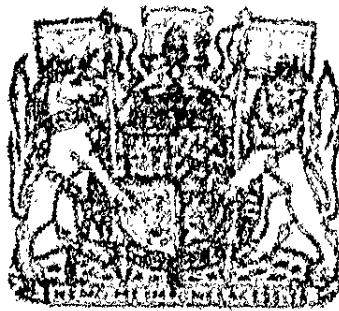


(DUPLICATE FOR THE FILE)

NO. 11102



CERTIFICATE OF INCORPORATION

I Hereby Certify

that

A. Elliot (Fino Fabrics) Limited

is this day incorporated under the Companies Act, 1948, and that this Company is
LIMITED.

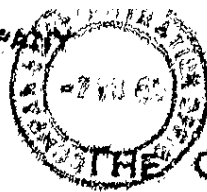
Signed by me at Edinburgh, this Fifteenth day of
July One Thousand Nine Hundred and Sixty-Five

Witness
my hand
this

John M. Lauch
Registrar of Companies

NO. OF COMPANY

[C.F. 41]



THE COMPANIES ACT 1948. 948.



As
Companies
Registration
Fee Stamp
must be
impressed
here

Declaration of Compliance with the requirements
of the Companies Act, 1948, on application for
Registration of a Company.

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF)

NAME OF
COMPANY

J. JORDAN & SONS (FIN. PA. 1948)

LIMITED.

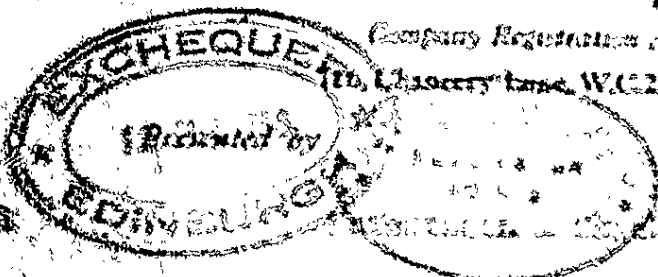
CAT. NO. CP 41.

COMPANY REGISTRATION

JORDAN & SONS
LIMITED

Company Registration Agents, Printers and Publishers

10, Chancery Lane, W.C.2, and 13, Broad Street Place, E.C.2



33490

No. of Company

THE COMPANIES ACT, 1968
COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

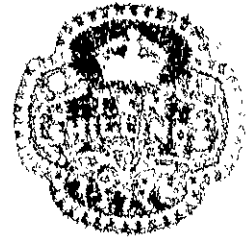
A. ELLIOT (FINE FABRICS) LIMITED

Incorporated in the day of

Witness
Executed and attested
Signed

WITNESSES
COMPANY SECRETARY OR JOINT SECRETARIES
DIRECTORS AND MANAGERS
IN WITNESS WHEREOF

COMPANY LIMITED BY SHARES



Memorandum of Association

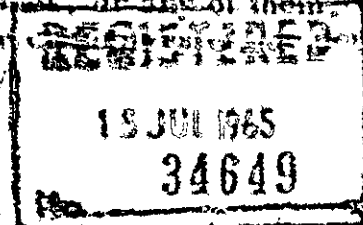
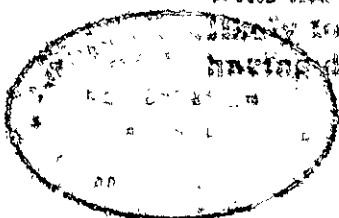
OF

A. ELLIOT (FINE FABRICS) LIMITED.

1. The Name of the Company is "A. ELLIOT (FINE FABRICS) LIMITED".
2. The Registered Office of the Company will be situate in Scotland.
3. The Objects for which the Company is established are:-

(A) To carry on all or any of the businesses of Manufacturers, Designers, Merchants, Factors, Makers-up, Importers and Exporters of, and Dealers in Textiles, Cloths and Fabrics, Silk, Linen and Cotton Goods, Clothing, Yarns and Fibrous Substances of every description, and Knitwear, Wool and Woollen Goods of all kinds, General Clothiers and Outfitters, Spinners, Weavers, Dyers, Cleaners, Finishers and Printers, Yarn Merchants, Wool Merchants, Drapers, Milliners, Costumiers, Dressmakers and Tailors, Merchants of, Agents for, and Dealers in Soft Goods, Carpets, Rugs, Floor Coverings, Furnishings, Tapestries and Trimmings of all kinds, Hosiery, Underwear, Lingerie and Articles of Personal Wear of all kinds, Proprietors of General Shops and Stores, Factors of, Agents for, and Dealers in Furniture, Upholstery, Hardware, Domestic and Household Requisites, Leather and Fancy Goods and Novelties, Motor Vehicles, Accessories and Stores, and Engineering and Electrical and Mechanical Supplies and Sundries, Furniture Storers, Removal Contractors, General Carriers, Railway and Forwarding Agents, General Commission Agents, Manufacturers' Agents, Importers, Exporters, Shippers and Factors of, and Merchants of, Agents for, and Dealers in Goods, Wares, Merchandise, Produce, Products and Commodities of every description

(B) To buy, sell, manufacture, make up, import, export and otherwise deal in plant, machinery goods, materials and articles of every description capable of being dealt with either on the Company's own account or on commission in connection with the above-mentioned business, or any of them, or likely to be required by any of the above-mentioned business in carrying on its dealings with the Company.



