

Company Number 2985176

COMPANIES ACT 1985 to 1989

COMPANY LIMITED BY SHARES

Written Resolution

of

Blessrun Limited

I hereby certify that the following Resolution was signed by all members of the above Company entitled to attend and vote at general meetings on December 1994 and passed pursuant to section 381A Companies Act 1985 (as amended):-

Resolution

- (a) that 500 of the shares in the capital of the Company (including that registered in the name of Mr. M. J. Ryan) be designated A Shares and the remaining 500 such shares (including that registered in the name of Abercrombie & Kent Limited) be designated B Shares
- (b) the authorised share capital of the Company be increased from £1000 to £10,500 by the creation of 4750 new A Shares and 4750 new B Shares of £1 each ranking pari passu with the existing A and B Shares in the capital of the Company respectively and that the Directors have authority to issue such shares at any time within one year after the passing of this Resolution to such persons and on such terms as they shall think fit
- (c) that the regulations set out in the attached document be adopted as the new Articles of Association of the Company to the exclusion of the existing such Articles.

DATED 21st day of December 1994.

.....
M. J. Ryan
Chairman



No. 2985176

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION

of

BLESSRUN LIMITED

(Adopted by Special Resolution passed on 21-12-1994)

PRELIMINARY

1. In these Articles:-

"the Act" means the Companies Act 1985

"Table A" means Table A in the Companies (Tables A to F) Resolutions 1985

2. Regulations 17, 24, 25, 39, 40, 42, 50, 54, 60, 61, 64, 73 to 81 inclusive 87 to 91 inclusive, 94, 95 and 118 of Table A, shall not apply to the Company. The Articles hereinafter contained, and the remaining regulations of Table A, as modified hereby and so far as not inconsistent with these Articles, shall constitute the regulations of the Company.

SHARES

3. The share capital of the Company at the date of the adoption of these Articles is £10,500 divided into 5,250 "A" Shares of £1 each and 5,250 "B" Shares of £1 each (together known as "the Shares").



4. The "A" Shares and the "B" Shares shall be separate classes of shares but save as hereinafter otherwise provided shall carry the same rights and privileges and shall rank pari passu in all respects.
5. (A) Unissued shares in the capital of the Company for the time being shall only be issued as follows: -
- (i) every issue shall be of an equal number of "A" Shares and "B" Shares;
 - (ii) on each occasion of an issue the "A" Shares and the "B" Shares shall be issued at the same price (not being at a discount) and on the same terms as to date for payment, ranking for dividend and otherwise howsoever;
 - (iii) no shares of either class shall be issued otherwise than to members holding Shares of the same class without the prior written consent of all the members;
 - (iv) as between holders of Shares of the class the Shares of that class being issued shall be issued in proportion to such holders' then existing holdings of Shares of the class or in such other proportions between them as all the members holding shares of the same class shall agree in writing.
- (B) The directors may in their absolute discretion without giving reason decline to register the transfer of any shares and unless the directors shall resolve to register a transfer within one month after a request to do so they shall be deemed to have declined to do so.
- (D) Notwithstanding Article 5(C) the directors shall not be entitled to decline to register a notice from personal representatives electing to have themselves registered in place of a deceased shareholder or a transfer by personal representatives to any person entitled under the will or intestacy of the deceased shareholder.

LIEN

6. (A) The lien conferred by regulation 8 of Table A, shall apply to all shares of the Company and no shares shall be exempt, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of several joint holders.

- (B) All Shares to be sold in the enforcement of the Company's lien pursuant to regulation 9 of Table A, or of its rights of forfeiture, shall be offered (save to the holder of the shares in question) in accordance with Article 5 of these Articles as if they were unissued Shares of the Company.

