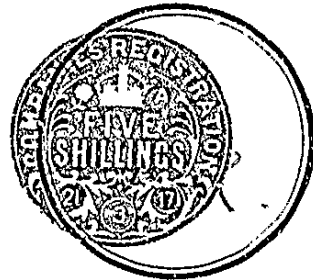


146681

Number of }
Certificate }

Form No. 41.

THE COMPANIES ACTS 1908 and 1913.



A 5s.
Companies'
Registration
Fee Stamp
to be
impressed
here.

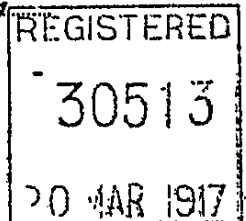
DECLARATION of Compliance with the requisitions of the Companies

(Consolidation) Act 1908, on behalf of a Company proposed to be

registered as

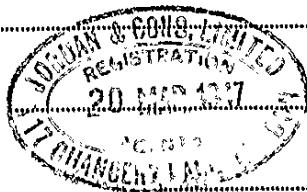
F. F. Allsopp & Co.,

LIMITED.



Pursuant to Section 17 (2) of the Companies (Consolidation) Act 1908.

Presented for filing by



The Solicitor's Law Stationery Society, Limited, 22, Chancery Lane, W.C., 29, Walbrook, E.C.,
49, Bedford Row, W.C., 6, Victoria Street, S.W.,

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

I, Frederick Allcock, Solicitor,
of 32 Bridlesmith Gate in the City of
Nottingham, and of Beardsall Street,
Hucknall in the County of Nottingham,

(a) Here insert:
"A Solicitor of
the High Court
engaged in the
formation,"
or
"A Director or
Secretary named
in the Articles of
Association."

Do solemnly and sincerely declare that I am (a) a Solicitor of
the High Court engaged in the
formation

of F. F. Allsopp & Co.,

Limited, and That all and every the requisitions of the Companies
(Consolidation) Act 1908, in respect of matters precedent to the
registration of the said Company and incidental thereto have been
complied with. And I make this solemn Declaration conscientiously
believing the same to be true and by virtue of the provisions of the
"Statutory Declarations Act 1835."

Declared at the City of
Nottingham

the 19th day of March

One thousand nine hundred and seventeen

Frederick Allcock.

Before me,

Number of }
Certificate } 146681

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 Vict., Ch. 39.)

COMPANY LIMITED BY SHARES.



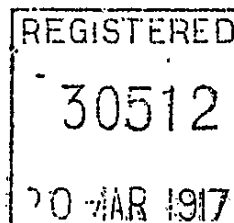
Statement of the Nominal Capital

OF

F. F. Allsopp & Co.,
LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899.

NOTE.—The Stamp Duty on the Nominal Capital is Five Shillings for every £100 or fraction of £100.



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

Presented for filing by



The Solicitors' Law Stationery Society, Limited, 22, Chancery Lane, W.C., 29, Walbrook, E.C.,
49, Bedford Row, W.C., 6, Victoria Street, S.W.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

F. F. Allsopp & Co., Limited,

is £ *4000*, divided into *4000* Ordinary
Shares of *One pound* each.

Signature *Fredrick Fawcett Allsopp.*

Officer *Director.*

Dated the *nineteenth* day of

March 191*7*

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

THE COMPANIES ACTS, 1908 AND 1913.



COMPANY LIMITED BY SHARES

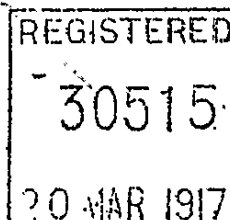


Memorandum of Association

L4 Co.
12 Jan
1917

—Of—

F. F. ALLSOPP & Co., LIMITED.



1.—The Name of the Company is "F. F. ALLSOPP & Co., LIMITED."

