

Whalley & Haddow COMPANY, LIMITED.



STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 55

cap. 39, Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is

3 shillings for every £100 or fraction of £100.)

This statement is to be filed with the Memorandum of Association, or other Document,

the Company is registered.

ated for registration by

Richard Coplefield & Co
Solicitors
Parliamentary

The NOMINAL CAPITAL of the

Whalley & Haddock

Company, Limited,

is £ 14,000 , divided into 4,000 shares of £ 1

each.

Signature

Pritchard & Gifford

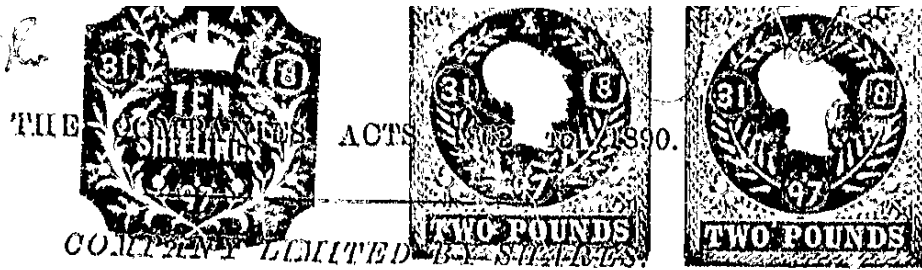
Description

Solicitors

Date

August 30th 1897

This statement should be signed by an Officer of the Company.



Memorandum of Association
OF
WHALLEY & HADDOW,
LIMITED.

REG: ...
37020
30 AUG 1897

1.—The name of the Company is "WHALLEY AND HADDOW, 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 acquire, on the terms of a provisional agreement, dated the ~~8th~~ ^{21st} day of ~~May~~ ^{August} 1897, and made between Robert McMaster of the one part, and Ralph Gregson, contracting on behalf of a Company then intended to be formed, being this Company, of the other part, with such modifications (if any) as the Shareholders of the Company in General Meeting may agree to, the goodwill of the business of a dealer in paper hangings, and oil and colour merchant, as now carried on by the said Robert McMaster, and formerly carried on by Albert Edward Armitage, of No. 51 Whitechapel, and No. 3 Peter-street, Liverpool, in the County of Lancaster, under the style of A. E. Armitage, and all the stock-in-trade, book debts, and other property, assets and effects, used for the purposes of or connected with the said business, and the whole undertaking of the business as a going concern.
- (b) To take over the said business of A. E. Armitage as a going concern, and continue the carrying on of the same in the name of the Company.



- (c) To enter into and carry on any other business, enterprise, undertaking or operation directly or indirectly connected with the above business which can be conveniently carried on or undertaken in connection therewith, or as auxiliary thereto, or likely to enhance the value of or to assist in developing or turning to the best advantage the business, or any of the property, rights or interests or conveniences of the Company for the time being.
- (d) To purchase or otherwise acquire any inventions or secret or other processes or patents, licenses, concessions or other like privileges conferring any exclusive or non-exclusive or limited right to use any invention or process which may seem to the Company 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 also any trade marks, registered designs, or other similar rights, and to exercise, develop, work and turn to account any property or rights so acquired.
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire in the name of the Company, or in the name or names of any person or persons in trust for the Company or otherwise, any lands, hereditaments, property or premises, easements, rights and privileges, whether in the United Kingdom or elsewhere, and whether of freehold, leasehold, or any other tenure, or any other real or personal property which may be considered by the Company necessary or convenient for carrying on the Company's business.
- (f) To pay for the said trade or business and properties referred to in this Memorandum, and any other property of any kind acquired by the Company in shares of the Company credited on allotment as wholly or partially paid up.
- (g) To borrow or raise money upon loan or otherwise for the purposes of the Company, and to create and issue at par or at a premium or discount bonds or debentures.

tures (to bearer or otherwise) or debenture stock, mortgages and other instruments for securing the repayment thereof with or without charge upon the undertaking of the Company or any part thereof, or all or any of the property of the Company, or its uncalled capital, or upon its income or profits and upon such terms as to priority or otherwise as may seem fit to the Company, and so that the same may be either permanent or redeemable with or without a bonus or premium and be further secured by a trust deed or otherwise.

- (h) To advance or lend money to such persons, corporations or bodies corporate on such terms as may seem expedient, and in particular to customers of and persons having dealings with the Company, and to guarantee the performance of contracts by customers of and persons having dealings with the Company, and generally to transact and carry into effect all such commercial, financial, trading or other business or operations as may be conducive to any of the Company's objects.
- (i) To make, accept, indorse, issue, and execute promissory notes, bills of exchange, bills of lading, and any other negotiable or transferable instrument.
- (j) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either in the name of, or by or through any company or person as trustee, agent, contractor, or otherwise.
- (k) To do such other things as the Company may at any time consider incidental or conducive to the carrying out or attainment of the above objects, or any of them.

4.—The liability of the Members is limited.

5.—The Capital of the Company is £1,000, divided into 4,000 Shares of £1 each.

We, the several persons whose names and addresses are hereunto subscribed, are desirous of being joined 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 to our respective names:—

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
Benjamin Whalley, Commercial Traveller Preston Road. Dundall. N. W. Street	One
Robert Haddow, Paperhangings & Glaziers 50. Herschel Street Liverpool	One
Arthur Wallis Smith 16 South Castle Street Liverpool	One
Edward Openshaw Chemical Broker 83 Royal Exchange Manchester	One
William Hamer, Wood Pulp Agent 71. Market St. Manchester	One
G. P. T. Hard 8 ^{Market} Market Place Manchester	One
John G. P. T. Hard 5 Harrington Street Liverpool	One

Dated the 19th day of August 1897.

Witness to all the above signatures,

William Marsden
Book-keeper
65 Greenway St
Warren

COMPANY LIMITED BY SHARES.

Articles of Association
OF
WHALLEY & HADDOW,
LIMITED.

REGD.
37021
30 AUG 1897

1.—The regulations of Table "A" of the Companies' Act 1862, shall apply to the Company, except that there shall be an Arbitration Clause, and except the following Articles, namely:— Articles 8 to 16 inclusive relating to the Transfers of Shares, Articles 32 and 34 as to General Meetings, Articles 35, 37, 39 and 40 as to proceedings at General Meetings, Articles 44 to 51 inclusive as to votes of members, and Article 52 and 65 relating to Directors.

2.—The following Articles shall be substituted for the said Articles in Table "A" excluded as above-mentioned, namely.

TRANSFER AND TRANSMISSION OF SHARES.

3.—No Share shall, save as hereinafter otherwise provided, be transferred to a person who is not a Member, so long as any Member is willing to purchase the same at a fair value.

4.—In order to ascertain whether any person entitled in priority to purchase is willing to purchase a Share, the person, whether a Member of the Company or the representative of one proposing to Transfer the same, shall give notice in writing to the Company that he desires to Transfer the same. Such notice shall constitute the Company his agent for the sale of the Share to any Member of the Company at the fair value. Such notice may include several Shares, and in that case shall operate as if it were a separate notice in respect of each. Such notice shall not be revocable except with the sanction of the Board.



5.—At the Ordinary General Meeting in each year the Company shall by resolution declare what is the fair value of a Share, and upon any sale during the ensuing year pursuant to the foregoing provisions the amount so declared, with the addition thereto of 5 per cent. per annum from the date of the Meeting to the date of completion of such sale (less any dividend in the meantime paid), shall be deemed to be the fair value for the purposes aforesaid, provided that if any Member or Members holding in his or their own name or names one-fifth part or more of the Share Capital of the Company at the time when the fair value is fixed as aforesaid shall be dissatisfied with the fair value as so fixed, the Member or Members so dissatisfied by notice in writing addressed to the Directors of the Company expressing such dissatisfaction given or left at the office of the Company within two calendar months after such fair value shall have been so fixed as aforesaid may require that the fair value shall be fixed by arbitration, and thereupon the fair value shall be fixed by arbitration in manner hereinafter provided, and the fair value when so fixed by arbitration shall be adopted in lieu of that complained of.

6.—If any person giving such notice of transfer as aforesaid, makes default in transferring the Share the Company may receive the purchase money, and shall thereupon cause the name of the purchasing Member to be entered in the register as the holder of the Share, and shall pay the purchase money to the person giving the notice. The receipt of the Company for the purchase money shall be a good discharge to the purchasing Member, and after his name has been entered in the register in what purports to be an exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.

7.—If the Company shall not within the space of 28 days after being served with the notice of transfer find a Member willing to purchase the Share and signify the same in writing to the giver of such notice he shall at any time within three calendar months afterwards be at liberty to sell and transfer the Share to any person, but at a price not being less than the fair value fixed as aforesaid, no person being at liberty to sell any Share for less than fair value of the year without first giving a renewal notice of transfer on the basis of the price which he is willing to take being the fair value.

8.—The Company in General Meeting may make, and from time to time vary rules as to the mode in which any Shares specified in any notice of transfer such as aforesaid shall be offered to the

persons entitled to pre-emption, and as to their rights in regard to the purchase thereof, and in particular may give any such person a preferential right to purchase the same. Until otherwise determined every such Share shall be offered to the persons being Members of the Company entitled to pre-emption in such manner as the Company may from time to time determine.

9.—Notwithstanding anything heretofore contained, any Share standing in the name of the trustees or executors of the will of any deceased Member may be transferred upon any change of trustees to the trustees for the time being of such Will.

10.—The Board may refuse to register any transfer of a Share (a) Where the Company has a lien on the Share, (b) where it is not proved to their satisfaction that the proposed transferee is a responsible person, (c) where the Board resolve, without being obliged to give any reason, that the proposed transferee is not a desirable person to be accepted as transferee. But paragraphs (b) and (c) of this clause shall not apply where the proposed transferee is already a Member, nor to any transfer made pursuant to the last preceding clause hereof.

11.—The Company shall keep a book to be called "The Register of Transfers," in which shall be entered the particulars of every transfer or transmission of any Share.

