deal in timber and wood of all kinds and their by-products and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used, and to deal in plaster board, wall-board, and other fabrics whether made wholly or partly of wood or not, used in the construction of houses and buildings of all kinds.
- (i) To carry on business of Hirers Lessors of and Financiers, Consultants and Concessionaires for the promotion of the hiring and letting of plant, machinery and goods of every description.
- (j) To carry on all or any of the businesses of Hire Purchase Financiers and Hire Purchase Consultants, Concessionaires, Merchants, Financiers for the promotion of the sale for cash or on credit, or on the instalment plan or by hire purchase, credit-sale agreement or easy payment system or otherwise of goods, wares and merchandise of every description.
- (k) To lend and advance money to, or negotiate loans on behalf of, or provide credit facilities for, any persons, firms or companies, for such purposes and on such terms as may seem expedient.

- (3) To carry on or acquire and businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (4) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (5) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (6) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (7) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit and to enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or otherwise and in particular, but without limiting the generality of the foregoing, to guarantee the payment of any monies secured by or payable under or in respect of any shares, debentures, charges, contracts, or securities or obligations of any kind of any person, firm, authority or company, British or foreign, including in particular, but without limiting the generality of the foregoing, any company which is (within the meaning of Section 154 of the Companies Act 1948 or any statutory re-enactment or modification thereof for the time being in force) in relation to the Company a subsidiary or a holding company or a subsidiary of any such holding company, to enter into any arrangement for a joint account with any person firm or company, and for any of such purposes to mortgage or charge the undertaking and all of any part of the property and rights of the Company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

- (8) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (9) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (10) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes, or other negotiable instruments.
- (11) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (12) To pay all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (13) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (14) To establish or promote any company for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (15) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (16) To amalgamate with any company having objects similar to those of this Company.
- (17) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.

- (18) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (19) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (20) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (21) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (22) To distribute any of the property of the Company among its Members in specie.
- (23) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

*5. The Share Capital of the Company is £1,000, divided into 1,000 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Clause 4 of Table A in the First Schedule to the Companies Act, 1980.

*Note:-

- 1) By Ordinary Resolution passed on 30th September 1946 the nominal share capital of the Company was increased from £1,000 to £15,000 by creation of 14,000 additional shares of £1 each.

- 2) By Ordinary Resolution passed on 29th January 1965 the nominal share capital of the Company was increased from £15,000 to £75,000 by creation of 60,000 additional shares of £1 each.
- 3) By Special Resolution passed on 12th January 1972 each of the unissued 13,344 shares of £1 were sub-divided into and designated 20 Ordinary Shares of 5p each and each of the issued 61,656 shares of £1 were converted into 1 Deferred Ordinary Share of £1.
- 4) By Special Resolution passed on 24th January 1972 every 20 of the issued and unissued 266,880 Ordinary Shares of 5p each were consolidated into 1 Ordinary Share of £1 and each of the 61,656 Deferred Ordinary Shares of £1 was converted into 1 Ordinary Share of £1.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

HEDLEY VERNON ATKIN
19 Hodgson Street,
Sheffield,
Manufacturing Upholsterer.

ONE

LEONARD ANSELL
182 Broomspring Lane,
Sheffield,
Manufacturing Upholsterer.

ONE

DATED this 10th day of March 1933.

WITNESS to the above Signatures:-

Fredk. J. Slater F.L.A.A.,
Certified Accountant,
Wentworth Chambers,
Sheffield.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

of

A.B.F. LIMITED

(Adopted by Special Resolution passed on 15th March 1982)

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company and the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (as amended by the Companies Acts 1967, 1976, 1980 and 1981) (hereinafter called 'Table A') shall apply save in so far as they are varied or excluded by or are inconsistent with these regulations.
2. Regulations 75, 77 and 88 to 97 (inclusive) and 106 in Part I of Table A shall not apply to the Company.
3. The authorised share capital of the Company is £75,000 divided into 75,000 Shares of £1 each.
4. Section 17 of the Companies Act 1980 shall not apply to the Company.
5. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.
6. Unless and until otherwise determined by the Company in General Meeting the Directors shall not be less than two in number.
7. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

8. Each Director shall have the power from time to time to appoint with the approval of the Board of Directors (such approval not to be unreasonably withheld) any person to act as alternate Director in his place at all meetings, in all proceedings in which, and on all occasions when he shall not himself act, and on such appointment being made the alternate Director shall except as to remuneration be subject in all respect to the terms and conditions existing with reference to the other Directors of the Company. An alternate Director shall be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be an agent of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of an alternate Director so appointed. An alternate Director shall ipso facto vacate office if and when the Director so nominating him vacates office as a Director or removes the nominee from office. Every such nomination and removal under this Clause shall be effected in writing under the hand of the Director making the same.
9. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.
10. The office of a Director shall be vacated if the Director:-
 - (a) ceases to be a Director by virtue of section 185 of the Act which shall apply to the Company save that for the purposes of these Articles the words "sixty five" shall be substituted for the word "seventy" in sub-sections (1) and (2) of the said section 185; or
 - (b) becomes bankrupt or makes any arrangements or composition with his creditors generally; or
 - (c) becomes prohibited from being a Director by reason of any order made under section 188 of the Act; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Company; or
 - (f) shall for more than six months have been absent without permission of the Directors from meeting of the Directors held during that period.
11. The proviso to Regulation 79 in Part I of Table A shall not apply to the Company.

12. A member or members holding a majority in nominal value of the issued shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal or revocation shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company, signed by one of its Directors on its behalf, and shall take effect upon lodgement at the registered office of the Company.
13. The words "and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose" at the end of Regulation 86 in Part I of Table A shall not apply to the Company.
14. A Director (including an alternate Director) who has duly declared his interest therein may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum when any such contract or arrangement is under consideration and paragraph (2) and (4) of Regulation 84 in Part I of Table A shall not apply to the Company.
15. A resolution in writing signed by all the Directors (other than a Director for the time being absent from the United Kingdom and not represented by an alternate Director) shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors, but so that the expression "Director" in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.

THE COMPANIES ACTS 1985-1989

PRIVATE COMPANY
LIMITED BY SHARES

ELECTIVE RESOLUTIONS
OF
A B F LIMITED

At the Annual General Meeting of the above name Company duly convened and held at Silentnight House, Salterforth Colne, Lancashire on the 19th day of December 1991 the following resolutions were duly passed as Elective Resolutions:

ELECTIVE RESOLUTION (1)

THAT pursuant to the provisions of Section 366A Companies Act 1985, the Company hereby elects to dispense with the obligation to hold an annual general meeting as otherwise required by section 366 Companies Act 1985.

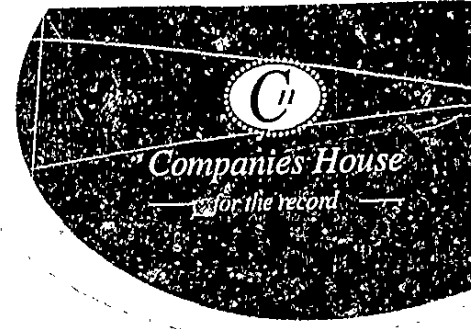
ELECTIVE RESOLUTION (2)

THAT pursuant to the provisions of Section 252 Companies Act 1985, the Company hereby elects to dispense with the obligation to lay accounts and reports before the general meeting as otherwise required by Section 241 Companies Act 1985.

ELECTIVE RESOLUTION (3)

THAT pursuant to the provisions of Section 386 Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint auditors annually as otherwise required by Section 384 Companies Act 1985.


.....
Chairman



NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company, contain some documents, which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause

