

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* Vivienne Westwood Limited.

I, ASHOK KUMAR

of 26 Bessborough Road

Harrow

* Middlesex HA1 3DL

* insert full
name of Company

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~(Solicitor engaged in the formation of the company)~~
[person named as ~~XXXXXX~~ secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 51 Worcester Crescent

Woodford Green

Essex IG8 0LX

Declarant to sign below

the 01st day of January

One thousand nine hundred and

before me

A. M. PATEL

~~XXXXXX~~ ~~Solicitor~~ ~~having the powers conferred on a~~
~~Commissioner for Oaths.~~



Tel: 01-423 2368

Presenter's name address and
reference (if any):

Bhardwaj Corporate Services Ltd
26 Bessborough Road
Harrow
Middlesex HA1 3DL

For official Use

New Companies Section

Post room





COMPANIES HOUSE

10

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

CN

2682271

For official use



Vivienne Westwood Limited

Registered office of the company on
incorporation.

RO

26 Bessborough Road

Post town Harrow

County/Region Middlesex

Postcode HA1 3DL

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

X

Name Bhardwaj Corporate Services Ltd.

RA

26 Bessborough Road

Post town Harrow

County/Region Middlesex

Postcode HA1 3DL

Number of continuation sheets attached

0

To whom should Companies House
direct any enquiries about the
information shown in this form?

Bhardwaj Corporate Services Ltd.

26 Bessborough Road, Harrow,

Middlesex

Postcode HA1 3DL

Telephone 081 423 2368

Extension

Company Secretary (See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature**CS** MR

ASHOK

KUMAR

N/A

N/A

N/A

AD

26 Bessborough Road

Post town Harrow

County/Region Middlesex

Postcode HA1 3DL

Country U.K.

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

Signed

Date

21.1.92

CD Limited Company

N/A

BJ Registrars Limited

N/A

N/A

N/A

AD

26 Bessborough Road

Post town Harrow

County/Region Middlesex

Postcode HA1 3DL

Country U.K.

DO 017 017 819Nationality **NA** U.K. Company**OC** Nominee Company**OD** None

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

Signed

Date

21.1.92

(See notes 1 - 5)

***Style/Title**

Surname

*Honours etc

Previous forenāmes

Previous surname

AD

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Post town

County/Region

Postcode

Country

Date of birth

DO

Nationality

NA

Business occupation

OC

Other directorships

OD

* Voluntary details

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

Consent signature

Signed

Date _____

Delote if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date _____

21.1.92

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

~~Signed~~

Date _____

2682271

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION OF

Vivienne Westwood Limited.

A. The company's name is Vivienne Westwood Limited

B. The company's registered office is to be situated in England and Wales.

C. The company's objects are:-

- 1(a) To carry on, in conjunction with each other or as a separate and distinct undertakings, all or any of the following businesses: manufacturers, imports, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials; warehousemen; storage contractors, shipping and forwarding agents; manufacturers of and dealers in all types of equipment and machinery; dealers in property and estates; property developers and investors, property managers; to offer services of accountant, book-keeper or secretary; estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders; scaffolders; contractors, sign makers; heating and ventilation engineers and contractors; refrigeration engineers, specialists and contractors; decorators; painters; bricklayers, carpenters; shuttering manufacturers and erectors; joiners, public works contractors; plasterers, plumbers, electricians, shop front fitters; carpet dealers and layers; builders and decorators' merchants; civil, mechanical, constructional, agricultural consulting, heating, electrical and general engineers; architects; welders, sheet metal workers; double glazing and window consultants; blacksmiths,

64414

motor engineers; garage proprietors; car dealers; car hire service, taxi proprietors and operators; travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors; general engineers; tool makers; booking agents for, and managers of, theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all their branches; proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers; fishmongers and poultry merchants; dealers in health foods; farmers; florists, horticulturists; bakers; confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds, antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers, radio television and electrical retailers, dealers and repairers, toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment, film producers and distributors; footwear manufacturers, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers; manufacturing and retail chemists; medical supplies; printers publishers, stationers, advertising and publicity agents; public relation specialists, consultants, business transfer agents and employment agents; hire purchase and leasing operators; computer operators, programmers and dealers; video dealers, market research specialists; business advisers, mail order specialists; dyers and cleaners; dry cleaners, proprietors of launderettes, excavation and demolition contractors; locksmiths, security advisers, plant hirers, scrap iron and waste merchants and commodity traders and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.

- (b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property or further its objects or any of them.

2. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause 1 hereof.

3. To purchase or otherwise acquire, subscribe for or underwrite or guarantee the subscription of, hold and deal in, whether on its own account or for any other person, any shares, debentures, stocks, bonds, script or other securities issued by any company

or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place.

4. To purchase, take on lease, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind which may be necessary for, or may enhance the value of any other property of the Company.

