

**G**

COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**Please do not  
write in  
this margin

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

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

To the Registrar of Companies

For official use

For official use

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Name of company

* SCAPEMAIN LIMITED
------------------------

\* Insert full  
name of CompanyI, CLIFFORD DONALD WINGof REGIS HOUSE, 134 PERCIVAL ROAD, ENFIELD, MIDDLESEX.

do solemnly and sincerely declare that I am a person

† delete as  
appropriate

~~I~~ person named as ~~director~~ 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 AUSTIN HOUSE285-287 GRAY'S INN ROADLONDON WC1X 8QN

Declarant to sign below

the DATED THIS day of SEP 1992One thousand nine hundred and 92before me John M. M. M.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

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

REICHMANN & WING LTD.  
Regis House,  
134 Percival Road,  
Enfield,  
Middlesex EN1 1QU.

For official Use

New Companies Section

Post room

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COMPANIES HOUSE

10

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

This form should be completed in black.

CN

2754852

For official use

Company name (in full)

SCAPEMAIN LIMITED

Registered office of the company on  
incorporation.

RO

REGIS HOUSE

134 PERCIVAL ROAD

Post town ENFIELD

County/Region MIDDLESEX

Postcode EN1 1QU

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 REICHMANN & WING LIMITED

RA REGIS HOUSE

134 PERCIVAL ROAD

Post town ENFIELD

County/Region MIDDLESEX

Postcode EN1 1QU

Number of continuation sheets attached

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

REICHMANN & WING LIMITED

DX 36954 WINCHMORE HILL

Postcode

Telephone 081=363=7387

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**

**CS**  
CLIFFORD DONALD  
WING  
A.C.I.S., A.C.I.I  
AD 253 BURY STREET WEST  
Post town EDMONTON  
County/Region LONDON  
Postcode N9 9JN Country ENGLAND  
I consent to act as secretary of the company named on page 1

Signed



Date

- 1 SEP 1992

**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**

**CD**  
BONUSWORTH LIMITED  
AD REGIS HOUSE, 134 PERCIVAL ROAD  
Post town ENFIELD  
County/Region MIDDLESEX  
Postcode EN1 1QU Country ENGLAND  
DO N/A Nationality NA N/A  
OC N/A  
OD N/A

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

Signed



Date

- 1 SEP 1992

**Directors** (continued)

(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.

Date of birth  
Business occupation  
Other directorships

**\* Voluntary details**

**Consent signature**

<b>CD</b>	
<b>AD</b>	
Post town	
County/Region	
Postcode	Country
<b>DO</b>	Nationality <b>NA</b>
<b>OC</b>	
<b>OD</b>	
I consent to act as director of the company named on page 1	
Signed	Date

for Reichmann &amp; Wing Limited

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers Date - 1 SEP 1992

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

2754852

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

- of -

SCAPEMAIN LIMITED

1. The name of the Company is:-

"SCAPEMAIN LIMITED"

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

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

(a) To carry on all or any of the following businesses:- Representatives, agents, factors, distributors, importers, exporters, manufacturers and wholesale and retail dealers, for and on behalf of any individual, company, firm or other body or as principals, in and about every kind of marketable product, process, materials and services of whatever description and for these purposes to negotiate and handle contracts and agreements of all kinds, to act as representatives and agents of and for any individual, company, firm, association, authority, organisation or other body in any part of the world and for any purpose whatever, to tender for and to place contracts, investments and other rights, to act for and to provide all kinds of services, agencies and consultancies to all or any parties of prospective parties to any contract or other agreement, and to carry on business as advertising and publicity agents, sales promoters, marketing and market research specialists, direct selling and mail order specialists exhibition and display contractors and promoters, merchandising agents, warehousers, storers, packers, customs house brokers, shipping and forwarding agents, clearing agents, wharfingers, insurance brokers, carriers, hauliers and providers of all kinds of facilities in connection with or ancillary to any of the above businesses and all other businesses at the discretion of the Directors.

(b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise, and to act as agents for all purposes.

W. G. MANN & WING LIMITED  
100, 101, 102  
VINCINOTE HILL

41

504803

- (c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancilliary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

- (n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.