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

3.—The objects for which the Company is established are all or any of the following, the Company having power to do any part of the matters mentioned in one section apart from the other of the said matters, none of the general and other descriptions given in this Clause being subject to be limited or restrained to matters of the same or some similar kind to those elsewhere in this Clause limited or referred to, or to be otherwise limited or restrained by any other part of this Clause not containing an express limitation or restriction, or by any inference to be drawn from such other part or from the name of the Company:—

- (a) To carry on the business or businesses, both wholesale and retail, of book binders, loose-leaf book makers, account book manufacturers, numerical printers, machine rulers, box makers, card board manufacturers, pattern card makers, printers, stationers, lithographers, type foundry, stereotypers, electrotypers, photographic printers, photo lithographers, chromo lithographers, engravers, die sinkers, paper bag and envelope manufacturers, railway ticket manufacturers, dealers in stamps, dealers in parchment, dealers in office furniture, fittings, and requisites of all kinds, agents for the payment of stamp and other duties, designers, draughtsmen, paper and ink manufacturers, advertising agents and cabinet makers, and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, materials and articles of all kinds which are capable of being used for any such purposes, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or which may seem to the Company conducive to any of the objects of the Company or calculated directly or indirectly to enhance the value of, or render profitable, any of the Company's property, businesses or rights for the time being.
- (b) To undertake and execute any Contracts or carry on any Business relating to the production, manufacture, and preparation of any materials which may be usefully or conveniently combined with the other business or businesses of the Company, or any Contracts undertaken by the Company either for works involving the supply and use of tools, machinery, appliances, furniture, or otherwise, and to carry out any ancillary or other works comprised in any such Contracts.
- (c) To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit, and in particular to persons undertaking to build on, fit up or improve any property in which the Company is interested, and to tenants, builders, and contractors.

AW

31

- (d) To purchase, take on lease, or in exchange or otherwise acquire any freehold, leasehold, or other real or personal property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and in particular any buildings, factories, mills, works, machinery, engines, plant, stock or things, which may be necessary for or may be conveniently used with, or may enhance the value of, any other property of the Company, and to build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, machinery, engines, walls, fences, banks, dams, sluices, watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with others in so doing,
- (e) To apply for, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licences or privileges in respect of the same.
- (f) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company, carrying on or proposing to carry on any businesses which this Company is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or to enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm, or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, or securities that may be agreed upon and to hold and retain, or sell, mortgage, and deal with, any Shares, Debentures, or securities so received.
- (g) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
- (h) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (i) To lend and advance money or give credit to such persons, firms, or companies, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons.
- (j) To borrow or raise money in such a manner as the Company shall think fit, and in particular by the issue of Debenture or Debenture Stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets, whether present or future, including its uncalled capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to invest any money so raised in any such property, undertakings, or investments as aforesaid.
- (k) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (l) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- (m) To enter into any arrangements with any authorities (municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such authority, corporation, company, or person, any charters, contracts, decrees, rights, privileges, and concessions, which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (n) To subscribe for, take, purchase, or otherwise acquire and hold Shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on business capable of being conducted so as directly or indirectly to benefit this Company.

- (o) To act as agents, contractors, or brokers, and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or otherwise, and either alone or in conjunction with others.
- (p) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company, credited as paid up in full, or in part or otherwise.
- (q) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of this Company, or any other Company formed for the purpose of carrying out any of the objects herein mentioned, or to contract with any persons, firm, or company, to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, or securities of this Company, or any such other Company.
- (r) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the Shares or securities of any such Company as aforesaid.
- (s) To adopt such means of making known the business or properties, or objects, or purposes of the Company, as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books or periodicals, and by granting prizes, rewards and donations.
- (t) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for Shares, Debentures, or securities of any company purchasing the same.
- (u) To distribute among the Members of the Company any property of the Company in specie, and in particular any Shares, Debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (v) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4.—The Liability of the Members is Limited.

5.—The capital of the Company is £4,000, divided into 4,000 Ordinary Shares of £1 each. Upon any increase of capital the Company is to be at liberty to issue any new shares with any preferential, deferred, qualified or special rights, privileges or conditions attached thereto.

