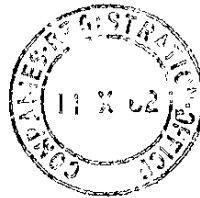


738837



THE COMPANIES ACT, 1948



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

DAVID LESLIE JEWELLERS (OXFORD STREET)

LIMITED

Represented by

Jacobs, Igra & Co.,

128/134, Baker Street,

LONDON, W.1.

I, DAVID ISAAC HARRIS,

of 13, WESTSIDE, HENDON, LONDON, N.W.4.

MANUFACTURING JEWELLER

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am ("A person"
named in the Articles of Association as Secretary

of DAVID LESLIE JEWELLERS (OXFORD STREET) Limited,

And that all the requirements of the Companies Act, 1948, 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 98 Stcelun farden
Holburn in the County
of Lincoln
the 9th day of October
one thousand nine hundred and sixty-
two

D. I. Harris
11/7/62

Before me,

Robert Harris

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

Number of }
Company }

738837/2

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

OF

DAVID LESLIE JEWELLERS (OXFORD STREET)
LIMITED



Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

THE NOMINAL CAPITAL of the above named Company is £100.

Signature

J. D. H.

Description

DIRECTOR

Dated the 9th day of October 1962

NOTES —The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Jacobs, Igra & Co.,

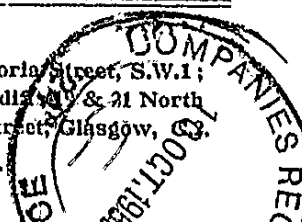
128/134, Baker Street,

LONDON, W.1.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

22 Chaucery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, 4; & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, 3.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.





738837/3

The Companies Act, 1948

25 OCT 1948



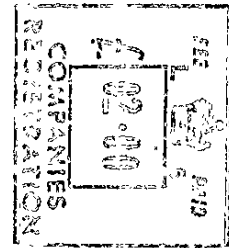
COMPANY LIMITED BY SHARES

Memorandum of Association

OF

DAVID LESLIE JEWELLERS (OXFORD STREET)

Limited.



1. The name of the Company is:— " DAVID LESLIE JEWELLERS (OXFORD STREET) LIMITED."

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

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

- (A) To carry on business as jewellers, gold and silversmiths, dealers in china, curiosities, articles of vertu, coins, medals, bullion and precious stones, and as manufacturers of and dealers in jewellery, gold and silver plate, plated articles, watches, clocks, chronometers, optical and scientific instruments and appliances of every description, leather and fancy goods, toilet preparations, wireless and television sets, plastic goods of all descriptions, musical instruments, furniture and office equipment, men's, women's and children's clothing of all kinds, household goods, toys and novelties, and as commission agents and general merchants.



- (B) To carry on any other trade or business whatsoever which can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid or in lieu thereof or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (C) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire, and/or deal with any freehold, leasehold or other property, chattels and effects, whether real or personal or immovable or movable, or any interest therein; to erect, pull down, repair, alter, develop or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business, whether or not on the Company's property.
- (D) To purchase or otherwise acquire all or any part of the business or assets of any person, firm, or company, carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of property suitable to the purposes of the Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of the Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.
- (E) To apply for, purchase or otherwise acquire any copyrights, patents, licences, concessions, secret processes or inventions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.

- (F) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other Company.
- (G) To invest and deal with the moneys of the Company in or upon such securities and subject to such conditions as may seem expedient, or otherwise to invest or deal with money in any manner which the Company shall think fit.
- (H) To lend money to such persons, upon such terms and/or security and subject to such conditions as may seem desirable.
- (I) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm, or company, carrying on a business having objects similar or complementary to those of the Company or any of them.
- (J) To borrow or raise money in such manner as the Company shall think fit, and in particular, by the issue of debentures or debenture stock charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (K) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.

- (L) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in or obligations of any other company or corporation.
- (M) To remunerate any person, firm or company for services rendered or to be rendered in issuing, placing or assisting to place 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 and to pay all or any of the expenses of such formation, issue, placing or assisting to place such shares, debentures, debenture stock or securities and to admit any person, firm or company to participate in the profits of the Company.
- (N) To pay for any property, rights or interests acquired by the Company either in cash (whether by instalments or otherwise) or in fully or partly paid up shares, or in securities of the Company, or partly in one way and partly in another, and to accept payment for any property, rights or interests sold or otherwise disposed of by the Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and whether payment is being made or accepted, on such terms generally as the Company shall think fit.
- (O) To pay out of the funds of the Company all or any of the costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures, including brokerage and commission.

- (P) To promote or aid in the promotion of any company or companies 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 advance the interests of the Company.
- (Q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company or the dependents or the connections of such persons and to grant pensions or allowances to any such persons, and to assist any charitable or benevolent object.
- (R) To distribute any property of the Company in specie among the members in accordance with their rights.
- (S) To do all or any of the above things in any part of the world as principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others, or through or by means of agents, brokers, sub-contractors, trustees or otherwise.
- (T) To do all such other things as are in the opinion of the Company incidental or conducive to the attainment of the above objects or any of them.

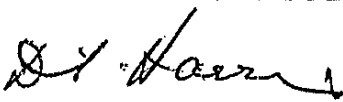
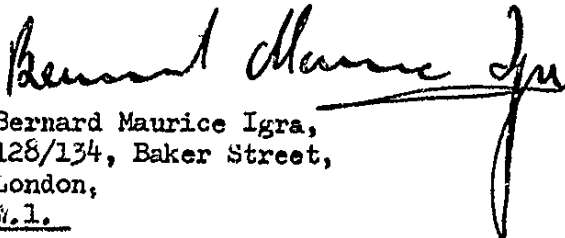
It is declared that the foregoing sub-clauses shall be construed independently of and distinct from each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £100 divided into 100
Shares of £1 each.