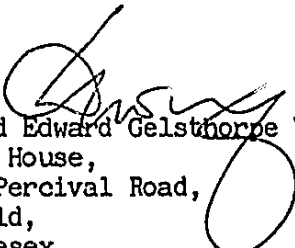
- (u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.
- (v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.
- (w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.
- (x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, 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.


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 to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

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

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
 Clifford Donald Wing, Regis House, 134, Percival Road, Enfield, Middlesex.  Company Registration Agent	One
 Donald Edward Gelsthorpe Wing, Regis House, 134, Percival Road, Enfield, Middlesex.  Company Registration Agent	One

WITNESS to the above Signatures:

  
Sheila Elizabeth Wing,  
Regis House,  
134, Percival Road,  
Enfield,  
Middlesex.

Company Registration Agent

# COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

- of -

SCAPEMAIN LIMITED

### PRELIMINARY

1. The Company is a private company, and the regulations contained or incorporated by reference in Table A in Statutory Instrument 805 of 1985, save in so far as they are hereinafter excluded or modified, shall be, together with these Articles, the regulations of the Company.

### SHARES

2. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the Directors are authorised to allot the shares in the capital of the Company for such consideration and upon such terms and at such times as the Directors may determine, but so that;

- (a) the maximum number of shares that may be allotted by the Directors shall be the total number of shares (including any created by an increase in the Capital) which, at the time when the allotment is made, have not already been allotted;
- (b) this authority shall expire on the fifth anniversary of the day preceding the date of incorporation of the Company, or on such other earlier date as the Company may in General Meeting properly resolve; provided always that this authority may be renewed in accordance with the provisions of the Companies Acts.

3. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions.

4. The lien conferred by Clause 8 in Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person for all moneys presently payable by him or his estate to the Company, whether he be the sole holder or one of two or more joint holders thereof.

5. Any share may be transferred by a member to a person who is already a member or to a relative of such member, or in the case of a member which is a company to a subsidiary or fellow subsidiary company thereof, and any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Article 7 shall not apply to such transfers save to prevent a transfer of a Share on which the Company has a lien.

6. A Member wishing to dispose of all or any of his shares other than in accordance with the provisions of Article 5 shall give notice of the fact to the Directors and such notice shall constitute the Company as the agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them, this option remaining open for three calendar months from the date on which the offer is made. If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value to transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer the Directors may authorise some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a further period of twenty-eight days be transferred by the transferor member to any other person, provided that this Article shall not in any way remove from the Directors the power to refuse any transfer (other than a transfer made in accordance with Article 5) of which they disapprove.

7. Without prejudice to the provisions of Clause 24 in Table A, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share (other than a transfer made in accordance with Article 5) whether or not it is a fully paid share.

8. Shares issued pursuant to Clause 3 in Table A shall be subject to such terms and manner of redemption as the Company before the issue shall by Special Resolution determine.

#### SEAL

9. Clause 101 in Table A shall be amended by the addition of the following words at the end of the Clause: "or by some other person appointed by the Directors for the purpose."

#### DIRECTORS

10. A person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

11. A Director may vote in respect of any contract or arrangement in which he is interested and may form part of the quorum for any meeting at which such voting occurs. Clauses 94, 95, 96 and 98 in Table A shall not apply to the Company; and Clause 97 in Table A shall apply as though the words "except that concerning his own appointment" were omitted.

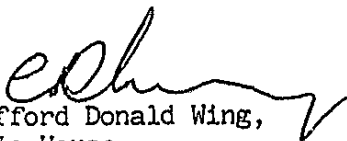
12. The Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director he replaces was last elected a Director.

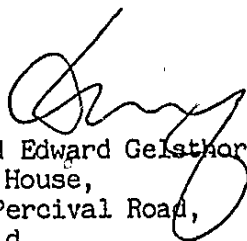
13. Until otherwise determined by the Company in General Meeting, the number of Directors (other than Alternate Directors) shall be not less than one nor more than five. So long as the minimum number remains thus fixed at one, a sole Director may exercise all the powers vested in the Directors generally. Clauses 89 and 90 in Table A shall be modified accordingly, and Clause 64 in Table A shall not apply to the Company.