6.—The Company has power from time to time to increase or reduce its capital, and to issue any Shares in the original or increased Capital as Ordinary, Preferred or Deferred Shares, and to attach to any class or classes of such Shares any preferences, rights, privileges or conditions, or to subject the same to any restrictions or limitations. Provided always that if and whenever the Capital of the Company is divided into Shares of various classes the rights and privileges of any such class shall not be modified or varied except in the manner following, namely:—Any such modification or variation may be effected when sanctioned by an Extraordinary Resolution of the holders of the shares of such class passed at a separate Meeting of the Shareholders of such class, at which there shall be present in person or represented by proxy the holders of not less than a moiety of the issued Shares of such class (but this Proviso shall be subject to Clause 5 hereof).

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

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<i>Frederick Farnant Allsopp</i> <i>19 Seely Road Nottingham.</i> <i>Account Book Manufacturer.</i>	<i>One.</i>
<i>Charles John Davis</i> <i>18 Low Pavement</i> <i>Nottingham</i> <i>Chartered Accountant</i>	<i>One</i>

Dated the *nineteenth* day of *March* 1917.

WITNESS to the above Signatures,

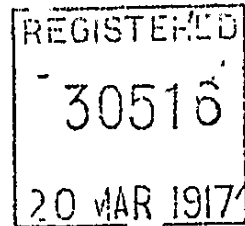
Federick Allcock
Solicitor
32 Bridlesmith Gate, Nottingham
and Beardall Street, Hucknall, Notts.



THE COMPANIES ACTS, 1908 AND 1913.



COMPANY LIMITED BY SHARES.



10/ Gen
5/ 6/2

Articles of Association

—OF—

F. F. ALLSOPP & Co., LIMITED.

PRELIMINARY.

1.—The Regulations in the Table marked "Table A" in the First Schedule to the Companies (Consolidation) Act, 1908 (hereinafter called "Table A"), shall apply to the Company, saving so far as they are excluded or varied hereby, that is to say, the clauses of Table A numbered 2, 5, 35, 36, 37, 38, 39, 40, 76, 77, 88, 108, 111, and 114, shall not apply to this Company, but in lieu of such clauses, and in addition to the remaining clauses of Table A, the following shall be the regulations of the Company:—

Capital.

2.—The original share capital of the Company is £4,000, divided into Four thousand Ordinary Shares of £1 each.

Shares and Members.

3.—No invitation shall be made to the public to subscribe for any shares or debentures of the Company; and the number of the members of the Company (exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) shall not at any time exceed fifty.

4.—The Company shall be entitled to treat the person whose name appears upon the register in respect of any Share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such Share, whether or not it shall have express or other notice thereof.

Transfer of Shares.

5.—The Directors may, in their absolute and uncontrolled discretion, refuse to register any proposed transfer of Shares; and clause 20 of Table A shall be modified accordingly.

Lien on Shares.

6.—The lien conferred by Clause 9 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 shall be the sole registered holder thereof or not.

Alterations of Capital.

7.—Upon any increase of Capital, the new shares shall be issued upon such terms and conditions and with such rights, priorities or privileges as the Company in General Meeting shall direct; but this Article shall be subject to the provisions of Clauses 5 and 6 of the Memorandum of Association.

Borrowing Powers.

8.—The Company may raise or borrow money for the purpose of its business, and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets and property of the Company (present and future), including its uncalled or unissued Capital, and may issue Bonds, Debentures or Debenture Stock, either charged upon the whole or any part of the assets and property of the Company or not so charged.

9.—The Directors may exercise the borrowing powers hereinbefore given to the Company, and secure the repayment of the amounts so borrowed or raised in any manner which the Company might so do. The Directors shall duly comply with the requirements of Section 93 of the Companies (Consolidation) Act 1908, or any subsisting statutory modification thereof.

10.—Every Debenture or Stock Certificate, Bond, or other instrument for securing the payment of money issued by the Company may be so framed that the moneys thereby secured shall be assignable free from any equities between the Company and the person to whom the same may be issued. Any Debentures, Debenture Stock, or other securities may be issued at a discount, premium, or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of Shares, attending and voting at General Meetings of the Company, appointment or removal of Directors, with or without special voting rights at Meetings of the Directors, and with or without exemption from the obligation to hold any share qualification or otherwise.