12.—The instrument of transfer shall be in such form as the Company shall from time to time determine, and shall be executed both by the transferor and transferee, and the transferor shall be deemed to remain the holder of such Share until a resolution of the Board shall have been passed authorising the registration of the transferee as the owner thereof in the Register Book.

13.—Before the registration of any transfer the instrument of transfer shall be left at the Office of the Company, together with certificate of the Shares to be transferred, and together with any other evidence the Board may require, to prove the title of the transferor, and the transfer shall thenceforward be kept by the Company.

14.—There shall be paid in respect of the registration of any transfer or transmission of Shares, such sum not exceeding 2s. 6d., as the Board shall from time to time prescribe.

15.—The Transfer Books of the Company may be closed during the 7 days immediately preceding the Ordinary General

Meeting in each year, and for 17 days thereafter, also at such other times as the Directors may prescribe, not exceeding in all 30 days in each year.

GENERAL MEETINGS.

16.—The Directors may, whenever they think fit, and they shall upon a requisition made in writing by not less than three members of the Company, convene an Extraordinary General Meeting.

17.—Upon the receipt of such requisition, the Directors shall forthwith proceed to convene an Extraordinary General Meeting, If they do not do so within twenty-four hours after the time of the requisition being left at the registered office of the Company, the requisitionists or any other member may, themselves or himself, convene an Extraordinary General Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

18.—Forty-eight hours' notice, at the least, specifying the place, the day, and the hour of meeting shall be given to the members, in such manner, if any, as may be prescribed by the Company in General Meeting, and until such prescription has been determined, then in manner mentioned in Table A, but the non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.

19.—No business shall be transacted at any General Meeting, except the declaration of a dividend, unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall be ascertained as follows, that is to say, if the persons who have taken shares in the Company at the time of the meeting do not exceed twenty in number, the quorum shall be three holding or representing at least one half of the Share Capital of the Company; if they exceed 20, there shall be added to the above quorum one for every fifteen additional members up to fifty; and one for every fifty additional members after fifty, with this limitation, that no quorum shall in any case exceed seven.

20.—The Chairman of every General Meeting shall always be chosen by the Members present at such General Meeting, whether in person or by proxy.

VOTES.

21.—No Shareholder shall be entitled to vote or to take any part in the business of a Meeting of the Company unless all moneys due from him to the Company in respect of his Shares have been paid.

22.—On a show of hands every Member entitled to vote shall have one vote only. In case of a poll every Member entitled to vote shall have one vote for every £100 nominal value Share Capital held by him, and Members with a less nominal Share Capital shall not be entitled to vote.

23.—If any Member be a lunatic his Committee may vote in respect of his Share, but otherwise no vote shall be accepted in respect of a Share registered in the name of a person under disability.

24.—Votes may be given either personally or by proxy, but only registered Members shall vote by proxy.

25.—No person shall act as proxy unless the instrument of his appointment shall be deposited at the registered office of the Company at least 24 hours before the time for holding the Meeting at which he proposes to vote, but a person appointed proxy need not be a Member of the Company.

26.—Every proxy shall be appointed in writing under the hand of the appointor, or if such appointor is a Corporation, under its Common Seal, and such appointment shall be dated the day it was executed. Proxies may either be general or confined to a particular Meeting, provided that if general they shall not be valid after the expiration of 12 calendar months from the date thereof.

27.—Any instrument appointing a proxy shall be in the following form, or as near thereto as may be, that is to say:—

“WHALLEY & HADDOW, LIMITED.”

“ I of

“ a Member of the above-named Company,

“and entitled to Vote hereby appoint

“ of to be my proxy

“ at the Ordinary (or Extraordinary or Adjourned) General

“ Meeting of the Company to be held on the day of

“ 18 and at any adjournment thereof (or upon all questions

"before any Meeting at which I may be entitled to vote for a
 "period of twelve calendar months from this date), and to Vote
 "for me and in my name upon all questions before such
 "Meeting (or Meetings).

"As witness my hand this day of 18 "

Or in such other form as the Directors shall from time to time appoint.

28.—No objection to any vote, whether given personally or by proxy and accepted by the Chairman, shall vitiate a resolution unless such objection be produced and stated in writing addressed to the Chairman of the Meeting before the result of the voting has been officially announced.

DIRECTORS.

29.—The number of Directors shall not exceed five, and the names of the first Directors shall be determined by the Members entitled to vote, who may be present in person or by proxy at the first General Meeting of the Company.

30.—The Company in General Meeting may by ordinary resolution at any time remove any Director before the expiration of his period of office, and may by the same or any other ordinary resolution appoint another person in his stead; the person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

The following shall be the Arbitration Clause:—

31.—Whenever any difference arises between the Company on the one hand and any of their Members, their executors, administrators, or assigns on the other and touching the true intent or construction or the incidents or consequences of these presents, or touching any thing done, executed, omitted or suffered in pursuance of or in relation to these presents, or touching any breach or alleged breach of these presents, or any claim on account of any such breach, alleged breach or otherwise relating to the premises, or to these presents, or to any statute affecting the Company, or to any of the affairs of the Company, every such difference shall be referred to the decision of an Arbitrator to be appointed by the parties in difference, or if they cannot agree upon

a single Arbitrator to the decision of two Arbitrators, of whom one shall be appointed by each of the parties in difference or an umpire to be appointed by the president for the time being of the Blackburn Chamber of Commerce, and upon every or any such reference the costs of and incident to the reference and award respectively shall be in the discretion of the Arbitrator, Arbitrators, or umpire respectively, who may determine the amount thereof or direct the same to be taxed as between Solicitor and Client or otherwise, and may award by whom and to whom and in what manner the same shall be borne and paid. And the submission shall be made an order of the High Court of Justice upon the application of either party, and such party may instruct Counsel to consent thereto for the other parties, and the death of any party shall not operate as a revocation.

NAMES, ADDRESSES, AND DESCRIPTIONS OF MEMBERS.

Benjamin Whalley. Commercial Traveller
Preston Road. Ainsdale St. Southport

Robert Haddow, Paperhangings. Salesman
50 Herschel Street Liverpool

Arthur Walter, Printer
16 South Castle Street Liverpool

Edward Openshaw, Chemical Brother
83 Royal Exchange, Manchester.

William Hamer. Wood Pulp Agent.
71. Market St. Manchester.

G. Pritchard 8 ^{Market} ~~West~~ Place ~~Manchester~~
Manchester Manager.

John Lepton Solicitor 5 Harrington Street Liverpool

Dated the 19th day of August 1897.

WITNESS to all the above Signatures,

William Marsden
Book-keeper

65 Greenway St
Darwen

No. 53916



Certificate of Incorporation

OF THE

Whalley and Haddow, Limited,

I hereby Certify, That the

Whalley and Haddow, Limited,

is this day Incorporated under the Companies' Acts, 1862 to 189³, and that the Company is **Limited**.

Given under my hand at London this *Thirtieth* day of *August* One

Thousand Eight Hundred and Ninety *seven*

Stamps and Deed Stamps £ *5 5/-*

Stamp Duty on Capital £ *4*

Ernest Cleaves

Assistant Registrar of Joint Stock Companies.

Certificate received by

Henry Edwards

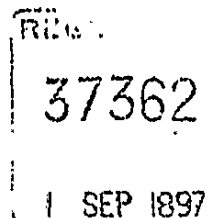
*Paulin Hall
Little Trinity Lane E.C.*

Date *Sept. 1st 1899*



Whalley and Haddow Limited.

To The Registrar of Joint Stock Companies.



WHALLEY and HADDOW Limited hereby give you notice in
accordance with the Companies Act 1862 that the
Registered office of the Company is situated at
No 51 Whitechapel Liverpool in the County of
Lancaster.

Dated this 31st day of August 1897.

William Marsden

Secretary.

*Richard Ingledene & Co.
Painters Hall London E.C.*

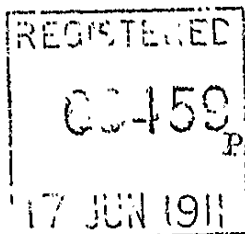


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53916 / 23

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WHALLEY & HADDOW LIMITED.



SPECIAL RESOLUTION,

Passed 26th May, 1911.

Confirmed 10th June, 1911.



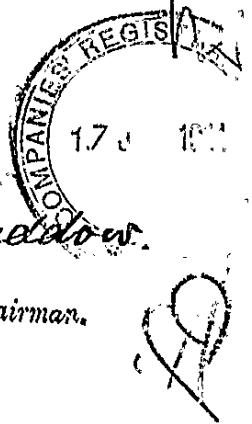
At an Extraordinary General Meeting of Whalley & Haddow Limited, duly convened and held at the registered Office of the Company No. 47 Whitechapel, Liverpool, on the 26th day of May 1911, the subjoined Special Resolution was duly passed, and at a subsequent Extraordinary General Meeting of the said Company, also duly convened and held at the same place on the 10th day of June 1911, the subjoined Resolution ^{was} ~~was~~ duly confirmed:—

“That the regulations contained in the printed document submitted to the Meeting, and for the purpose of identification subscribed by the Chairman thereof, be and the same are hereby approved, and that such regulations be and they are hereby adopted as the regulations of the Company to the exclusion of all the existing regulations thereof.”

Dated this 16th day of June, 1911.

Robert Haddow

Chairman.



183

Articles of Association

OF

WHALLEY & HADDOW LIMITED.

1. The regulations of Table A of the Companies Consolidation Act, 1908, shall apply to the Company, except Articles 35 to 40 inclusive and Articles 70 and 78 and 79.

2. The following Articles shall be additional to the Articles contained in the said Table A, and in case they shall be inconsistent in any particular with the Articles contained in Table A the following Articles shall prevail:

3. The Directors may decline to register any transfer of shares to any person of whom they do not approve.

4. The number of members of the Company shall be limited to Fifty, exclusive of persons who are in the employment of the Company.