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NAMES AND ADDRESSES OF SUBSCRIBERS

---

  
Clifford Donald Wing,  
Regis House,  
134, Percival Road,  
Enfield,  
Middlesex.  
Company Registration Agent

  
Donald Edward Gelsthorpe Wing  
Regis House,  
134, Percival Road,  
Enfield,  
Middlesex.  
Company Registration Agent

---

WITNESS to the above Signatures:-

Sheila Elizabeth Wing  
Regis House,  
134, Percival Road,  
Enfield,  
Middlesex.  
Company Registration Agent



FILE COPY



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

No. 2754852

I hereby certify that

**SCAPEMAIN 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 12 OCTOBER 1992

A handwritten signature in cursive script, reading "F. A. Joseph".

F. A. JOSEPH

an authorised officer

2754852

COMPANY LIMITED BY SHARES



# Special Resolution

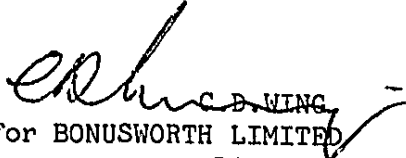
OF

SCAPEMAIN LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above Company duly convened and held on the 12<sup>th</sup> day of *January*, 1993 the following SPECIAL RESOLUTION was duly passed:

"THAT the name of the Company be changed to:

MORI LEE (U.K.) LIMITED

  
for BONUSWORTH LIMITED  
Director

REICHMANN & WING LIMITED  
DX 36954  
WINCHMORE HILL



**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2754852

I hereby certify that

**SCAPEMAIN LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**MORI LEE (U.K.) LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 25 JANUARY 1993

*M. Rose*  
M. ROSE

an authorised officer

2754852

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

SCAPEMAN LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above Company duly convened and held on the 12 day of October 1992 the following SPECIAL RESOLUTION was duly passed:

"THAT the objects of the Company be altered by the deletion of sub-clause 5(a) & (b) from Clause 3 of the Company's Memorandum of Association and the substitution therefor of the new sub-clauses shown in the Appendix attached hereto."

(Signed):

  
Secretary

Presented by:

Reichmann & Wing Limited  
Regis House,  
134 Percival Road,  
Enfield, Middx.

COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

- of -

SCAPEMAIN LIMITED

1. The name of the Company is:-

"SCAPEMAIN 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 all or any of the following businesses: Manufacturers, agents, distributors, factors, importers, exporters, wholesale and retail dealers, shippers, converters, processors, finishers, merchants and mail order specialists in and of all kinds of yarns, textiles and textile piece goods, knitting and other wools, woollens, cottons, silks, rayons and all other kinds of natural and man-made cloths, fibres and fabrics and all kinds of weaves, fabrications and other materials, clothing and other products manufactured therefrom, furnishings, curtains, carpets, tapestries, hangings, household and domestic linens, cushions, upholstery, embroidery, haberdashery and drapery, knitting, dressmaking and tailoring requisites and machines; fancy goods, appliances and utensils, leather and leatherware and all products made from plastic, wood, glass, metal, rubber, pottery, china, ceramic or any other substance whatsoever and whether consumable, durable or otherwise defined; merchandising agents, manufacturers' agents, shipping and forwarding agents, warehousemen and storers, carriers and hauliers, shop and store proprietors, providers of all kinds of services connected in any way with the textile or allied trades and all businesses of a like nature.
- (b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

COMPANY LIMITED BY SHARES

Corrected to 12.10.92  
The Memorandum of Association as  
amended by Special Resolution dated