General Meetings.

11.—Two members personally present at any General Meeting shall be a quorum; and Clause 51 of Table A shall be modified accordingly.

12.—A poll may be demanded by one member; and Clause 56 of Table A shall be modified accordingly.

Disqualification of Directors.

13.—The Office of a Director shall be vacated—

- (a) If he become bankrupt or insolvent or compound with his creditors generally;
- (b) If he become of unsound mind or be found a lunatic;
- (c) If he be convicted of an indictable offence;
- (d) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors;
- (e) If he give the Directors one month's notice in writing that he resigns his office;
- (f) If he ceases to hold the required amount of shares to qualify him for office, or ceases to be a Director by virtue of Section 73 of the Companies (Consolidation) Act, 1908;

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Director's Minute Book stating that such Director has ceased to be a Director of the Company.

14.—A Director may hold any other office or place of profit (except that of Auditor) under the Company, or may be appointed as manager, secretary, book-keeper, workman, or servant, or in any other capacity under the Company, in conjunction with the office of Director, and on such terms as to remuneration and otherwise as the other Directors or the Company may arrange or determine, but this Clause shall be subject to Clause 15 hereof.

15.—A Director may enter into contracts or arrangements or have dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to which he is party or in which he is interested by reason of his being at the same time a Director of the Company; provided that such Director discloses to the Board, at or before the time when such contract, arrangement, or dealing is determined upon, his interest therein, or, if such interest is subsequently acquired, provided that he, on the first occasion possible, discloses to the Board the fact that he has acquired such interest; and any Director may vote as a Director in regard to any contract, arrangement, appointment, dealing, or remuneration in which he is interested, or upon any matter arising thereout, and if he do so his vote shall be counted, and he shall be reckoned in estimating a quorum when any such contract, arrangement, appointment, dealing or remuneration is under consideration. A general notice that any Director is a member of any specified firm or company and is to be regarded as interested in any

subsequent transactions with such firm or company, shall be sufficient disclosure under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such firm or Company.

Quorum at Directors' Meetings.

16.—The quorum necessary for the transaction of business of the Directors may be fixed by the Company in General Meeting, or by the Directors, and, unless so fixed, shall be two.

Managing Director.

17.—The Directors or the Company in General Meeting may from time to time appoint one or more of the Directors to be a Managing Director or Managing Directors of the Company for such period and upon such terms as they may think fit, and may fix and pay his or their remuneration, either by way of salary or commission, or by giving a right to participation in the profits of the Company, or by a combination of two or more of these modes; and the Directors may from time to time entrust and confer upon the Managing Director or Managing Directors all or any of the powers of the Directors (excepting the power to make Calls, forfeit Shares, or issue Debentures) that they may think fit. But the exercise of all powers by the Managing Director or Managing Directors shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked, or varied.

Notices.

18.—Where a Notice is sent by post it shall be deemed to have been served at the expiration of 24 hours after it was posted; and Clause 110 of Table A shall be modified accordingly.

19.—A Member who has no registered address in the United Kingdom, and who has not supplied to the Company an address within the United Kingdom for the giving of Notices to him, shall not be entitled to receive any Notice from the Company.

The Seal.

20.—The Seal of the Company shall not be affixed to any Instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least Two Directors, and those Two Directors shall sign every Instrument to which the Seal of the Company is so affixed in their presence.

Articles and Memorandum.

21.—A copy of these Articles and of the Memorandum of Association shall be furnished to any Shareholder, on application, at a fixed charge of 1s. for each Copy.

Winding Up.

22.—With the sanction of an Extraordinary Resolution of the Shareholders, any part of the assets of the Company, including Shares in other Companies, may be divided between the Members of the Company in specie, or may be invested in trustees for the benefit of such members, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares whereon there is any liability.