5. No invitation shall be issued to the public to subscribe for any Shares or Debentures of the Company.

6. It shall not be necessary for a Director to hold any Share or Shares in the Company as a qualification.

7. Messrs. Robert Haddow and William Marsden shall respectively be permanent Directors of the Company, until resignation or becoming unfit or incapable to act. All other Directors of the Company shall be subject to re-election at every annual general meeting of the Company. Mr. John Edwin Entwistle shall be a Director of the Company subject to re-election as aforesaid.

8. The said Robert Haddow and William Marsden, while acting as Directors of the Company, or either of them if the other be not at such time a Director, shall have power at any time to discharge any other Director or Directors by giving to such Director or Directors one month's notice in writing of their or his intention so to do, and on the expiration of such notice the office of the said Director or Directors so discharged shall become vacant.

9. A quorum at any general meeting shall consist of three members personally present, or two members holding 75 per cent. of the share capital of the Company personally present.

10. Any notice if given by post shall be deemed to have been served at the time when the letter containing it is put into the post office, and in proving the giving of the notice it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.

Robert Haddow.



The Companies Act, 1948.

[COPY]

Special Resolution

*(Pursuant to Section 141 (2) of the Companies Act, 1948)

OF

WHATLEY ^{and} HADDON

Limited.

REGISTERED

3-DEC 1954

Passed 20th NOVEMBER 1954

Telegrams: "WOODROW, LIVERPOOL"

Telephone: CENTRAL 3831 (5 lines)

H. T. WOODROW & CO. LTD.,

Limited Company Printers, Publishers, Stationers,
and Registration Agents.

COOK STREET, LIVERPOOL, 2.

P.T. 7195.

Presented by

H. L. COLLINS
CHARTERED ACCOUNTANT
WESTMINSTER BANK CHAMBERS
NEXT TO GPO
LORD ST. SOUTHPORT.
TELEPHONE 4921

*NOTE.—A Resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of such members as, being entitled so to do, vote in person or where proxies are allowed by proxy, at a General Meeting of which not less than twenty-one days' notice specifying the intention to propose the Resolution as a Special Resolution, has been duly given: Provided that, if it is so agreed by a majority in number of the members having the right to attend and vote at any such meeting, being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right, or, in the case of a company not having a share capital, together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members, a resolution may be proposed and passed as a Special Resolution at a meeting of which less than twenty-one days' notice has been given.



Special Resolutions for filing at the Companies Registry must be **PRINTED**. Exempt Private Companies may file a copy in some other form (e.g., Duplicated, Typewritten) approved by the Registrar of Companies, except where a Resolution, passed as an Ordinary Resolution, increases the Nominal Share Capital of the Company in which case all such Resolutions must be filed in **PRINTED** form.

Where printing is not adopted the following Certificate **MUST** be completed, **unless** an Annual Return has been filed previously at the Companies Registry, showing that the Company possesses the status of an Exempt Private Company.

EXEMPT PRIVATE COMPANY.

"We certify that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this return and have been satisfied at all times since *.....1st JULY.....1948."

Signed.....*M. G. [Signature]*.....Director.

Signed.....*H. D. [Signature]*.....Secretary.

*Insert "1st July, 1948" (the date of the commencement of The Companies Act, 1948) or, if the Company was formed after that date, the date on which it was registered, or, if the company is section 100 (1) of The

[COPY]

Special Resolution

OF

WHITTEN & HADDON

Limited.

At an EXTRAORDINARY GENERAL MEETING of the members of the
above-named Company, duly convened, and held at (1).....

WESTMINSTER BANK CHAMBERS,

LORD STREET, SOUTHPORT.

on the 29th day of NOVEMBER 1951

the following SPECIAL RESOLUTION WAS duly passed:—

RESOLUTION.

That the Directors be and they are hereby authorised
to borrow from time to time such sum or sums of money
as they may consider necessary notwithstanding that
the total amount borrowed by the Directors and
outstanding at any one time may exceed the limit
imposed by the Company's Articles of Association and
that any borrowing prior to this date exceeding the
limit aforesaid be and the same is hereby ratified
and confirmed.

†Witness to the signature

of

Name

Address

Signature 

*Officer Director

No. of Company 53,916.

90
THE COMPANIES ACT 1948



COMPANY LIMITED BY SHARES

Resolutions

OF

Whalley & Haddow Limited.

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company duly convened and held at WESTMINSTER BANK CHAMBERS, LORD STREET, SOUTHPORT, in the COUNTY OF LANCASTER, on MONDAY the 19th day of NOVEMBER 1956, the subjoined Resolution numbered 1, as an EXTRAORDINARY RESOLUTION the subjoined Resolution numbered 2, as a SPECIAL RESOLUTION and the subjoined Resolution numbered 3 as an ORDINARY RESOLUTION, were all duly passed :—

RESOLUTION No. 1 (EXTRAORDINARY)

"That the Share Capital of the Company be increased from £4,000 divided into 4,000 shares of £1 each to £15,000 by the creation of 11,000 shares of £1 each ranking equally in all respects with the shares in the existing Share Capital of the Company."

RESOLUTION No. 2 (SPECIAL)

That the following Articles be inserted in the Articles of Association as Articles 11, 12 and 13

11. The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's Reserve Accounts or to the credit of the Profit and Loss Account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same or any other proportions on condition that the same be not paid in cash but applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures

REGISTERED

14 DEC 1956

1956

of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other and the Directors shall give effect to such resolution; Provided that a Share Premium Account and a Capital Redemption Reserve Fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid Bonus Shares.

12. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an Agreement with the Company providing for the allotment to them respectively credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

13. The Company in General Meeting may, upon the recommendation of the Directors, resolve that any surplus moneys arising from any capital assets of the Company, or any investments representing the same or any surplus arising as a result of any revaluation of capital assets or any or other undistributed profits of the Company not subject to charge for Income Tax, be distributed amongst the members on the footing that they receive the same as capital."

RESOLUTION No. 3 (ORDINARY)

"That it is desirable to capitalise a sum of £11,000 undivided profits of the Company (part of the sum standing to credit of the Profit and Loss Account) and accordingly that the said sum be capitalised and distributed amongst the members of the Company free of Income Tax on the footing that they become entitled thereto as capital in pursuance of the Articles of Association of the Company, and that the said capital sum be appropriated to and applied on behalf of the persons who on this date are the holders of the 4,000 Ordinary Shares of £1 each of the Company in payment in full for 11,000 Ordinary Shares of £1 each and that such 11,000 Ordinary Shares of £1 each credited as fully paid accordingly be allotted to such persons respectively in the proportion of two and three-quarters of such shares for every one of the said shares now held by such persons respectively (but in order to avoid fractions of shares the number of Ordinary Shares so allotted shall be calculated to the nearest whole number) and that the shares so distributed shall be treated for all purposes as an increase of the nominal capital of the Company held by each such member and not as income."

H. G. Rainford

Chairman.

Filed at the Companies Registry the day of 1956.

No. of Company.....53,916.....

Form

THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital

Pursuant to Section 63

Name
of
Company

WHALLEY & HADDOW

Limited.

This Notice, accompanied by a printed copy of the resolution authorising the Increase, must be forwarded to the Registrar of Companies within 15 days after the passing of the said resolution.

Telegrams: "WOODROW, LIVERPOOL 2."

Telephone: CENTRAL 3831 (5 Lines).

H. T. WOODROW & CO. LTD.

Limited Company Printers, Publishers, Stationers,
and Registration Agents.

COOK STREET, LIVERPOOL, 2.

PT-6237. 3/52.

Presented by.....

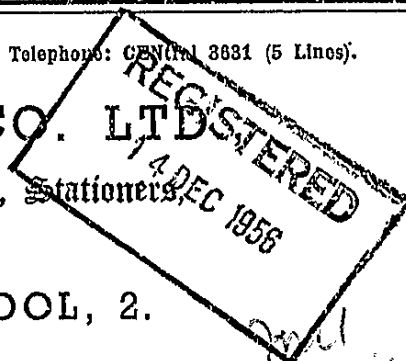
PRESENTED FOR FILING BY

H. T. WOODROW & CO. LTD.

COMPANY REGISTRATION AGENTS

& LEGAL STATIONERS,

5 & 7, COOK STREET, LIVERPOOL



THE REGISTRAR OF COMPANIES.

WHALLEY & HADDOW

Limited

hereby gives you notice, pursuant to Section 63 of The Companies Act, 1948, that by

(a) EXTRAORDINARY Resolution of the Company dated the 19th

day of November 1956, the nominal capital of the Company

has been increased by the addition thereto of the sum of £11,000.

beyond the registered capital of £4,000.

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each Share
11,000.	Ordinary	£1 each

The conditions (e.g., voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows :—

Ranking equally in all respects with the Shares in the existing Share Capital of the Company.

(If any of the new shares are Preference Shares state whether they are redeemable or not).

(Signature) *W. Collins*

Number of
Certificate } 53,916.

93

The Companies' Act 1948.

STATEMENT OF INCREASE OF NOMINAL CAPITAL

OF

WHALLEY & HADDOW

Limited.

Pursuant to s. 112 of 54 and 55 Vict., ch. 39 (Stamp Act, 1891) as amended by
s. 41 of 23 and 24 Geo., 5 ch. 19 (Finance Act, 1933).

NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten Shillings
for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase registered under
Section 63 of The Companies Act, 1948.

Telegrams: "WOODROW, LIVERPOOL 2."

Telephone: CENTRAL 3631 (5 Lines).

H. T. WOODROW & CO. LTD.,

Limited Company Printers, Publishers, Stationers,
and Registration Agents.

COOK STREET, LIVERPOOL, 21.9.55

PT-6433. 7/52.

Presented by

PRESENTED FOR FILING BY

H. T. WOODROW & CO. LTD.



THE NOMINAL CAPITAL

OF

WHALLEY & HADDOW

Limited

has been increased by the addition thereto of the sum of

Eleven thousand

Pounds,

(£ 11,000.) divided into eleven thousand

Shares of One pound each beyond the Registered

Capital of Four thousand pounds.

Signature

H. Collins

(State whether Director or Secretary) Secretary

Dated the 11th day of

December 1916.

This Statement should be signed by an Officer of the Company.