12.10.92

*Edmund*

2754852

MEMORANDUM OF ASSOCIATION

- of -

*Res. lodged 22/1/93*

SCAPEMAIN LIMITED

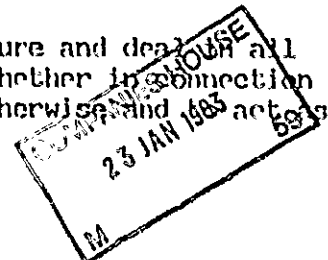
1. The name of the Company is:-

"SCAPEMAIN 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 all or any of the following businesses: Manufacturers, agents, distributors, factors, importers, exporters, wholesale and retail dealers, shippers, converters, processors, finishers, merchants and mail order specialists in and of all kinds of yarns, textiles and textile piece goods, knitting and other wools, woollens, cottons, silks, rayons and all other kinds of natural and man-made cloths, fibres and fabrics and all kinds of weaves, fabrications and other materials, clothing and other products manufactured therefrom, furnishings, curtains, carpets, tapestries, hangings, household and domestic linens, cushions, upholstery, embroidery, haberdashery and drapery, knitting, dressmaking and tailoring requisites and machines; fancy goods, appliances and utensils, leather and leatherware and all products made from plastic, wood, glass, metal, rubber, pottery, china, ceramic or any other substance whatsoever and whether consumable, durable or otherwise defined; merchandising agents, manufacturers' agents, shipping and forwarding agents, warehousemen and storers, carriers and hauliers, shop and store proprietors, providers of all kinds of services connected in any way with the textile or allied trades and all businesses of a like nature.
- (b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and act as agents for all purposes.



REICHMANN & WING LIMITED

Regis House,  
134 Purvill Road,  
Enfield, Middlesex  
EN1 1GU

- (c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

- (n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.

- (u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.
- (v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.
- (w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.
- (x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, 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.

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 to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.



Company Number: 2754852

THE COMPANIES ACT 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

MORI LEE (U.K.) LIMITED

(passed on the 26<sup>th</sup> day of MARCH 1993)

We, the undersigned, being all the members of Mori Lee (U.K.) Limited, and all the persons who at the date hereof would be entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following Written Resolutions pursuant to the provisions of Regulation 53 of Table A of the Schedule to the Companies (Tables A to F) Regulations 1985 in the Articles of Association of the Company and agree that the said Resolutions shall, for all purposes, be as valid and effective as if the same had been passed by us as Ordinary Resolutions (1) (2) and as a Special Resolution (3) at a General Meeting of the Company duly convened and held:-

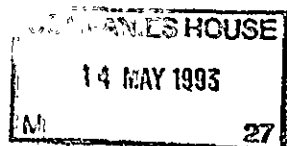
WRITTEN RESOLUTIONS

- (1) THAT the authorised share capital of the Company be and is hereby increased from £100 to £1,000 by the creation of 900 new Ordinary Shares of £1 each in the capital of the Company.
- (2) THAT, subject to the passing of Resolution (1) set out above, the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to issue and allot the authorised but unissued shares in the capital of the Company as increased by Resolution (1) above at any time within the period of five years from the date of passing of this Resolution.
- (3) THAT the Company adopt new Articles of Association in the form of the draft annexed hereto.

.....  
for Bridal Fashions Limited

.....  
for Bridal Fashions Limited and Mr. B.W. Marvin

DATED the 26<sup>th</sup> day of March 1993



THE COMPANIES ACTS 1948 to 1989

COMPANY LIMITED BY SHARES

NEW  
ARTICLES OF ASSOCIATION  
of  
MORI LEE (U.K.) LIMITED

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(Adopted by Special Resolution passed on 26th March 1993)

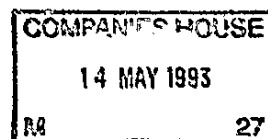
PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table hereinafter called "Table A") shall apply to the Company but in case of any variation or inconsistency between these Articles and Table A, these Articles shall prevail. The regulations contained in Table A in the First Schedule to the Companies Act 1948 and any amendment or alteration thereof shall not apply to the Company.

2. In these Articles the expression "the Act" shall mean the Companies Act 1985 as amended modified or re-enacted from time to time.

SHARES

3. The authorised share capital of the Company at the date of adoption of these Articles is the sum of One thousand pounds divided into 500 'A' Shares of £1 each and 500 'B' Shares of £1 each.



All shares of all classes shall rank uniform in all respects except as provided in these Articles.

4. (1) Subject to Section 80 of the Act all unissued shares shall be at the disposal of the Directors, and Section 39(1) of the Act shall not apply.

(2) Unissued shares in the capital of the Company for the time being and any new shares which may from time to time be created, shall, before they are issued, be offered to the members in proportion as nearly as may be to the number of shares held by them. New shares allotted to holders of 'A' Shares in consequence of such offer shall be designated 'A' Shares and new shares allotted to holders of 'B' Shares shall be designated 'B' Shares and such shares shall carry the rights respectively given to 'A' Shares and 'B' Shares under these Articles. Such offer shall be made by notice in writing specifying the number of shares offered and limiting the time in which the offer if not accepted will lapse and determine.