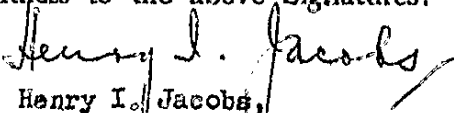
The Company has power from time to time to increase or reduce its capital and to consolidate or subdivide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of dividend, voting or other matters and/or conditions as to capital, or any other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions and with any such right or without any right of voting, and generally on such terms as the Company may from time to time determine, but so that any preferential or special rights or privileges, whether qualified or not, attached to issued shares shall not be affected or interfered with except in manner provided in Clause 4 of Part I of Table A in the first Schedule to the Companies Act, 1948.

We, the several persons whose names, addresses and descriptions 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.

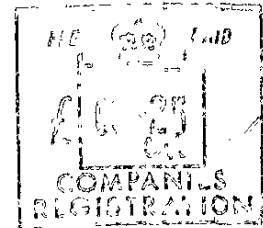
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each subscriber.
 David Isaac Harris, 13, Westside, Hendon, London, <u>N.W.4.</u> <u>Manufacturing Jeweller</u>	ONE (one)
 Bernard Maurice Igra, 128/134, Baker Street, London, <u>W.1.</u> <u>Certified Accountant</u>	One

Dated the 9th day of October 1962.

Witness to the above Signatures:—


 Henry I. Jacobs,
 128/134, Baker Street,
 London, W.1.

Chartered Accountant



738837

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

Articles of Association

OF

DAVID LESLIE JEWELLERS (OXFORD STREET)

Limited.

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A") shall apply to the Company.
2. Clauses 24, 53, 75, 79, 84 (2), 88 and 99 of Part I, of Table A, shall not apply to the Company, Clause 11 of Table A, Part I, shall be varied by omitting therefrom the words "other than fully paid shares," but the Articles hereinafter contained and the remaining clauses of Table A, Part I, which are incorporated in Table A, Part II, together with Clauses 2 to 6 (inclusive) of Table A, Part II, shall constitute the regulations of the Company.
3. The Company is a private company within the meaning of Section 28 of the Companies Act, 1948.

SHARES.

4. The shares shall be at the disposal of the Directors who may allot and issue them in all respects as they may think fit, but subject always to the provisions of Clause 2 of Part II of Table A and so that no shares may be issued at a discount except as provided by Section 57 of the Companies Act, 1948. Subject to Clause 6 of Part I of Table A the Company may pay a commission 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, but the commission may not exceed ten per cent. of the price at which the shares are issued. Commission may be paid in cash or in fully or partly paid up shares in the Company or by both of these methods.

5. Subject to Clause 7 of Part I of Table A the Company shall except as by these Articles otherwise provided be entitled to treat the registered holder of any share as the absolute owner thereof and shall be under no obligation to recognise any interest equity or trust in or affecting any share other than the absolute right thereto of the registered holder.

DIRECTORS

6. Until the Company in General Meeting shall otherwise determine, the number of the Directors shall not be more than five nor less than one. The names of the first Directors shall be determined in writing by the subscribers to the Memorandum of Association or a majority of them.

7. The office of a Director shall be vacated:—

- (a) If he becomes bankrupt, or compounds with his creditors.
- (b) If he becomes prohibited from being a Director by reason of any order made under either of Sections 188 and 332 of the Companies Act, 1948.
- (c) If he is found lunatic, or becomes of unsound mind.
- (d) If he resigns his office by notice in writing to the Company, the same being duly minuted at the next meeting of the Board of Directors and shall take effect from that time.
- (e) If he is removed from office by a resolution duly passed under Section 184 of the Act.

8. The Directors may from time to time borrow or raise for the purposes of the Company (otherwise than by the issue of share capital) such sum or sums as they in their discretion deem desirable and advantageous to the Company and may secure the repayment of such sum or sums in such manner and on such terms as they think fit.

9. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be one .

10. Subject to the provisions of Section 199 of the Act, a Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the Directors at which such contract or arrangement is considered.

SECRETARY.

11. Subject to the provisions of Clauses 110 and 111 of Part 1 of Table A, the first Secretary of the Company shall be:—
David Isaac Harris . In the event of the office of the Secretary being at any time vacant or if the Secretary shall be at any time or for any reason incapable of acting as such, the duties of the Secretary shall be performed by such person as shall be designated by the Directors as Assistant or Deputy Secretary or by any officer of the Company authorised generally or specially in that behalf by the Directors.

Names, Addresses and Descriptions of Subscribers.

D. I. Harris one (ONE)

David Isaac Harris,
13, Westside,
Hendon,
London,
N.W.4.

Manufacturing Jeweller

Bernard Maurice Igra

Bernard Maurice Igra,
128/134, Baker Street,
London,
W.1.

Certified Accountant

Dated the 9th day of *October* 1962.

Witness to the above Signatures:—

Henry I. Jacobs

Henry I. Jacobs,
128/134, Baker Street,
London, W.1.

Chartered Accountant

DUPLICATE FOR THE FILE

No. 738837



Certificate of Incorporation

I Hereby Certify, that

DAVID LESLIE JEWELLERS (OXFORD STREET) LIMITED

is this day Incorporated under the Companies Act, 1948, and that the
Company is Limited.

Given under my hand at London this **Twenty-fifth** day of
October One Thousand Nine Hundred and Sixtytwo.

L. W. Whitfield.

Assistant Registrar of Companies.

Certificate
received by }

Date *25/10/62*