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2))

OF

anks in
; may be
writing.

SHALLEY & HADDOCK LIMITED

Passed 31st July 1956.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Westminster Bank Chambers, Lord Street, Southport, Lancashire

on the 31st day of July 1956, the subjoined Special Resolution was duly passed, viz.:—

RESOLUTION

THAT the Memorandum of Association of the Company be modified by omitting sub-clause (g) of Clause 3 and by substituting the following sub-clause in lieu thereof, namely

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

Signature

J. J. Fairford

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See section 143 (1) and (4) printed overleaf.

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 40 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Finsbury Street, E.C.2; 10 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 31 Charles Street, Cardiff; 157 Hope Street, Glasgow, C.2.

Companies 7

F4200-20-7-56



Section 143 of the Companies Act, 1948, provides (*inter alia*) as follows:—

(1) A printed copy of every resolution or agreement to which this section applies shall, within fifteen days after the passing or making thereof, be forwarded to the registrar of companies and recorded by him:

Provided that an exempt private company need not forward a printed copy of any such resolution or agreement if instead it forwards to the registrar of companies a copy in some other form approved by him.

* * * * *

(4) This section shall apply to—

- (a) special resolutions;
- (b) extraordinary resolutions;
- (c) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless, as the case may be, they had been passed as special resolutions or as extraordinary resolutions;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members;
- (e) resolutions requiring a company to be wound up voluntarily, passed under paragraph (a) of subsection (1) of section two hundred and seventy-eight of this Act.

* * * * *

NOTE.—In the case of an exempt private company the Registrar of Companies under the proviso to s. 143 (1) will accept a typed top copy on durable paper, provided that there is on the file (e.g., on the last Annual Return) a certificate that the company is an exempt private company. If no such certificate is on the file, the certificate below should be completed.

CERTIFICATE

WE CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of section one hundred and twenty-nine of the Companies Act, 1948, are satisfied at the date of this certificate and have been satisfied at all times since *

Dated this.....day of....., 195

.....
Director.

.....
Secretary.

* NOTE.—Insert "1st July, 1948" (the date of the commencement of the Companies Act, 1948), or, if the company was registered after that date, the date on which it was registered, or, if the proviso to s. 120 (1) of the Companies Act, 1948, has effect, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

At an Extraordinary General Meeting of the Company duly convened and held at White Cross Lancaster at 3.30 p.m. on 12th July 1973 the following resolutions were duly passed as Special Resolutions of the Company:-

SPECIAL RESOLUTIONS

"(1) That the existing 15,000 shares of £1 each in the capital of the Company be converted into 15,000 Deferred Shares of £1 each having the rights specified in Resolution (4) (B) below

(2) That the Share Capital of the Company be increased from £15,000 divided into 15,000 shares of £1 each to £16,000 divided into 4,000 Ordinary Shares of 25 pence each and 15,000 Deferred Shares of £1 each by the creation of 4,000 Ordinary Shares of 25 pence each

(3) That it is desirable, upon the recommendations of the directors, to capitalise the sum of £1,000 being part of the amount standing to the credit of the Capital Reserve of the Company and accordingly that such sum be capitalised and set free for distribution among the holders of the Deferred Shares of the Company in the proportions in which they hold such Deferred Shares on condition that the same be not paid in cash but be applied in paying up in full at par 4,000 new unissued Ordinary Shares of 25 pence each to be allotted and distributed, credited as fully paid up, to and amongst such holders of Deferred Shares in the proportion of four such Ordinary Shares of 25 pence each for every 15 such Deferred Shares held on the 12th day of July 1973 by such persons respectively (but in order to avoid fractions of Shares the number of Ordinary Shares so allotted shall be calculated to the nearest whole number) and so that the Ordinary Shares issued pursuant to this resolution shall rank pari passu for all purposes and that the directors shall give effect to this resolution

400

26 JUL 1973

(4) That the Articles be amended by:-

(A) deleting Articles 7 and 8 and

(B) substituting for Article 7 the following new article:-

"(a) The share capital of the Company at the date of adoption of this Article is £16,000 divided into 4,000 Ordinary Shares of 25 pence each and 15,000 Deferred Shares of £1 each

(b) The respective rights and privileges attached to the Ordinary and Deferred Shares are as follows:-

(i) As regards income. The profits which the Company may determine to distribute shall be distributed among the holders of the Ordinary Shares and Deferred Shares in proportion to the amount paid up on the Ordinary and Deferred Shares held by them respectively provided that the holders of the Deferred Shares shall not be entitled to participate in any such profits which the Company may determine to distribute in any financial period ending before 1st January 2073

(ii) As regards capital. On a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the members shall be applied first in paying to the holders of the Ordinary Shares the amount paid up on such shares secondly

in repaying to the holders of the Deferred Shares the amount paid up on such shares and thirdly the balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the amount paid up on the Ordinary Shares held by them respectively

(iii) As regards voting. The Deferred Shares shall not confer on the holders of such shares any right to receive notice of or to attend or vote either in person or by proxy at any general meeting of the Company

(c) renumbering the Articles of Association consecutively."

Arjun
.....
Director

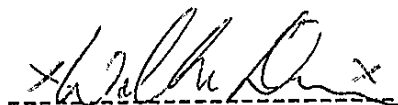
Company No. 53,916

WHALLEY & HADDOW LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held at White Cross, Lancaster on Tuesday the 6th day of November 1973 the following resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

"That the Regulations contained in the document produced to the meeting and for the purpose of identification signed by the Chairman thereof, be and they are hereby approved and adopted as the Articles of Association of the Company to the exclusion of all existing Articles of Association thereof".



Chairman

✓
13 NOV 1973
OFFICE

COMPANY LIMITED BY SHARES

Articles of Association

OF

WHALLEY & HADDOW LIMITED

(adopted by Special Resolution passed on 6th November 1973)

PRELIMINARY

1. The regulations contained in Part I of Table "A" in the First Schedule to the Companies Act, 1948 as amended by the Companies Act 1967, (which Table is hereinafter called Table "A") shall apply to the Company save in so far as they are excluded or modified hereby. The regulations in Part I of Table "A" numbered 24, 53, 77, 79, 87, 88 (A) and (F), 89, 90, 91, 92 and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining regulations in Part I of Table "A", the following shall be the Articles of Association of the Company.

PRIVATE COMPANY

2. The Company is a private company, and accordingly the regulations contained in Part II of Table "A", as amended by the Companies Act 1967 except regulation 1 therein, shall apply to the Company.

SHARES

3.(a) The share capital of the Company at the date of adoption of these Articles is £16,000 divided into 4,000 Ordinary Shares of 25 pence each and 15,000 Deferred Shares of £1 each.*

(b) The respective rights and privileges attached to the Ordinary and Deferred Shares are as follows:-

*NOTE: The Company was incorporated with a capital of £4,000 divided into 4,000 Shares of £1 each. By an Extraordinary Resolution passed on 19th November, 1956, the capital was increased to £15,000 divided into 15,000 shares of £1 each. By a Special Resolution passed on 12th July, 1973 the capital was further increased to £16,000 divided into 4,000 Ordinary Shares of 25 pence each and 15,000 Deferred Shares of £1 each.

1A
CORPORATE SEAL

- (i) As regards income. The profits which the Company may determine to distribute shall be distributed among the holders of the Ordinary Shares and Deferred Shares in proportion to the amount paid up on the Ordinary and Deferred Shares held by them respectively provided that the holders of the Deferred Shares shall not be entitled to participate in any such profits which the Company may determine to distribute in any financial period ending before 1st January, 2073.
- (ii) As regards capital. On a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the members shall be applied first in paying to the holders of the Ordinary Shares the amount paid up on such shares secondly in repaying to the holders of the Deferred Shares the amount paid up on such shares and thirdly the balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the amount paid up on the Ordinary Shares held by them respectively.
- (iii) As regards voting. The Deferred Shares shall not confer on the holders of such shares any right to receive notice of or to attend or vote either in person or by proxy at any general meeting of the Company.

4. All shares for the time being created and unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons (including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit.

5. The lien conferred by regulation 11 in Part I of Table "A" shall attach to fully paid shares 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 two or more joint holders.

6. In regulation 15 of Part I of Table "A" the following words "except in so far as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

NOTICES

7. Every notice calling a General Meeting shall comply with the provisions of Section 136 (2) of the Act, as to giving information to Members in

regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

RESOLUTIONS

8. Any such resolution in writing as is referred to in regulation 5 in Part II of Table "A" may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that regulation referred to.

PROCEEDINGS AT GENERAL MEETINGS

9. The following words shall be added to the end of Regulation 52 in Part I of Table "A" "and fixing the remuneration of Directors".

10. The words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in regulation 54 in Part I of Table "A".

11. It shall not be necessary to give any notice of an adjourned meeting and regulation 57 in Part I of Table "A" shall be construed accordingly.

12. A poll may be demanded by any Member present in person or by proxy and regulation 58 in Part I of Table "A" shall be modified accordingly.

DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than seven and regulation 75 in Part I of Table "A" shall be modified accordingly.

14. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the capital of the Company and regulation 134 of Part I of Table "A" shall be modified accordingly.

15. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration

to which he may be entitled as a Director.

16. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

17. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does 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 regulation 84 in Part I of Table "A" shall be modified accordingly.

18. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and regulation 86 in Part I of Table "A" shall be modified accordingly.

19. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his Widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance

20. A Director shall not retire by rotation and regulations 93, 94, 95, 96 and 97 in Part I of Table "A" shall be modified accordingly.

21. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The Company may by Ordinary Resolution appoint another person in place of the Director so removed.

22. (A) Any Director may by writing under his hand appoint (1) Any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors'

Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine, provided always that in the event of these Articles providing for the retirement of Directors by rotation, if any Director so retires but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

23. Any such resolution in writing as is referred to in regulation 106 in Part I of Table "A" may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and regulation 106 in Part I of Table "A" shall be modified accordingly.

24. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

25. The Directors may from time to time appoint one or more of their body to be Managing Director or Joint Managing Directors of the Company or to hold such other Executive Office in the management of the business of the Company as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and (subject to the provisions of any service contract

between him and the Company and without prejudice to any claim for damages he may have for breach of any such service contract) may remove or dismiss him or them from office and appoint another or others in his or their place or places. A Managing Director or such Executive Director shall (subject to the provisions of Article 26 hereof and without prejudice to any claim for damages any such Managing Director or Executive Director may have for breach of any service contract between him and the Company) be subject to the same provisions as to removal and as to vacation of office as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall (without prejudice as aforesaid) ipso facto and immediately cease to be a Managing Director or such Executive Director.

26. A Managing Director or Executive Director holding office as such for a fixed period shall not be entitled to resign as a Director of the Company and Clause 88 (e) of Part I of Table "A" shall be modified accordingly.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

WHALLEY & HADDOW LIMITED

1. The name of the Company is "WHALLEY AND HADDOW 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 acquire on the terms of a provisional agreement, dated the Eighteenth day of August 1897, and made between Robert McMaster of the one part, and Ralph Gregson, contracting on behalf of a Company then intended to be formed, being this Company, of the other part, with such modifications (if any) as the Shareholders of the Company in General Meeting may agree to, the goodwill of the business of a dealer in paper hangings, and oil and colour merchant, as now carried on by the said Robert McMaster, and formerly carried on by Albert Edward Armitage, of No. 51 Whitechapel, and No. 3 Peter Street, Liverpool, in the County of Lancaster, under the style of A.E. Armitage, and all the stock-in-trade, book debts, and other property, assets and effects, used for the purposes of or connected with the said business, and the whole undertaking of the business as a going concern.
 - (b) To take over the said business of A.E. Armitage as a going concern and continue the carrying on of the same in the name of the Company.
 - (c) To enter into and carry on any other business, enterprise, undertaking or operation directly or indirectly connected with the above business which can be conveniently carried on or undertaken in connection therewith, or as auxilliary thereto,

or likely to enhance the value of or to assist in developing or turning to the best advantage the business, or any of the property, rights or interests or conveniences of the Company for the time being.

- (d) To purchase or otherwise acquire any inventions or secret or other processes or patents, licenses, concessions or other like privileges conferring any exclusive or non-exclusive or limited right to use any invention or process which may seem to the Company 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 also any trade marks, registered designs, or other similar rights, and to exercise, develop, work and turn to account any property or rights so acquired.
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire in the name of the Company, or in the name or names of any person or persons in trust for the Company or otherwise, any lands, hereditaments, property or premises, easements, rights and privileges, whether in the United Kingdom or elsewhere, and whether of freehold, leasehold, or any other tenure, or any other real or personal property which may be considered by the Company necessary or convenient for carrying on the Company's business.
- (f) To pay for the said trade or business and properties referred to in this Memorandum, and any other property of any kind acquired by the Company in shares of the Company credited on allotment as wholly or partially paid up.
- (g) To borrow or raise money upon loan or otherwise for the purposes of the Company, and to create and issue at par or at a premium or discount bonds or debentures (to bearer or otherwise) or debenture stock, mortgages and other instruments for securing the repayment thereof with or without charge upon the undertaking of the Company or any part thereof, or all or any of the property of the Company or its uncalled capital, or upon its income or profits and upon such terms as to priority or otherwise as may seem fit to the Company, and so that the same may be either permanent or redeemable with or without a bonus or premium and be further secured by a trust deed or otherwise.
- (h) To advance or lend money to such persons, corporations or bodies corporate on such terms as may seem expedient, and in particular to customers of and persons having dealings with the Company, and to guarantee the performance of contracts by customers of and persons having dealings with the Company, and generally to transact and carry

into effect all such commercial, financial, trading or other business or operations as may be conducive to any of the Company's objects.

- (i) To make, accept, endorse, issue, and execute promissory notes, bills of exchange, bills of lading, and any other negotiable or transferable instrument.
- (j) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either in the name of, or by or through any company or person as trustee, agent, contractor, or otherwise.
- (k) To do such other things as the Company may at any time consider incidental or conducive to the carrying out or attainment of the above objects, or any of them.

4. The liability of the Members is limited.

5. The Capital of the Company is £16,000 divided into 4,000 Ordinary Shares of 25 pence each, and 15,000 Deferred Shares of £1 each.*

*NOTE: The Company was incorporated with a capital of £4,000 divided into 4,000 Shares of £1 each. By an Extraordinary Resolution passed on 19th November 1956 the capital was increased to £15,000 divided into 15,000 Shares of £1 each. By a Special Resolution passed on 12th July 1973 the capital was further increased to £16,000 divided into 4,000 Ordinary Shares of 25 pence each and 15,000 Deferred Shares of £1 each. ✓

WE, the several persons whose names and addresses are hereunto 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 to our respective names:-

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Benjamin Whalley Commercial Traveller Preston Road Ainsdale, Near Southport	One
Robert Haddow Paperhangings Salesman 50 Herschel Street Liverpool	One
Arthur Walters Printer 16 South Castle Street Liverpool	One
Edward Openshaw Chemical Broker 83 Royal Exchange Manchester	One
William Hamer Wood Pulp Agent 71 Market Street Manchester	One
George Pritchard Manager 8 Market Place Manchester	One
John Sephton Solicitor 5 Harrington Street Liverpool	One

Dated the 19th day of August 1897

Witness to all the above signatures,

William Marsden
Book Keeper
65 Greenway Street
Darwen

COMPANY LIMITED BY SHARES

Articles of Association

OF

WHALLEY & HADDOW LIMITED

(adopted by Special Resolution passed on 6th November 1973)

PRELIMINARY

1. The regulations contained in Part I of Table "A" in the First Schedule to the Companies Act, 1948 as amended by the Companies Act 1967, (which Table is hereinafter called Table "A") shall apply to the Company save in so far as they are excluded or modified hereby. The regulations in Part I of Table "A" numbered 24, 53, 77, 79, 87, 88 (A) and (F), 89, 90, 91, 92 and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining regulations in Part I of Table "A", the following shall be the Articles of Association of the Company.

PRIVATE COMPANY

2. The Company is a private company, and accordingly the regulations contained in Part II of Table "A", as amended by the Companies Act 1967 except regulation 1 therein, shall apply to the Company.

SHARES

3.(a) The share capital of the Company at the date of adoption of these Articles is £16,000 divided into 4,000 Ordinary Shares of 25 pence each and 15,000 Deferred Shares of £1 each.*

(b) The respective rights and privileges attached to the Ordinary and Deferred Shares are as follows:-

*NOTE: The Company was incorporated with a capital of £4,000 divided into 4,000 Shares of £1 each. By an Extraordinary Resolution passed on 19th November, 1956, the capital was increased to £15,000 divided into 15,000 shares of £1 each. By a Special Resolution passed on 12th July, 1973 the capital was further increased to £16,000 divided into 4,000 Ordinary Shares of 25 pence each and 15,000 Deferred Shares of £1 each.

- (i) As regards income. The profits which the Company may determine to distribute shall be distributed among the holders of the Ordinary Shares and Deferred Shares in proportion to the amount paid up on the Ordinary and Deferred Shares held by them respectively provided that the holders of the Deferred Shares shall not be entitled to participate in any such profits which the Company may determine to distribute in any financial period ending before 1st January, 2073.
- (ii) As regards capital. On a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the members shall be applied first in paying to the holders of the Ordinary Shares the amount paid up on such shares secondly in repaying to the holders of the Deferred Shares the amount paid up on such shares and thirdly the balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the amount paid up on the Ordinary Shares held by them respectively.
- (iii) As regards voting. The Deferred Shares shall not confer on the holders of such shares any right to receive notice of or to attend or vote either in person or by proxy at any general meeting of the Company.

4. All shares for the time being created and unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons (including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit.

5. The lien conferred by regulation 11 in Part I of Table "A" shall attach to fully paid shares 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 two or more joint holders.

6. In regulation 15 of Part I of Table "A" the following words "except in so far as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

NOTICES

7. Every notice calling a General Meeting shall comply with the provisions of Section 136 (2) of the Act, as to giving information to Members in

regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

RESOLUTIONS

8. Any such resolution in writing as is referred to in regulation 5 in Part II of Table "A" may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that regulation referred to.

PROCEEDINGS AT GENERAL MEETINGS

9. The following words shall be added to the end of Regulation 52 in Part I of Table "A" "and fixing the remuneration of Directors".

10. The words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in regulation 54 in Part I of Table "A".

11. It shall not be necessary to give any notice of an adjourned meeting and regulation 57 in Part I of Table "A" shall be construed accordingly.

12. A poll may be demanded by any Member present in person or by proxy and regulation 58 in Part I of Table "A" shall be modified accordingly.

DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than seven and regulation 75 in Part I of Table "A" shall be modified accordingly.

14. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the capital of the Company and regulation 134 of Part I of Table "A" shall be modified accordingly.

15. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration

to which he may be entitled as a Director.

16. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

17. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does 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 regulation 84 in Part I of Table "A" shall be modified accordingly.

18. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and regulation 86 in Part I of Table "A" shall be modified accordingly.

19. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his Widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance

20. A Director shall not retire by rotation and regulations 93, 94, 95, 96 and 97 in Part I of Table "A" shall be modified accordingly.

21. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The Company may by Ordinary Resolution appoint another person in place of the Director so removed.

22. (A) Any Director may by writing under his hand appoint (1) Any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors'

Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine, provided always that in the event of these Articles providing for the retirement of Directors by rotation, if any Director so retires but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

23. Any such resolution in writing as is referred to in regulation 106 in Part I of Table "A" may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and regulation 106 in Part I of Table "A" shall be modified accordingly.

24. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

25. The Directors may from time to time appoint one or more of their body to be Managing Director or Joint Managing Directors of the Company or to hold such other Executive Office in the management of the business of the Company as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and (subject to the provisions of any service contract

between him and the Company and without prejudice to any claim for damages he may have for breach of any such service contract) may remove or dismiss him or them from office and appoint another or others in his or their place or places. A Managing Director or such Executive Director shall (subject to the provisions of Article 26 hereof and without prejudice to any claim for damages any such Managing Director or Executive Director may have for breach of any service contract between him and the Company) be subject to the same provisions as to removal and as to vacation of office as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall (without prejudice as aforesaid) ipso facto and immediately cease to be a Managing Director or such Executive Director.

26. A Managing Director or Executive Director holding office as such for a fixed period shall not be entitled to resign as a Director of the Company and Clause 88 (e) of Part I of Table "A" shall be modified accordingly.

No. of Company 53916

Form No. 10/10A

THE COMPANIES ACTS 1948 to 1967

Notice and Statement* of Increase in Nominal Capital



To THE REGISTRAR OF COMPANIES

WHALLEY & HADDOW

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a ☒ Special Resolution of the Company dated the 12th day of July 19 73 the nominal capital of the Company has been increased by the addition thereto of the sum of £ 1, 000 beyond the registered capital of £ 15, 000

The additional capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each share
4000	Ordinary	25 pence

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

Ordinary Shares

Signature

State whether Director } Director
or Secretary }

Dated the 12 day of August 19 73

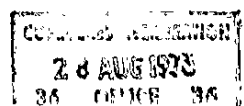
Presented by

Presentor's Reference F/10549

Dickinson, Miller & Turnbull

Cross House, Westgate Road

Newcastle upon Tyne NE99 1SB



Number of }
Company } 53,916 / 154

Form No. 103
(No registration fee payable)

THE COMPANIES ACTS 1948 to 1967

Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3) of the Companies Act 1948)

Insert the
Name of
the Company

WHALLEY & HADDOW

LIMITED

Section 110 of the Companies Act 1948 provides that :—

* * * * *

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place :

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by

Presenter's Reference F/12523

Dickinson Miller & Turnbull

Cross House, Westgate Road,

Newcastle upon Tyne, NE99 1SB.



Notice of Place where Register of Members is kept or of any
Change in that Place.

To the REGISTRAR OF COMPANIES.

WHALLEY & HADDOW

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110
of the Companies Act 1948, that the register of members of the Company
is kept at White Cross, Lancaster

Signature

(State whether

Director or Secretary)

Director

Dated the 15th day of August, 19 74

THE COMPANIES ACTS 1948 to 1967

Notice of Place where a Register of Holders of Debentures a Duplicate thereof is kept or of any Change in that Place

(Pursuant to section 86 (3) of the Companies Act 1948)

Insert the
name of the
company

WHALLEY & HADDOW

LIMITED

Section 86 (3) of the Companies Act 1948 provides that:—

Every company which keeps any such register or duplicate in England or Scotland shall send notice to the registrar of companies of the place where the register or duplicate is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register or duplicate has, at all times since it came into existence, or in the case of a company which came into existence after the commencement of this Act, at all times since then, been kept at the registered office of the company.

Sent by

Presenter's Reference F/12523

Pickinson Miller & Turnbull

Cross House, Westgate Road,

Newcastle-upon-Tyne, NE99 1SB.



Form No. 102

(No filing fee payable)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 15 Hanover Street, W.1;
55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA; 19 & 21 North John Street,
Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To the REGISTRAR OF COMPANIES.

WHALLEY & HADDOW.....LIMITED

hereby gives you notice, in accordance with subsection (3) of section 86 of the Companies Act 1948, that a register of holders of Debentures of the Company is kept at.....White Cross, Lancaster.....

Signature.

(State whether
Director or Secretary)..... Director

Dated the 15th *day of* August, 1974

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

Number of } 53,916
Company } 156

THE COMPANIES ACTS 1948 TO 1967

Notice of place where copies of Directors' written service
contracts or memorandums thereof are kept or of
any change in that place

(Pursuant to section 26 (3) of the Companies Act 1967)

Insert the
Name of
the Company

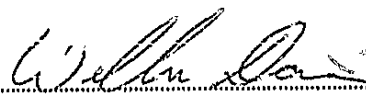
WHALLEY & HADDOW LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with
subsection (3) of section 26 of the Companies Act 1967, that copies of Directors'
written service contracts or memorandums thereof are kept at

White Cross, Lancaster

Signed



State whether Director or Secretary Director

Date 15th August, 1974

Presented by :

Presenter's reference : F/12523

Dickinson Miller & Turnbull

Cross House, Westgate Road,

Newcastle upon Tyne, NE99 1SB.

Form No. R5
(No fee payable)

THE COMPANIES ACTS 1948 TO 1967

Notice of place where Register of Directors' interests
in shares in, or debentures of, a company or its associated
companies is kept or of any change in that place

(Pursuant to section 29 (8) of the Companies Act 1967)

Insert the
Name of
the Company

WHALLEY & HADDOW LIMITED

To the REGISTRAR OF COMPANIES.

The above-named company hereby gives you notice, in accordance with
subsection (8) of section 29 of the Companies Act 1967, that the register of Directors'
interests in shares in, or debentures of, the company or any associated companies
is kept at..... White Cross, Lancaster

Signed.....

Director

State whether Director or Secretary.....

Date..... 15th August 1974

Presented by :

Presenter's reference :..... F/12523

Dickinson Miller & Turnbull

Cross House, Westgate Road,

Newcastle upon Tyne, NE99 1SB.



Form No. R6
(No fee payable)

Printed and published by
The Solicitors' Law Stationery Society, Limited,
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street,
Glasgow, G.2.

160
WHALLEY & HADDOW LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held at White Cross, Lancaster on 22nd April, 1976 the following resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

"That Clause 3 of the Memorandum of Association of the Company be amended with respect to the objects of the Company by:-

(a) inserting the following new paragraph to be numbered "(j)" immediately after the paragraph numbered "(i)":-

" (j) To guarantee and support the payment of money by or the performance of any contract obligation or undertaking (including the payment of the principal amount of and premiums (if any) interest and dividends of any securities or debentures) of any person firm or company including (without limitation to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in its business"

(b) renumbering as "(k)" and "(l)" respectively the paragraphs now numbered "(j)" and "(k)" respectively

(c) adding at the end of the Clause the following new paragraph :-

" AND it is hereby expressly declared that, except where the context expressly so requires, none of the several paragraphs of this Clause 3 or the objects therein specified or the powers thereby conferred shall be limited by or be deemed merely subsidiary or ancillary to, any other paragraph of this Clause 3 or the objects in such other paragraphs specified or the powers thereby conferred." "

CH 11

80

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

WHALLEY & HADDOW LIMITED

1. The name of the Company is "WHALLEY AND HADDOW 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 acquire on the terms of a provisional agreement, dated the Eighteenth day of August 1897, and made between Robert McMaster of the one part, and Ralph Gregson, contracting on behalf of a Company then intended to be formed, being this Company, of the other part, with such modifications (if any) as the Shareholders of the Company in General Meeting may agree to, the goodwill of the business of a dealer in paper hangings, and oil and colour merchant, as now carried on by the said Robert McMaster, and formerly carried on by Albert Edward Armitage, of No. 51 Whitechapel, and No. 3 Peter Street, Liverpool, in the County of Lancaster, under the style of A.E. Armitage, and all the stock-in-trade, book debts, and other property, assets and effects, used for the purposes of or connected with the said business, and the whole undertaking of the business as a going concern.
 - (b) To take over the said business of A.E. Armitage as a going concern and continue the carrying on of the same in the name of the Company.
 - (c) To enter into and carry on any other business, enterprise, undertaking or operation directly or indirectly connected with the above business which can be conveniently carried on or undertaken in connection therewith, or as auxilliary thereto.

Page 20 of 21

or likely to enhance the value of or to assist in developing or turning to the best advantage the business, or any of the property, rights or interests or conveniences of the Company for the time being.

- (d) To purchase or otherwise acquire any inventions or secret or other processes or patents, licenses, concessions or other like privileges conferring any exclusive or non-exclusive or limited right to use any invention or process which may seem to the Company 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 also any trade marks, registered designs, or other similar rights, and to exercise, develop, work and turn to account any property or rights so acquired.
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire in the name of the Company, or in the name or names of any person or persons in trust for the Company or otherwise, any lands, hereditaments, property or premises, easements, rights and privileges, whether in the United Kingdom or elsewhere, and whether of freehold, leasehold, or any other tenure, or any other real or personal property which may be considered by the Company necessary or convenient for carrying on the Company's business.
- (f) To pay for the said trade or business and properties referred to in this Memorandum, and any other property of any kind acquired by the Company in shares of the Company credited on allotment as wholly or partially paid up.
- (g) To borrow or raise money upon loan or otherwise for the purposes of the Company, and to create and issue at par or at a premium or discount bonds or debentures (to bearer or otherwise) or debenture stock, mortgages and other instruments for securing the repayment thereof with or without charge upon the undertaking of the Company or any part thereof, or all or any of the property of the Company or its uncalled capital, or upon its income or profits and upon such terms as to priority or otherwise as may seem fit to the Company, and so that the same may be either permanent or redeemable with or without a bonus or premium and be further secured by a trust deed or otherwise.
- (h) To advance or lend money to such persons, corporations or bodies corporate on such terms as may seem expedient, and in particular to customers of and persons having dealings with the Company, and to guarantee the performance of contracts by customers of and persons having dealings with the Company, and generally to transact and carry

into effect all such commercial, financial, trading or other business or operations as may be conducive to any of the Company's objects.

i) To make, accept, endorse, issue, and execute promissory notes, bills of exchange, bills of lading, and any other negotiable or transferable instrument.

To guarantee and support the payment of money by or the performance of any contract obligation or undertaking (including the payment of the principal amount of and premiums (if any) interest and dividends of any securities or debentures) of any person firm or company including (without limitation to the generality of the foregoing) any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary as defined by the said section of the Company's holding company or otherwise associated with the Company in its business.

To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either in the name of, or by or through any company or person as trustee, agent, contractor, or otherwise.

(1) To do such other things as the Company may at any time consider incidental or conducive to the carrying out or attainment of the above objects, or any of them.