(3) Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the Directors are hereby generally and unconditionally authorised to allot shares in the capital of the Company for such consideration and upon such terms and conditions and at such times as the Directors may determine, but so that;

- (a) the maximum amount of relevant securities (as defined in Section 80 of the Act) that may be allotted by the Directors shall be the amount of unissued authorised share capital at the date of adoption of this authority;
- (b) this authority shall expire on the first anniversary of the passing of the resolution for the adoption of these Articles, or on such other earlier date as the Company may

in General Meeting properly resolve provided always that this authority may be renewed in accordance with the provisions of Section 80(5) of the Act.

#### LIEN

5. The lien conferred by Regulation 8 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted within the meaning of Regulation 8 whether he be the sole holder or one of two or more joint holders thereof.

#### TRANSFER OF SHARES

6. Regulation 24 of Table A shall be read subject to the provisions of the next following Article.

7. No member may transfer any share or any interest therein without the prior written consent of all the other members of the Company unless such transfer is made in accordance with any agreement to which all the members are party. The Director shall refuse to register any transfer of any share (whether or not fully paid) which is not made in accordance with this Article.

8. In the event that any beneficial interest in any shares in the Company in issue for the time being shall be disposed of or agreed to be disposed of in whole or in part in a manner which would not be permitted by these Articles if it were a legal transfer of legal ownership of such shares, then, until such time as the holder of such shares can show to the reasonable satisfaction of the 'B' Directors (where the shares are 'A' Shares) or the 'A' Directors (where the shares are 'B' Shares) that the beneficial interest so disposed of has been re-vested in the holder of such shares or that any agreement to dispose of any such beneficial interest has been terminated prior to completion of any transfer of any such beneficial interest:-

- (a) no voting rights shall be exercisable in respect of any such shares; and
- (b) no further shares in the Company shall be issued in right of such shares or in pursuance of any offer made to their holder; and
- (c) except in a liquidation, no payment shall be made of any sums due from the Company on such shares, whether in respect of capital or otherwise

#### PROCEEDINGS AT GENERAL MEETING

9. (1) Regulation 40 of Table A shall not apply.
- (2) No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall consist of two members present in person or by proxy or by a duly authorised representative of a corporation, one of whom holds an 'A' Share and the other a 'B' Share.
- (3) If a quorum is not present within half an hour from the time appointed for any adjourned meeting or if during such a meeting a quorum ceases to be present, the meeting shall be dissolved.
- (4) On a poll the holder or holders of 'A' shares present in person or by proxy shall be entitled to cast the same number of votes (and no more) as the holder or holders of 'B' shares so present and such votes shall be exercisable by members of each class (or their proxies or representatives) pro rata to the shares of that class held by them respectively. Regulation 54 shall be construed accordingly.
- (5) The second sentence in Regulation 59 of Table A shall not apply.
10. Regulation 50 of Table A shall not apply and the Chairman shall not have a second or casting vote.

11. In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 50 shall be extended accordingly.

#### BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and 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.

#### DIRECTORS

Regulation 64 of Table A shall not apply. Unless otherwise determined by ordinary resolution the number of Directors shall not be less than two nor more than six.

14. The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of and any other references to retirement by rotation in Table A shall not apply.

15. The holder or a majority of the holders of the 'A' shares for the time being issued shall have the right at all times to nominate up to three Directors to hold office at the pleasure of such holder or holders ("the 'A' Directors") and the holder or a majority of the holders of 'B' shares for the time being issued shall have the right at all times to nominate up to three Directors to hold office at the pleasure of such holder or holders ("the 'B' Directors"). Any person so nominated need not be a member of the Company and every such nomination shall be in writing and shall be signed by the appointor or appointors and

shall be delivered to the Company by letter, telex or other device for the transmission of written matter at the registered office of the Company or at a meeting of the Directors. Every such appointment shall upon receipt be as effective as if the person so appointed had been elected at a General Meeting of the Company. Every 'A' Director or 'B' Director so appointed may in like manner be removed from office and replaced by another.

16. No director shall be appointed otherwise than as provided in these Articles. Regulation 90 shall be modified accordingly.

#### POWERS AND DUTIES OF DIRECTORS

17. Regulations 94 and 95 of Table A shall not apply. A Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so, provided that he has disclosed the nature and extent of his interest in accordance with Regulation 85 of Table A, his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement comes before the meeting for consideration.