33500

or to carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

- (D) To purchase, sell, exchange, lease, hire, or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm, or company and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock or securities as received.

- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account or grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by bond and disposition on security, or disposition or assignation *ex facie*, absolute or in trust, or in any other way, to burden or pledge the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital.
- (L) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other investments in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependants of such persons, to make payments towards insurance, and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependants
- (T) 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 this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

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

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

(W) To procure the Company to be registered or recognised in any part of the world.

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

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-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 £1,000, divided into One Thousand Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

No. of Shares taken by each Subscriber.

WILLIAM M DOWNS SHACKLETON.

10. PICCADILLY BRADFORD.

Shackleton

[Signature]

ONE

MARGARET HOOLAN

10 KIRKSTATT RD BRADFORD Y.

CLERK

[Signature: Margaret Hoolan]

ONE

TOTAL SHARES TAKEN.

TWO

Dated this 17th day of June 1963

Witness to the above Signatures:-

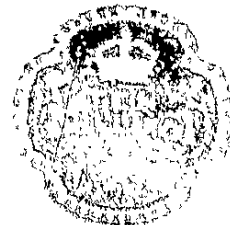
S. A. Hill

W. Sargate Lane

Sharncliffe

Bradford

Chk



COMPANY LIMITED BY SHARES

Articles of Association

OF

A. ELLIOT (FINE FABRICS) LIMITED.

PRELIMINARY.

1 The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 24, 53 and 75 in Part I of Table A shall not apply to the Company: and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company.

2 The Company is a Private Company and Clauses 2, 3, 4, 5 and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

SHARE CAPITAL AND SHARES.

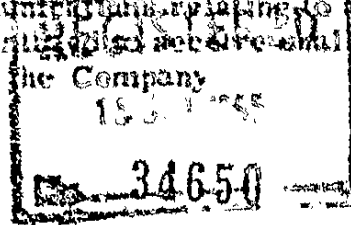
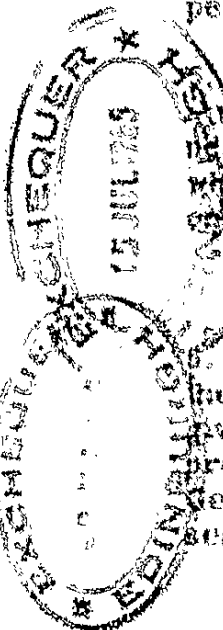
3 The original Share Capital of the Company is £1,000 divided into One Thousand Shares of £1 each.

4 The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit

The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or, shall be one of two or more joint holders

GENERAL MEETINGS.

Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company



33501

7. Clause 94 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were omitted and the words "Members present shall be a quorum"

DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than five

9. The following persons shall be the first Directors of the Company:

Andrew Elliot and
William Downs Shackleton.

They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

11. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereon, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

WINDING UP

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively. Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

NAMES. ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

WILLIAM DOWNS SHARPLETON.
10 PILL-BURY ROAD 1
Suburban.
[Signature]

MARGARET HOOSON
15 KIRKHAM ROAD. BRADFORD 4.
CLERK.
* *Margaret Hooson*

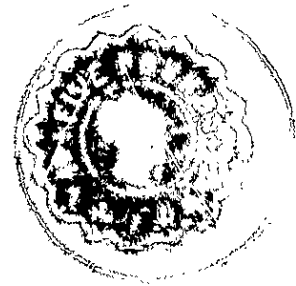
Dated this 14th day of June 1965

Witness to the above Signatures :-

F. A. Hall
4, Langels Lane,
Sharncliffe
Bradford
West

NO. OF COMPANY

44264
14



Inland
Revenue
Stamp
to be
affixed
here

COMPANY HAVING A SHARE CAPITAL

NAME OF
COMPANY

A. JORDAN & SONS, LTD.

LIMITED.

Statement of the Nominal Capital
made pursuant to Section 112 of the Stamp Act, 1891.

(Note. - The stamp duty on the Nominal Capital is Two Shillings for every £100 or fraction of £100. Section 41, Finance Act, 1923.)

The Nominal Capital of the above-named Company is £1,000

Signature

Date

21.6.65

Description

Director

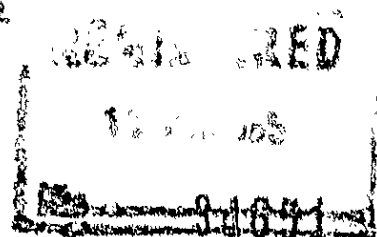
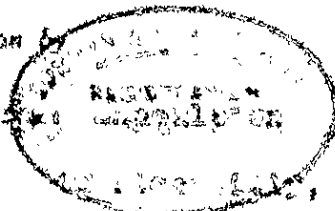
This Statement is to be filed with the Memorandum of Association, or other Document, when the Company is registered.

CAT. NO. C.A. 22

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers & Publishers,
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2

Presented for registration by



33502