PROCEEDINGS AT GENERAL MEETING

7. (A) No business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the business and also when such business is voted upon. Two or more members present in person or by proxy including one person being or representing a holder of any of the "A" Shares and one person being or representing a holder of any of the "B" Shares shall be a quorum for all purposes. A corporation being a member shall be deemed to be personally present if, by resolution of its directors or other governing body, it authorises such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the Company.
- (B) If at any adjourned meeting such a quorum is not present within ten minutes from the time appointed for the adjourned meeting (or such longer interval as the chairman of the meeting may think fit to allow), the meeting shall be dissolved.
- (C) A poll may be demanded at any General Meeting by the chairman of the meeting or by any member present in person or by proxy. Regulation 46 of Table A, shall be modified accordingly.
- (D) On a show of hands every member present in person or by proxy shall have one vote and on a poll every member so present shall have one vote for every "A" Share and one vote for every "B" share of which he is the holder: Provided that if at any meeting any

holder of shares is not present in person or by proxy the votes exercisable on a poll in respect of the shares of the same class held by members present in person or by proxy shall be pro tanto increased to the same aggregate number of votes as could be cast in respect of all the shares of that class if all the holders thereof were present.

(E) An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve.

(F) The chairman at any General Meeting shall not be entitled to a second or casting vote.

8. A resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in like form each signed by one or more of the members (or their duly authorised representatives), but a resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a director or the secretary thereof or by its duly authorised attorney or duly authorised representative.

9. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of meeting by, any member entitled to receive notice of and attend and vote at General Meetings shall invalidate the proceedings at that meeting.

DIRECTORS

10. (A) The Directors shall be not less than two in number nor more than ten or such larger even number as the Company may determine by Ordinary Resolution. One half ("A" Directors) shall be appointed by the holders of the majority of the "A" Shares and one half ("B" Directors) shall be appointed by the holders of the majority of the "B" Shares.

(B) The holders of the "A" Shares may at any time and from time to time by a memorandum signed by the holders of a majority of the "A" Shares (a corporation which is a holder acting by resolution of its directors evidenced by the signature of any two of its directors or of one of its directors and its secretary) appoint any person or designate any director to be an "A" Director (but so that not

more than one half of the maximum number of Directors for the time being authorised shall at any one time be "A" Directors) and may in like manner remove any "A" Director and appoint another in his place and may similarly fill any other vacancy in the "A" Directors. Any such appointment or removal shall take effect at and from the time when the memorandum is lodged at the registered office of the Company or produced to a meeting of the Directors.

- (C) The holders of the "B" Shares may at any time and from time to time by a memorandum signed by the holders of a majority of the "B" Shares (a corporation which is a holder acting by resolution of its directors evidenced by the signature of any two of its directors or of one of its directors and its secretary) appoint any person or designate any director to be a "B" Director (but so that not more than one half of the maximum number of Directors for the time being authorised shall at any one time be "B" Directors) and may in like manner remove any "B" Director and appoint another in his place and may similarly fill any other vacancy in the "B" Directors. Any such appointment or removal shall take effect at and from the time when the memorandum is lodged at the registered office of the Company or produced to a Meeting of the Directors.

11. A Director shall not be required to hold any share qualification, but nevertheless shall be entitled to attend and speak at any General Meeting.

BORROWING POWERS

12. The Directors may exercise all the powers of the Company to borrow or raise money or to guarantee and to mortgage or charge its undertaking, property, assets and rights and uncalled capital or any part thereof and to create and issue debentures, debenture stock, mortgages, charges and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

13. A Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any

subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him.

14. The Directors may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or which any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons. The Directors may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such person as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Directors may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

DISQUALIFICATION ETC. OF DIRECTORS

15. (A) The office of a Director shall be vacated: -
(a) If by notice in writing to the Company he resigns the office of Director.
(b) If he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period, unless he shall have appointed an alternate Director who has not been similarly absent during such period, and the Directors resolve that he be disqualified accordingly.

- (c) If he becomes bankrupt or enters into any arrangement with his creditors.
- (d)- If he is prohibited from being a Director by an order made under any provision of the Act.
- (e) If he becomes of unsound mind.
- (f) If he is removed from office under Articles 10(B) or (C) of these Articles.

- (B) The Directors shall not be subject to retirement by rotation and no Director shall be appointed otherwise than as herein provided.