#### PROCEEDINGS OF DIRECTORS

18. (a) At any meeting of the Directors the 'A' Directors shall be entitled to one vote each and the 'B' Directors shall be entitled to one vote each.

(b) In Regulation 88 of Table A the third sentence (notice to directors outside UK) and fifth sentence (chairman's casting vote) shall not apply. If at any meeting of Directors any 'A' or 'B' Director is absent the other 'A' or 'B' Directors present shall have respectively the same number of votes as could have been cast by all the 'A' or 'B' Directors if they had been present at such meeting.

(c) Regulation 89 of Table A shall not apply and the quorum necessary for the transaction of the business of the Directors shall be one 'A' Director and one 'B' Director. For the purposes of this Article a person who holds office only as an alternate Director shall be counted in a quorum at a meeting at which the Director for whom he has been appointed as alternate is not present.

#### ALTERNATE DIRECTORS

19. Any Director or the members who have power to remove him shall have power from time to time to nominate any person to act as his alternate Director and at his or their discretion to remove such alternate Director.

20. An alternate Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and shall be entitled to receive notices of all meetings of the Directors and to attend speak and vote at any such meeting at which the Director for whom he is alternate is not present.

21. If such Director shall cease to be a Director the person so appointed shall cease to be his alternate.

#### INDEMNITY

22. Subject to the provisions of the Act and so far as may otherwise be permitted by law and in addition to such indemnity as is contained in Regulation 118 of Table A every Director officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses and liabilities incurred by him in or about the execution and discharge of the duties of his office.



**Notice of accounting reference date**  
(to be delivered within 6 months of  
incorporation)**224**Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering\*Insert full name  
of company

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ]  
[ ] [ ] [ ] [ ]

2754852

Name of company

\* MORI LEE (U.K.) LIMITED

gives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:**Important**The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:5 April  
Day Month

0 5 0 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2

Day Month

3 1 1 2

Insert  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver (Scotland)  
as appropriate

Signed

Designation

Director Date 26.3.93

Presenter's name address and  
reference (if any):BENT, STEWART, LEVY & DIA  
2 AL. MARY'S PAR. CHACE  
MANCHESTER M3 2PDFor official use  
General Section

Post room

COMPANIES HOUSE  
14 MAY 1993  
M

The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G224

1987 Edition  
487 F7019  
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\*\*\*\*\*

THE COMPANIES ACTS 1985 TO 1989

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COMPANY LIMITED BY SHARES

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MEMORANDUM

-and-

ARTICLES OF ASSOCIATION

-of-

MORI LEE (U.K.) LIMITED

Incorporated the 12th day of October 1992

Kuit, Steinart, Levy & Co.,  
Solicitors,  
3, St. Mary's Parsonage,  
Manchester M3 2RD.

Telephone: 061 832 3434  
Facsimile: 061 832 6650





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2754852

I hereby certify that

**SCAPEMAIN LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**MORI LEE (U.K.) LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 25 JANUARY 1993

*M. Rose*  
M. ROSE

an authorised officer

HC006A



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

No. 2754852

I hereby certify that

**SCAPEMAIN 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 12 OCTOBER 1992

*F. A. Joseph.*

F. A JOSEPH

an authorised officer

# MEMORANDUM OF ASSOCIATION

- of -

\* MORI LEE (U.K.) LIMITED

1. The name of the Company is:-

\* "MORI LEE (U.K.) 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 all or any of the following businesses: Manufacturers, agents, distributors, factors, importers, exporters, wholesale and retail dealers, shippers, converters, processors, finishers, merchants and mail order specialists in and of all kinds of yarns, textiles and textile piece goods, knitting and other wools, woollens, cottons, silks, rayons and all other kinds of natural and man-made cloth, fibres and fabrics and all kinds of weaves, fabrications and other materials, clothing and other products manufactured therefrom, furnishings, curtains, carpets, tapestries, hangings, household and domestic linens, cushions, upholstery, embroidery, haberdashery and drapery, knitting, dressmaking and tailoring requisites and machines; fancy goods, appliances and utensils, leather and leatherware and all products made from plastic, wood, glass, metal, rubber, pottery, china, ceramic or any other substance whatsoever and whether consumable, durable or otherwise defined; merchandising agents, manufacturers' agents, shipping and forwarding agents, warehousemen and storers, carriers and hauliers, shop and store proprietors, providers of all kinds of services connected in any way with the textile or allied trades and all businesses of a like nature.