23.—The assets of the Company available for distribution among the Members shall be applied—First, in repaying to the holders of Preference Shares (if any) the amounts paid up on such Preference Shares respectively; Secondly, in repaying to the holders of Ordinary Shares the amounts paid up on such Ordinary Shares respectively; and the balance (if any) shall be distributed among all the holders of Ordinary Shares in the Company in proportion to the number of Shares held by them respectively.

Names, Addresses, and Descriptions of Shareholders.

Frederick Farrant Allsopp,
19 Seely Road, Nottingham.
Account Book Manufacturer.

Charles John Davis
18 Low Pavement
Nottingham
Chartered Accountant

DATED THE *nineteenth* DAY OF *March* 1917.

WITNESS TO THE ABOVE SIGNATURES:—

Frederick Allcock
Solicitor
32 Bridlesmith Gate, Nottingham
and Beardall Street, Hucknall, Notts.

DUPLICATE FOR THE FILE.

No. 146681



Certificate of Incorporation

I Hereby Certify, That the

F. F. Allsopp & Co. Limited

is this day Incorporated under the Companies Acts, 1908 and 1913, and that the Company is Limited.

Given under my hand at London this Twentieth day of March

One Thousand Nine Hundred and Seventeen.

Fees and Deed Stamps £ 5 - 10 - 0

Stamp Duty on Capital £ 10 - 0 - 0

Geo. Hargreaves

Assistant Registrar of Joint Stock Companies.

Certificate received by Mr. Southgate

for Jordan & Sons Ltd

116 Cheung Lane

Date 22nd March 1917

Number of }
Certificate } 146681 / 5

Form No. 59.

THE COMPANIES ACTS 1908 and 1913.

THE TRADING WITH THE ENEMY AMENDMENT
ACT 1914.

Declaration

REQUIRED DURING THE CONTINUANCE OF THE PRESENT WAR
BEFORE REGISTRATION OF A JOINT STOCK COMPANY.

*(Pursuant to Section 9, Sub-Section (1) (a) of The Trading with the Enemy
Amendment Act 1914.)*

REGISTERED
30514
20 MAR 1917

F. F. Allsopp & Co., Limited.

Presented for filing by—



Frederick Alcock
of *32 Bridlesmith Gate in the City of -*
Nottingham, and of Beardall Street, Hucknall
in the County of Nottingham,

a Solicitor of the Supreme Court, do solemnly and sincerely declare that I
am engaged in the formation of.....

F. F. Alcock & Co.,..... LIMITED,

and that the said Company is not formed for the purpose or with the
intention of acquiring the whole or any part of the undertaking of a person,
firm, or company, the books and documents of which are liable to inspection
under Sub-Section (2) of Section two of The Trading with the Enemy
Act 1914. And I make this solemn Declaration conscientiously believing
the same to be true, and by virtue of the provisions of The Statutory
Declarations Act 1835.

Declared at *the City of*
Nottingham

in the County of *the same City*
this *19th* day of *March*

One thousand nine hundred and *seventeen*

before me,

Herbert Sturt

Frederick Alcock

No. of Certificate 146,681

"The Companies Acts, 1908 to 1917."

COMPANY LIMITED BY SHARES.

(COPY)

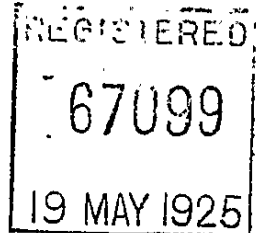
Extraordinary Resolution

(Pursuant to The Companies (Consolidation) Act, 1908, Sections 41 and 69)

OF

F. F. ALLSOPP & CO., LIMITED.

Passed the 7th day of May, 1925.



AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at Milton Chambers, Milton Street, Nottingham, on the 7th day of May, 1925, the following EXTRAORDINARY RESOLUTION was duly passed:—

"That the Capital of the Company be increased from £4000 to £10,000 by the creation of 6000 new Ordinary Shares of £1 each, ranking for Dividend and in all other respects *pari passu* with the original Ordinary Shares of the Company, and that the Directors be authorised to issue the new Shares at such times and in such manner and to such persons as they may think fit."

R. Tot. L. Page

Secretary.