5. To maintain, alter, enlarge, or replace any buildings of any kind whatsoever, and to clear sites for the same, and to work, manage, and control the same or join with others in so doing.

6. To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company and to give or accept, by way of consideration for any of the acts aforesaid or property acquired, any Shares, Debenture, Debenture Stock, or Securities so received.

7. To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

8. To manage, cultivate, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

9. To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee the payment of any sums of money or the performance of any obligation by any Company, firm or person including any holding company, subsidiary or fellow subsidiary company in any manner.

10. 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, and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

11. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

12. To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

13. To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

14. To act as agents or brokers and as trustees for any person, firm, company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

15. To subscribe for, purchase or otherwise acquire and hold Shares or other interests in Securities of an other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

16. To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or Securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

17. To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a

subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives, and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

18. To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any businesses which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly benefit the Company.

19. To promote any other company for the purpose of acquiring the whole or any part of the businesses or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or enhance the value of any property or business of this Company, and to place or guarantee the placing, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

20. To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

21. To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

22. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stocks, or other Securities of this Company.

23. To procure the Company to be registered or recognised in any

part of the world.

24. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clause thereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.


D. The liability of the Members is limited.

E. The company's share capital is £10000 divided into 10000 shares of £1.00 each.

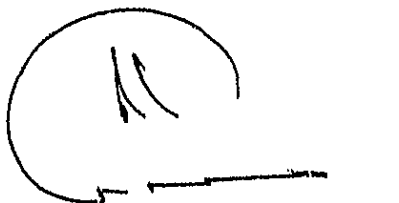
WE, the subscribers to this memorandum of association wish to be formed into a Company in pursuant to this memorandum ; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES
OF SUBSCRIBERS

Number of shares taken
by each subscriber


ASHOK KUMAR
26 Bessborough Road
Harrow Middlesex

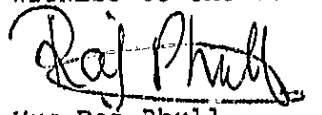
One


For and on behalf of
BJ Registrars Limited
26 Bessborough Road
Harrow, Middlesex

One

Dated : 21st January 1992

WITNESS to the above Signatures:


Mrs Raj Phull
26 Bessborough Road
Harrow, Middlesex

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

Vivienne Westwood Limited

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

2. Regulations 24, and 64 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A, shall constitute the regulations of the Company.

SHARE CAPITAL

3. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than one. If at any time and from time to time there shall be only one Director of the Company, such Director may act alone in exercising all the powers and authorities vested in the Directors.

4. Subject to the provisions of Articles 5 and 6 hereof, the Directors are authorised pursuant to Section 80 (1) of the Companies Act 1985 to allot shares up to the amount of the authorised but unissued share capital of the Company from time to time to such persons and upon such terms and in such manner as they think fit, provided that no shares shall be allotted at a discount.

5. The authority conferred upon the directors by Article 4 hereof shall expire five years from the date of incorporation of

the Company, unless previously revoked, varied or renewed by an Ordinary Resolution of the shareholders, but upon expiration of such authority, the Company may resolve by Ordinary Resolution to renew such authority subject to such conditions as the Company may impose.

6. The provisions of Sections 89 to 94 inclusive of the Companies Act 1985 shall apply to the Company, except insofar as such provisions may be excluded from time to time by Special Resolution of the shareholders.

TRANSFER OF SHARES

7. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

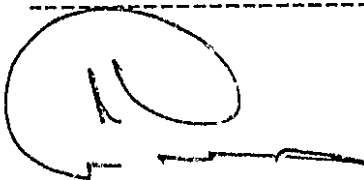
8. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

MISCELLANEOUS

9. In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

10. Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before the issue thereof.

NAMES AND ADDRESSES OF SUBSCRIBERS



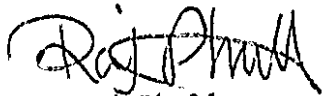
ASHOK KUMAR
26 Bessborough Road
Harrow, Middlesex



For and on behalf of
BJ Registrars Limited
26 Bessborough Road
Harrow, Middlesex

Dated : 21st January 1992

WITNESS to the above Signatures:



Mrs Raj Phull
26 Bessborough Road
Harrow, Middlesex

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

Vivienne Westwood Limited

INCORPORATED ON

COMPANY NUMBER :

AUTHORISED SHARE CAPITAL

£10000 DIVIDED INTO 10000 ORDINARY SHARES

OF £1.00 EACH

M R Shah & Co
Chartered Accountants
12 Batchworth Lane
Northwood
Middlesex
HA6 3AT

FILE COPY



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

No. 2682271

I hereby certify that

VIVIENNE WESTWOOD LIMITED

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

Given under my hand at the Companies Registration Office,
Cardiff the 29 JANUARY 1992

P. Bevan
P. BEVAN

an authorised officer