(b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

\* Name changed by Special Resolution passed 12th January 1993

- (c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancilliary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

- (n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.



- (u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.
- (v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.
- (w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.
- (x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, 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.

4. The liability of the Members is limited.

\*\* 5. The Share Capital of the Company is £1000 divided into 1000 Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.

\*\* Share capital increased by Written Resolutions on 26.3.93

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

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<p>Clifford Donald Wing, Regis House, 134, Percival Road, Enfield, Middlesex.  Company Registration Agent</p>	<p>One</p>
<p>Donald Edward Gelsthorpe Wing, Regis House, 134, Percival Road, Enfield, Middlesex.  Company Registration Agent</p>	<p>One</p>

DATED this 1st day of September 1992

WITNESS to the above Signatures:

Sheila Elizabeth Wing,  
Regis House,  
134, Percival Road,  
Enfield,  
Middlesex.

Company Registration Agent

THE COMPANIES ACTS 1948 to 1989

COMPANY LIMITED BY SHARES

NEW  
ARTICLES OF ASSOCIATION  
of  
MORI LEE (U.K.) LIMITED

---

(Adopted by Special Resolution passed on 26th March 1993)

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table hereinafter called "Table A") shall apply to the Company but in case of any variation or inconsistency between these Articles and Table A, these Articles shall prevail. The regulations contained in Table A in the First Schedule to the Companies Act 1948 and any amendment or alteration thereof shall not apply to the Company.

2. In these Articles the expression "the Act" shall mean the Companies Act 1985 as amended modified or re-enacted from time to time.

SHARES

3. The authorised share capital of the Company at the date of adoption of these Articles is the sum of One thousand pounds divided into 500 'A' Shares of £1 each and 500 'B' Shares of £1 each.

All shares of all classes shall rank uniform in all respects except as provided in these Articles.

4. (1) Subject to Section 80 of the Act all unissued shares shall be at the disposal of the Directors, and Section 89(1) of the Act shall not apply.

(2) Unissued shares in the capital of the Company for the time being and any new shares which may from time to time be created, shall, before they are issued, be offered to the members in proportion as nearly as may be to the number of shares held by them. New shares allotted to holders of 'A' Shares in consequence of such offer shall be designated 'A' Shares and new shares allotted to holders of 'B' Shares shall be designated 'B' Shares and such shares shall carry the rights respectively given to 'A' Shares and 'B' Shares under these Articles. Such offer shall be made by notice in writing specifying the number of shares offered and limiting the time in which the offer if not accepted will lapse and determine.

(3) Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the Directors are hereby generally and unconditionally authorised to allot shares in the capital of the Company for such consideration and upon such terms and conditions and at such times as the Directors may determine, but so that;

- (a) the maximum amount of relevant securities (as defined in Section 80 of the Act) that may be allotted by the Directors shall be the amount of unissued authorised share capital at the date of adoption of this authority;
- (b) this authority shall expire on the first anniversary of the passing of the resolution for the adoption of these Articles, or on such other earlier date as the Company may

in General Meeting properly resolve provided always that this authority may be renewed in accordance with the provisions of Section 80(5) of the Act.

#### LIEN

5. The lien conferred by Regulation 8 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted within the meaning of Regulation 8 whether he be the sole holder or one of two or more joint holders thereof.

#### TRANSFER OF SHARES

6. Regulation 24 of Table A shall be read subject to the provisions of the next following Article.

7. No member may transfer any share or any interest therein without the prior written consent of all the other members of the Company unless such transfer is made in accordance with any agreement to which all the members are party. The Director shall refuse to register any transfer of any share (whether or not fully paid) which is not made in accordance with this Article.