Filed with the Registrar of Companies
on the 19th day of May, 1925.

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
CHANCERY LANE LONDON, W.C.2. AND 13 BROAD STREET PLACE, E.C.2.—S9300



"The Companies Acts, 1908 to 1917."

COMPANY LIMITED BY SHARES.

(COPY)

Special Resolution

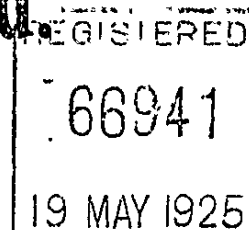
(Pursuant to The Companies (Consolidation) Act, 1908, Sections 13 and 69)

OF

F. F. Allsopp & Co., Limited.

Passed 16th April, 1925.

Confirmed 7th May, 1925.

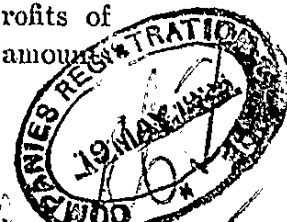


AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at Milton Chambers, Milton Street, in the City of Nottingham, on the 16th day of April, 1925, the following SPECIAL RESOLUTION was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened, and held at the same place, on the 7th day of May, 1925, the following SPECIAL RESOLUTION was duly confirmed:—

"That the Articles of Association of the Company be altered by the addition thereto of the following Articles:—

24. The Directors may carry to a Reserve Fund or account any part of the profits of the Company, and any sums received by way of premium on the issue of any Shares, Debentures, or Debenture Stock of the Company, and any profit or surplus realised upon the sale or shown by a valuation or revaluation of any assets of the Company.

25. The Company may at any time and from time to time in General Meeting authorise the Directors to capitalise any profits of the Company, including the whole or any part of the amount



standing to the credit of a Reserve Fund or account, Suspense Account, or otherwise, or any profits or surplus realised upon the sale or shown by a valuation or revaluation of Capital Assets, and to allot and issue to the Shareholders according to their respective rights and interests in the Company in respect of the net amount capitalised fully paid Shares of the Company of equivalent nominal amount and the Directors shall give effect to any such Resolution accordingly, and may settle any difficulty which may arise in regard to the distribution as they think expedient, and in particular may issue Fractional Certificates, and any Shares allotted and issued pursuant to such Resolution shall be credited as fully paid by means of the profits or amount so capitalised. When required a proper Contract shall be filed in accordance with the provisions of The Companies (Consolidation) Act, 1908, and the Directors may appoint any person to enter into and to sign or execute such Contract on behalf of the Holders of the Shares of the Company issued prior to such capitalisation and such appointment shall be effective.

26. It shall be no objection to a Resolution passed under Article 25 that it was passed at the Meeting at which the Resolution introducing these Articles was confirmed as a Special Resolution, provided that due notice of the intention to propose such first-mentioned Resolution shall have been duly given.

27. The Company may from time to time when declaring a Dividend resolve that the same may be satisfied by the distribution among the Members in specie of fully paid Shares of any other Company or other specific assets of the Company."

W. L. Dixon

Chairman.

Number of
Certificate

146,681

[Form No. 26.]

THE STAMP ACT, 1891; THE FINANCE ACT, 1899;
THE REVENUE ACT, 1903; and THE FINANCE ACT, 1920.

COMPANY LIMITED BY SHARES.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of Increase of the Nominal Capital

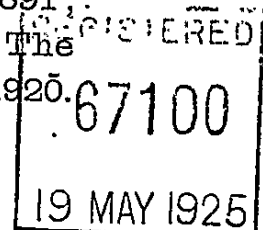
OF

J. F. Allsopp & Co.

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891;
Section 7 of The Finance Act, 1899; Section 5 of The
Revenue Act, 1903; and Section 39 of The Finance Act, 1920.

(See Page 2 of this Form.)



This Statement has to be registered with the Notice of Increase in the
Nominal Capital required under Section 44 of The Companies (Consolidation)
Act, 1908.

85382

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 434 (2 LINES).

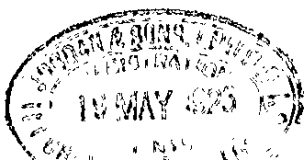
JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers.