And it is hereby expressly declared that, except where the context expressly so requires, none of the several paragraphs of this Clause 3 or the objects therein specified or the powers thereby conferred shall be limited by or be deemed merely subsidiary or ancillary to, any other paragraph of this Clause 3 or the objects in such other paragraphs specified or the powers thereby conferred.

The liability of the Members is limited.

The Capital of the Company is £16,000 divided into 4,000 Ordinary Shares of 25 pence each, and 15,000 Deferred Shares of £1 each. *

NOTE: The Company was incorporated with a capital of £4,000 divided into 4,000 shares of £1 each. An Extraordinary Resolution passed on 19th November 1956: the capital was increased to £15,000 divided into 15,000 Shares of 25 pence each. A Special Resolution passed on 12th July 1973 the capital was further increased to £16,000 divided into 4,000 Ordinary Shares of 25 pence each and 5,000 Deferred Shares of £1 each.

WE, the several persons whose names and addresses are hereunto 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 to our respective names:-

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Benjamin Whalley Commercial Traveller Preston Road Ainsdale, Near Southport	One
Robert Haddow Paperhangings Salesman 50 Herschel Street Liverpool	One
Arthur Walters Printer 16 South Castle Street Liverpool	One
Edward Openshaw Chemical Broker 83 Royal Exchange Manchester	One
William Hamer Wood Pulp Agent 71 Market Street Manchester	One
George Pritchard Manager 8 Market Place Manchester	One
John Sephton Solicitor 5 Harrington Street Liverpool	One

Dated the 19th day of August 1897

Witness to all the above signatures,

William Marsden
Book Keeper
65 Greenway Street
Darwen

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION(S)

of WHALLEY AND HADDOW LIMITED

PASSED the 15th day of November 19 83 ,

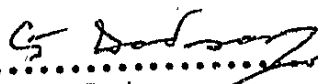
the ANNUAL
AT ~~AN EXTRAORDINARY~~ GENERAL MEETING of the members of the above-named Company,

duly convened and held at Ashburton Road West, Trafford Park,
Manchester, M17 1RA

on the 15th day of November 19 83 , the following SPECIAL

RESOLUTION(S) was ~~was~~ duly passed:-

"That in accordance with the provisions of section 12
subsection (2) of the Companies Act 1981, the Company
being a dormant company within the meaning of the said
section, section 14(1) of the Companies Act 1976 shall
not apply and accordingly no auditors shall be appointed."


.....
C J Dodson
Secretary



NOTES:

- (1) A copy of this Resolution should be signed by the Chairman of the Meeting or by a Director or the Secretary of the Company whose position should be stated under his name.
- (2) A copy of this Resolution is required to be filed with the registrar of Companies within 15 DAYS after it has been passed and can be sent to Lewis Coates & Lucas Ltd. for that purpose.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION(S)

of WHALLEY AND HADDOW LIMITED

PASSED the 21st day of September 19 84 ,

ANNUAL

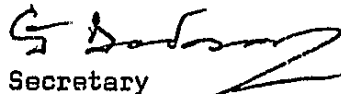
AT an ~~EXTRAORDINARY~~ GENERAL MEETING of the members of the above-named Company,

duly convened and held at Ashburton Road West, Trafford Park,
Manchester, M17 1RA.

on the 21st day of September 19 84 , the following SPECIAL

RESOLUTION(S) was / ~~were~~ duly passed:-

"That in accordance with the provisions of section 12 subsection (2) of the Companies Act 1981, the Company being a dormant company within the meaning of the said section, section 14(1) of the Companies Act 1976 shall not apply and accordingly no auditors shall be appointed."


Secretary



NOTES:

- (1) A copy of this Resolution should be signed by the Chairman of the Meeting or by a Director or the Secretary of the Company whose position should be stated under his name.
- (2) A copy of this Resolution is required to be filed with the registrar of Companies within 15 DAYS after it has been passed and can be sent to Lewis Coates & Lucas Ltd. for that purpose.



THE COMPANIES ACTS 1948 TO 1976

Notice of consolidation, division, conversion,
sub-division, redemption or cancellation of shares,
or re-conversion of stock into shares

Pursuant to section 62 of the Companies Act 1948
as amended by the Companies Act 1976

28

Please do not
write in this
binding margin



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

*Delete if
inappropriate

To the Registrar of Companies

For official use Company number

200

53916

Name of company

WHALLEY AND HADDOW

Limited*

Notice of consolidation, division, sub-division, or conversion into stock or shares, specifying the shares so consolidated, divided, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable preference shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under section 66 of the Companies Act 1948).

The above-named company hereby gives you notice, in accordance with section 62 of the Companies Act 1948 that:

the 15,000 deferred shares of £1 each in the capital of the Company were converted and sub-divided into 60,000 ordinary shares of 25p each to rank pari passu with the existing 4,000 ordinary shares of 25 p each on 14 October 1985.

†Delete as
appropriate

Signed

[Director] [Secretary]† Date

26-11-85

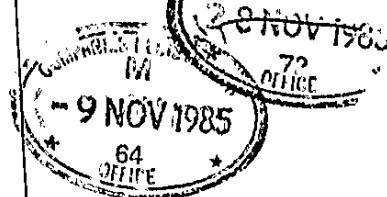
Presenter's name, address and
reference (if any):

Turner & Newall PLC
P O Box 20
Ashburton Road West
Trafford Park,
Manchester M17 1RA

CJD

For official use
General section

Post room



Company Number 53916

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION(S)

of WHALLEY AND HADDOW LIMITED

PASSED the 14th day of October 19 85

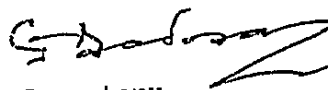
AT an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company,
duly convened and held at Ashburton Road West, Trafford Park, Manchester M17 1RA

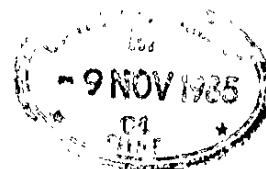
on the 14th day of October 19 85, the following SPECIAL

RESOLUTION(S) was / ~~were~~ duly passed:-

that the Articles of Association of the Company be altered by deleting Article 3 and substituting therefor:

"3. The share capital of the Company is £16,000 divided into 64,000 ordinary shares of 25p each."


Secretary



NOTES:

- (1) A copy of this Resolution should be signed by the Chairman of the Meeting or by a Director or the Secretary of the Company whose position should be stated under his name.
- (2) A copy of this Resolution is required to be filed with the registrar of Companies within 15 DAYS after it has been passed and can be sent to Lewis Coates & Lucas Ltd. for that purpose.



Lewis, Coates & Lucas, Limited

Cat. No. CA.50

British Company Registration Agents Limited
37-45 Paul Street, London EC2A 4PB - Tel: 01-251 0344



198

The Companies Act, 1890
The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

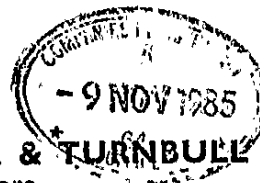
Articles of Association

OF

WHALLEY & HADDOW

LIMITED

Incorporated the 30th day of August 1897



DICKINSON MILLER & TURNBULL
Solicitors
Newcastle upon Tyne

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

WHALLEY & HADDOW LIMITED

1. The name of the Company is "WHALLEY AND HADDOW 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 acquire on the terms of a provisional agreement, dated the Eighteenth day of August 1897, and made between Robert McMaster of the one part, and Ralph Gregson, contracting on behalf of a Company then intended to be formed, being this Company, of the other part, with such modifications (if any) as the Shareholders of the Company in General Meeting may agree to, the goodwill of the business of a dealer in paper hangings, and oil and colour merchant, as now carried on by the said Robert McMaster, and formerly carried on by Albert Edward Armitage, of No. 51 Whitechapel, and No. 3 Peter Street, Liverpool, in the County of Lancaster, under the style of A.E. Armitage, and all the stock-in-trade, book debts, and other property, assets and effects, used for the purposes of or connected with the said business, and the whole undertaking of the business as a going concern.
 - (b) To take over the said business of A.E. Armitage as a going concern and continue the carrying on of the same in the name of the Company.
 - (c) To enter into and carry on any other business, enterprise, undertaking or operation directly or indirectly connected with the above business which can be conveniently carried on or undertaken in connection therewith, or as auxilliary thereto,

or likely to enhance the value of or to assist in developing or turning to the best advantage the business, or any of the property, rights or interests or conveniences of the Company for the time being.

- (d) To purchase or otherwise acquire any inventions or secret or other processes or patents, licenses, concessions or other like privileges conferring any exclusive or non-exclusive or limited right to use any invention or process which may seem to the Company 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 also any trade marks, registered designs, or other similar rights, and to exercise, develop, work and turn to account any property or rights so acquired.
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire in the name of the Company, or in the name or names of any person or persons in trust for the Company or otherwise, any lands, hereditaments, property or premises, easements, rights and privileges, whether in the United Kingdom or elsewhere, and whether of freehold, leasehold, or any other tenure, or any other real or personal property which may be considered by the Company necessary or convenient for carrying on the Company's business.
- (f) To pay for the said trade or business and properties referred to in this Memorandum, and any other property of any kind acquired by the Company in shares of the Company credited on allotment as wholly or partially paid up.
- (g) To borrow or raise money upon loan or otherwise for the purposes of the Company, and to create and issue at par or at a premium or discount bonds or debentures (to bearer or otherwise) or debenture stock, mortgages and other instruments for securing the repayment thereof with or without charge upon the undertaking of the Company or any part thereof, or all or any of the property of the Company or its uncalled capital, or upon its income or profits and upon such terms as to priority or otherwise as may seem fit to the Company, and so that the same may be either permanent or redeemable with or without a bonus or premium and be further secured by a trust deed or otherwise.
- (h) To advance or lend money to such persons, corporations or bodies corporate on such terms as may seem expedient, and in particular to customers of and persons having dealings with the Company, and to guarantee the performance of contracts by customers of and persons having dealings with the Company, and generally to transact and carry

into effect all such commercial, financial, trading or other business or operations as may be conducive to any of the Company's objects.