8. . In the event that any beneficial interest in any shares in the Company in issue for the time being shall be disposed of or agreed to be disposed of in whole or in part in a manner which would not be permitted by these Articles if it were a legal transfer of legal ownership of such shares, then, until such time as the holder of such shares can show to the reasonable satisfaction of the 'B' Directors (where the shares are 'A' Shares) or the 'A' Directors (where the shares are 'B' Shares) that the beneficial interest so disposed of has been re-vested in the holder of such shares or that any agreement to dispose of any such beneficial interest has been terminated prior to completion of any transfer of any such beneficial interest:-

- (a) no voting rights shall be exercisable in respect of any such shares; and
- (b) no further shares in the Company shall be issued in right of such shares or in pursuance of any offer made to their holder; and
- (c) except in a liquidation, no payment shall be made of any sums due from the Company on such shares, whether in respect of capital or otherwise

#### PROCEEDINGS AT GENERAL MEETING

9. (1) Regulation 40 of Table A shall not apply.

(2) No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall consist of two members present in person or by proxy or by a duly authorised representative of a corporation, one of whom holds an 'A' Share and the other a 'B' Share.

(3) If a quorum is not present within half an hour from the time appointed for any adjourned meeting or if during such a meeting a quorum ceases to be present, the meeting shall be dissolved.

(4) On a poll the holder or holders of 'A' shares present in person or by proxy shall be entitled to cast the same number of votes (and no more) as the holder or holders of 'B' shares so present and such votes shall be exercisable by members of each class (or their proxies or representatives) pro rata to the shares of that class held by them respectively. Regulation 54 shall be construed accordingly.

(5) The second sentence in Regulation 59 of Table A shall not apply.

10. Regulation 50 of Table A shall not apply and the Chairman shall not have a second or casting vote.

11. In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly.

#### BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and 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.

#### DIRECTORS

13. Regulation 64 of Table A shall not apply. Unless otherwise determined by ordinary resolution the number of Directors shall not be less than two nor more than six.

14. The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) of and any other references to retirement by rotation in Table A shall not apply.

15. The holder or a majority of the holders of the 'A' shares for the time being issued shall have the right at all times to nominate up to three Directors to hold office at the pleasure of such holder or holders ("the 'A' Directors") and the holder or a majority of the holders of 'B' shares for the time being issued shall have the right at all times to nominate up to three Directors to hold office at the pleasure of such holder or holders ("the 'B' Directors"). Any person so nominated need not be a member of the Company and every such nomination shall be in writing and shall be signed by the appointor or appointors and

shall be delivered to the Company by letter, telex or other device for the transmission of written matter at the registered office of the Company or at a meeting of the Directors. Every such appointment shall upon receipt be as effective as if the person so appointed had been elected at a General Meeting of the Company. Every 'A' Director or 'B' Director so appointed may in like manner be removed from office and replaced by another.

16. No director shall be appointed otherwise than as provided in these Articles. Regulation 90 shall be modified accordingly.

#### POWERS AND DUTIES OF DIRECTORS

17. Regulations 94 and 95 of Table A shall not apply. A Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so, provided that he has disclosed the nature and extent of his interest in accordance with Regulation 85 of Table A, his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement comes before the meeting for consideration.

#### PROCEEDINGS OF DIRECTORS

18. (a) At any meeting of the Directors the 'A' Directors shall be entitled to one vote each and the 'B' Directors shall be entitled to one vote each.

(b) In Regulation 88 of Table A the third sentence (notice to directors outside UK) and fifth sentence (chairman's casting vote) shall not apply. If at any meeting of Directors any 'A' or 'B' Director is absent the other 'A' or 'B' Directors present shall have respectively the same number of votes as could have been cast by all the 'A' or 'B' Directors if they had been present at such meeting.



(c) Regulation 89 of Table A shall not apply and the quorum necessary for the transaction of the business of the Directors shall be one 'A' Director and one 'B' Director. For the purposes of this Article a person who holds office only as an alternate Director shall be counted in a quorum at a meeting at which the Director for whom he has been appointed as alternate is not present.

#### ALTERNATE DIRECTORS

19. Any Director or the members who have power to remove him shall have power from time to time to nominate any person to act as his alternate Director and at his or their discretion to remove such alternate Director.

20. An alternate Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and shall be entitled to receive notices of all meetings of the Directors and to attend speak and vote at any such meeting at which the Director for whom he is alternate is not present.

21. If such Director shall cease to be a Director the person so appointed shall cease to be his alternate.

#### INDEMNITY

22. Subject to the provisions of the Act and so far as may otherwise be permitted by law and in addition to such indemnity as is contained in Regulation 118 of Table A every Director officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses and liabilities incurred by him in or about the execution and discharge of the duties of his office.