116 TO 118 CHANCERY LANE, LONDON, W.C. 2,

and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by



146



THE NOMINAL CAPITAL

OF

J. J. Allsopp & Co. LIMITED,

has been increased by the addition thereto of the sum of

Six thousand Pounds,

divided into *Six thousand* Shares

of *one pound* each,

beyond the Registered Capital of *Four thousand pounds* ✓

Signature *R. L. B. Page*

Description *Secretary*

Dated the *Seventh* day

of *May* 19 *25*

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

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

Number of
Certificate

146681

121



[Form No. 10]



Ad valorem
Companies
Fee Stamp
to be
impressed
here.

"THE COMPANIES ACTS, 1908 to 1917"

COMPANY LIMITED BY SHARES.



Notice of Increase in the Nominal Capital

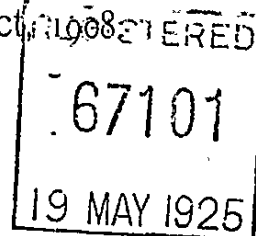
OF

J. F. Allsopp & Co.

LIMITED.

Pursuant to Section 44 of The Companies (Consolidation) Act, 1908

(See Page 2 of this Form).

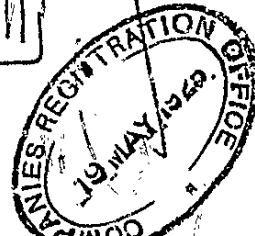


TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE: HOLBORN 484 (2 LINES).

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, and Publishers,
116 TO 118 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by



Notice of Increase in the Nominal Capital

OF

J. J. Allsopp & Co. Limited

To THE REGISTRAR OF JOINT STOCK COMPANIES.

The above-named Company hereby gives you notice, in accordance with Section 44 of The Companies (Consolidation) Act, 1908, that by a Resolution of the Company dated the *Seventh* day of *May* 192*5* the Nominal Capital of the Company has been increased by the addition thereto of the sum of *Five thousand* Pounds, divided into *Five thousand* Shares of *one pound* each, beyond the Registered Capital of *Four thousand* Pounds.

Signature *Robert Page*
Description *Secretary*

Dated the *Seventh* day
of *May* 192*5*.

* * * This Notice should be signed by the Manager or Secretary of the Company.

NO. OF COMPANY 146,681.

39
"The Companies Act, 1929."

COMPANY LIMITED BY SHARES.

(COPY)

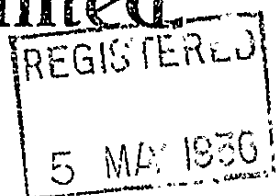
Special Resolution

(Pursuant to The Companies Act, 1929, Sections 10 and 117)

OF

F. F. Allsopp & Co., Limited

Passed the 29th day of April, 1936.



AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at Milton Chambers, Milton Street, in the City of Nottingham, on the 29th day of April, 1936, the following SPECIAL RESOLUTION was duly passed:—

"That JOSEPH PARKER, WALTER SAMUEL SISSON and FREDERICK FARRANT ALLSOPP shall no longer be subject to the provisions of the Articles of Association of the Company as to the retirement of Directors by rotation and as to the removal of Directors by Extraordinary Resolution, and accordingly that the said Articles of Association be altered by inserting immediately after Article 12 the following new Article, to be numbered 12A, under the heading "Directors":—

12A. JOSEPH PARKER, WALTER SAMUEL SISSON and FREDERICK FARRANT ALLSOPP shall be Permanent Directors of the Company, and each of them shall be entitled to hold such office so long as he shall live unless he shall become disqualified from any of the causes specified in Article 13 hereof; and accordingly Clauses 78 to 83 and Clause 86 of Table A shall not apply to any Permanent Director."

F. F. Allsopp
Chairman.

Presented to the Registrar of Companies
on the 5th day of May, 1936.