- (i) To make, accept, endorse, issue, and execute promissory notes, bills of exchange, bills of lading, and any other negotiable or transferable instrument.
- (j) To do all or any of the above things in any part of the world, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and either in the name of, or by or through any company or person as trustee, agent, contractor, or otherwise.
- (k) To do such other things as the Company may at any time consider incidental or conducive to the carrying out or attainment of the above objects, or any of them.

4. The liability of the Members is limited.

5. The Capital of the Company is £16,000 divided into 64,000 Ordinary Shares of 25 pence each.*

*NOTE: The Company was incorporated with a capital of £4,000 divided into 4,000 Shares of £1 each. By an Extraordinary Resolution passed on 19th November 1956 the capital was increased to £15,000 divided into 15,000 Shares of £1 each. By a Special Resolution passed on 12th July 1973 the capital was further increased to £16,000 divided into 4,000 Ordinary Shares of 25 pence each and 15,000 Deferred Shares of £1 each. By an Ordinary Resolution passed on 14th October 1985 the 15,000 Deferred Shares of £1 each were converted and subdivided into 60,000 Ordinary Shares of 25 pence each to rank pari passu with the existing 4,000 Ordinary Shares of 25 pence each.

WE, the several persons whose names and addresses are hereunto 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 to our respective names:-

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Benjamin Whalley Commercial Traveller Preston Road Ainsdale, Near Southport	One
Robert Haddow Paperhangings Salesman 50 Herschel Street Liverpool	One
Arthur Walters Printer 16 South Castle Street Liverpool	One
Edward Openshaw Chemical Broker 83 Royal Exchange Manchester	One
William Hamer Wood Pulp Agent 71 Market Street Manchester	One
George Pritchard Manager 8 Market Place Manchester	One
John Sephton Solicitor 5 Harrington Street Liverpool	One

Dated the 19th day of August 1897

Witness to all the above signatures,

William Marsden
Book Keeper
65 Greenway Street
Darwen

COMPANY LIMITED BY SHARES

Articles of Association

OF

WHALLEY & HADDOW LIMITED

(adopted by Special Resolution passed on 6th November 1973)

PRELIMINARY

1. The regulations contained in Part I of Table "A" in the First Schedule to the Companies Act, 1948 as amended by the Companies Act 1967, (which Table is hereinafter called Table "A") shall apply to the Company save in so far as they are excluded or modified hereby. The regulations in Part I of Table "A" numbered 24, 53, 77, 79, 87, 88 (A) and (F), 89, 90, 91, 92 and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining regulations in Part I of Table "A", the following shall be the Articles of Association of the Company.

PRIVATE COMPANY.

2. The Company is a private company, and accordingly the regulations contained in Part II of Table "A", as amended by the Companies Act 1967 except regulation 1 therein, shall apply to the Company.

SHARES

3. The share capital of the Company is £16,000 divided into 64,000 Ordinary Shares of 25 pence each.*

*NOTE: The Company was incorporated with a capital of £4,000 divided into 4,000 Shares of £1 each. By an Extraordinary Resolution passed on 19th November 1956, the capital was increased to £15,000 divided into 15,000 shares of £1 each. By a Special Resolution passed on 12th July 1973 the capital was further increased to £16,000 divided into 4,000 Ordinary Shares of 25 pence each and 15,000 Deferred Shares of £1 each. By an Ordinary Resolution passed on 14 October 1985 the 15,000 Deferred Shares of £1 each were converted and subdivided into 60,000 Ordinary Shares of 25 pence each to rank pari passu with the existing 4,000 Ordinary Shares of 25 pence each.

4. All shares for the time being created and unissued shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons (including any Directors), on such terms and conditions and at such time or times as the Directors may think fit, and with full power for the Directors to give to any person (including any Director) the call of any shares, either at par or at a premium, and for such time and for such consideration as the Directors may think fit.

5. The lien conferred by regulation 11 in Part I of Table "A" shall attach to fully paid shares 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 two or more joint holders.

6. In regulation 15 of Part I of Table "A" the following words "except in so far as may be otherwise agreed between the Company and any Member in the case of the shares held by him" shall be inserted immediately after the words "Provided that".

NOTICES

7. Every notice calling a General Meeting shall comply with the provisions of Section 136 (2) of the Act, as to giving information to Members in

regard to their right to appoint proxies, and all notices and other communications relating to a General Meeting which any Member is entitled to receive shall also be sent to the Auditor for the time being of the Company.

RESOLUTIONS

8. Any such resolution in writing as is referred to in regulation 5 in Part II of Table "A" may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that regulation referred to.

PROCEEDINGS AT GENERAL MEETINGS

9. The following words shall be added to the end of Regulation 52 in Part I of Table "A" "and fixing the remuneration of Directors".

10. The words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in regulation 54 in Part I of Table "A".

11. It shall not be necessary to give any notice of an adjourned meeting and regulation 57 in Part I of Table "A" shall be construed accordingly.

12. A poll may be demanded by any Member present in person or by proxy and regulation 58 in Part I of Table "A" shall be modified accordingly.

DIRECTORS

13. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than seven and regulation 75 in Part I of Table "A" shall be modified accordingly.

14. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the capital of the Company and regulation 134 of Part I of Table "A" shall be modified accordingly.

15. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration

to which he may be entitled as a Director.

16. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

17. A Director may vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, and if he does 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 regulation 84 in Part I of Table "A" shall be modified accordingly.

18. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and regulation 86 in Part I of Table "A" shall be modified accordingly.

19. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his Widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

20. A Director shall not retire by rotation and regulations 93, 94, 95, 96 and 97 in Part I of Table "A" shall be modified accordingly.

21. Without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his term of office. The Company may by Ordinary Resolution appoint another person in place of the Director so removed.

22. (A) Any Director may by writing under his hand appoint (1) Any other Director, or (2) any other person who is approved by the Board of Directors as hereinafter provided to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him: Provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors'

Minute Book. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine, provided always that in the event of these Articles providing for the retirement of Directors by rotation, if any Director so retires but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Articles of Association for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

23. Any such resolution in writing as is referred to in regulation 106 in Part I of Table "A" may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and regulation 106 in Part I of Table "A" shall be modified accordingly.

24. No person shall be or become incapable of being appointed a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

25. The Directors may from time to time appoint one or more of their body to be Managing Director or Joint Managing Directors of the Company or to hold such other Executive Office in the management of the business of the Company as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and (subject to the provisions of any service contract

between him and the Company and without prejudice to any claim for damages he may have for breach of any such service contract) may remove or dismiss him or them from office and appoint another or others in his or their place or places. A Managing Director or such Executive Director shall (subject to the provisions of Article 26 hereof and without prejudice to any claim for damages any such Managing Director or Executive Director may have for breach of any service contract between him and the Company) be subject to the same provisions as to removal and as to vacation of office as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall (without prejudice as aforesaid) ipso facto and immediately cease to be a Managing Director or such Executive Director.

26. A Managing Director or Executive Director holding office as such for a fixed period shall not be entitled to resign as a Director of the Company and Clause 88 (e) of Part I of Table "A" shall be modified accordingly.

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

WHALLEY & HADDOW LIMITED

LIMITED

Incorporated the 30th August 1973

DICKINSON MILLER & TURNBULL

Solicitors

Newcastle upon Tyne

[COPY]

special resolution(s)

J3782

name of company

Company Number

53916

WALLEY & MADDOW, LIMITED

Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Ashburton Road West, Trafford Park, Manchester M17 1RA

on the 18th day of September 19 86

the following SPECIAL RESOLUTION(S) was/were duly passed:-

That the name of the Company be changed to T&N Limited.



NWB1640/011826

SIGNED

Secretary

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3050
TELEX 261010



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No.

53916

205

I hereby certify that

WHALLEY AND HADDOW, LIMITED

having by special resolution changed its name, is now
incorporated under the name of
T&N LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 3RD OCTOBER 1986

B. Norman

✓ B. NORMAN ✓

an authorised officer

[COPY]

special resolution(s)

J 3782

name of company

Company Number

53196 53916

T&N

Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at **Ashburton Road West, Trafford Park, Manchester M7 1RA**

on the **13th** day of **July** 19 **87**

the following SPECIAL RESOLUTION(S) was/were duly passed:-

That the name of the Company be changed to **Turner & Newall Limited**.



N/w
£80 (P.2)
014849

SIGNED

[Signature]
Secretary

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

PRINTED AND SUPPLIED BY

Jordan's

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 261010



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 53916

I hereby certify that

T&N LIMITED

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

TURNER & NEWALL LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1 SEPTEMBER 1987

A handwritten signature in dark ink, appearing to read 'D. M. Wilkie'.

D. M. WILKIE

an authorised officer

[COPY]

special resolution(s)

J 3782

name of company

T & N

Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Ashburton Road West, Trafford Park, Manchester M17 1RA

on the 7th day of May 19 87

the following SPECIAL RESOLUTION(9) was/were duly passed:-

That the name of the Company be changed to Whalley & Haddow Limited

SIGNED

Secretary

NOTES:

- (1) This copy Resolution may be continued on the reverse side of this form if necessary and it should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

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Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEF (01) 253 3030
TELEX 261010



RES. FOR PUBLIC FILE

NO ACTION TAKEN

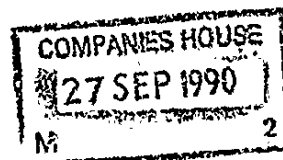
THE COMPANIES ACTS 1985 AND 1989

Company Number: 53926

TURNER & NEWALL LIMITED

At an Extraordinary General Meeting of the Company held on 15 September 1990 the following Elective Resolutions were considered and on being approved IT WAS RESOLVED:

1. That, pursuant to Section 366A of the Companies Act 1985, the Company be and hereby is not required to hold an annual general meeting.
2. That, pursuant to Section 252 of the Companies Act 1985, the Company be and is hereby exempt from the obligation to lay its statutory accounts and directors' report before the members of the Company in general meeting.



T. J. [Signature]
Assistant Secretary