ALTERNATE DIRECTORS

16. (A) The holders of a majority of any one class of shares may at any time appoint any person to be the alternate Director of any Director of the relevant class and may at any time terminate such appointment. Any such appointment or termination shall be affected in like manner as provided in Article 10 of these Articles. An alternate Director shall have one vote for each Director he represents, in addition to his own vote if he is a Director, but shall not be counted more than once in a quorum.
- (B) An alternate Director shall except when absent from the United Kingdom be entitled to receive notice of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting to perform all functions of his appointor as a Director. If the appointor is for the time being absent from the United Kingdom or otherwise not available the appointee's signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.
- (C) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements and to be repaid expenses and to be indemnified in the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

PROCEEDINGS OF DIRECTORS

17. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and manner of dispatching business as they think fit. The quorum shall throughout the meeting be two Directors (of whom one at least shall be an "A" Director and one at least a "B" Director).
18. The Directors may from time to time appoint committees consisting of one or more "A" Directors and one or more "B" Directors and may delegate any of their powers to any such committee and from time to time revoke any such delegation and discharge any such committee wholly or in part. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Directors but may meet and adjourn as it thinks proper provided that the quorum for a meeting of any committee shall throughout the meeting be at least one "A" Director and at least one "B" Director. Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company.
19. The Chairman at all meetings of the Directors and committees of the Directors shall be a Director appointed by the Directors present at the meeting. The chairman shall not have a second casting vote.
20. All business arising at any meeting of the Directors or of any committee of the Directors shall be determined only by resolution and no such resolution shall be effective unless carried by a majority including at least one "A" Director and at least one "B" Director.
21. A Resolution in writing signed by all the Directors for the time being shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held, and may consist of several documents in a like form each signed by one or more of the Directors.
22. Any Director or member of a committee of the Board may participate in a meeting of the Directors or such committee by means of conference telephone video or similar communications equipment whereby all persons participating in the meeting can hear or see and hear each other and participation in the meeting in this manner shall be deemed to constitute presence in person at such meeting.
23. The continuing Directors (provided that there is a quorum as defined above) may act notwithstanding any vacancies.

MANAGING OR EXECUTIVE DIRECTORS-

24. (A) Notwithstanding the other provisions of these Articles the Directors shall from time to time appoint an "A" Director to the office of Managing Director (with the title "Chief Executive") and a General Manager for such period and upon such terms as shall be thought fit, and subject to the provisions of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed as a Managing Director shall (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) ipso facto cease to be Managing Director if he shall cease from any cause to be a Director.
- (B) The Managing Director and any General Manager shall receive such remuneration (if any) whether by way of salary, commission or participation in profits or otherwise (either in addition to or in lieu of his remuneration as a Director), as the Directors may determine.
- (C) Unless and until otherwise determined by the Directors the Managing Director shall be responsible for the day to day running of the business of the Company, subject to the directions of the Board (and any limitations on his authority imposed by the Board which are recorded in writing) with respect to any capital expenditure limits, borrowing powers, granting of mortgages and charges, unusual contracts and commencing of legal proceedings and shall have the power to appoint and dismiss and to fix and vary the terms of service of all employees save for the General Manager.

CAPITALISATION OF PROFITS

25. Regulation 110 of Table A, shall be altered by inserting at the end of the words "but so that on any occasion when shares are allotted and distributed credited as fully paid up as aforesaid the shares allotted to holders of "A" Shares shall forthwith on allotment automatically stand converted into "A" Shares and the shares allotted to holders of "B" Shares shall forthwith on allotment automatically stand converted into "B" Shares.

ACCOUNTS INDEMNITY

26. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and

liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by section 310 of the Act.

MISCELLANEOUS PROVISIONS RELATING TO OVERSEAS INTERESTS

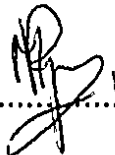
27. Table A, shall be further modified as follows: -

- (a) In Regulation 37 the words "within the United Kingdom" shall be deleted;
- (b) Regulations 112 shall be modified by the substitution of the words "to an address, whether within or outside the United Kingdom" for the words "an address, within the United Kingdom"; and deleting the words "but otherwise no such member shall be entitled to receive any notice from the Company".

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THESE ARE THE NEW ARTICLES OF
ASSOCIATION OF BLESSRUN LIMITED
ADOPTED BY SPECIAL
RESOLUTION PASSED ON THE
21st DAY OF December 1994

.....
Chairman

A handwritten signature in black ink, appearing to be 'M. P.', is written over a horizontal dotted line.