JORDAN & SONS, LIMITED,
COMPANY REGISTRATION AGENTS, PRINTERS, AND PUBLISHERS,
LONDON, W.C.2, AND 13 BROAD STREET PLACE, E.C.2.—87743-36

Presented for filing by:
JORDAN & SONS, LIMITED
REGISTRATION
5 MAY 1936

COMPANIES REGISTRATION OFFICE
5 MAY 1936

No. of Certificate 146,681. *52*

THE COMPANIES ACT 1929.
COMPANY LIMITED BY SHARES.

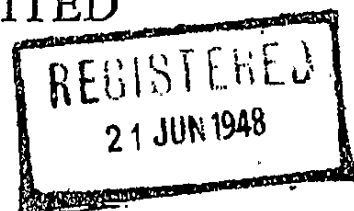
Special Resolution

(Pursuant to The Companies Act 1929 Sections 10 and 117)

OF

F. F. ALLSOPP & CO., LIMITED

Passed the fifteenth day of June 1948.



At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held at 17 Lenton Road, The Park, Nottingham, in the City of Nottingham on the fifteenth day of June 1948, the following SPECIAL RESOLUTION was duly passed :—

"That the articles of Association of the Company be altered by the addition thereto of the following articles to be numbered 16 (a) (b) (c) under the heading "Governing Director" 16 (a). Mrs. Margaret Frances Stella Sisson (hereinafter called "Mrs. Sisson") is hereby appointed Governing Director of the Company and shall hold such office until she dies or resigns or ceases to hold at least 500 shares in the Company. While Mrs. Sisson holds such office all powers, authorities and discretions vested in the Directors by the Companies Act or these articles shall be vested in her alone, and all other Directors (if any) for the time being of the Company shall exercise such powers only as Mrs. Sisson may delegate to them, and they shall be under her control and shall be bound to conform to her directions in regard to the Company's business. Clauses 73 to 77 and Clause 80 of Table A shall not apply to Mrs. Sisson.

16 (b). So long as Mrs. Sisson shall continue to hold office as Director, she may from time to time, and at any time appoint other persons within the maximum number permitted by the Company's articles to be Directors of the Company, and define, limit and restrict their powers and fix their remunerations and duties, and may at any time without any notice remove any director from office.

16 (c). So long as Mrs. Sisson shall continue to hold office as Governing Director, the provisions of the Company's Articles or of Table A as to appointment remuneration, qualification, rotation, removal and proceedings of Directors shall be in abeyance. So soon as Mrs. Sisson ceases to be Governing Director of the Company, the Company in General Meeting shall appoint Directors to whom the provisions as to the matters aforesaid of the Company's Articles, and of Table A as incorporated therein shall apply."

M. F. S. Sisson

Chairman

Number of } 146681
Company }

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

COPY

Special Resolution

(pursuant to the provisions of Section 141 (2) of the Companies Act, 1948)

OF

F.F. ALLSOPP & CO.,
LIMITED.

REGISTERED

17 SEP 1963

private Passed the sixth day of September

1963.

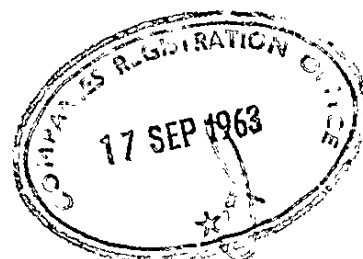
At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Union Road, Nottingham.

on the sixth day of September
Special Resolution was duly passed:—


1963, the following


That the Articles of Association of the Company be altered by inserting in Article 1 between the figures "40" and "76" the figures "73".

CHAIRMAN.



WE HEREBY CERTIFY that, to the best of our knowledge and belief, the conditions mentioned in subsection (2) of Section 129 of the Companies Act, 1948, are satisfied at the date of passing of this Resolution, and have been satisfied at all times since the 1st day of July 1948 .


..... Director. *E. A. BAKER*


..... R.W. Gisborne Secretary. *E. A. BAKER*

§ Insert "1st July 1948" or, if the Company was registered after that date, the date on which it was registered, or, if the Board of Trade has made a direction under the proviso to Section 129 (1) of the Companies Act, 1948, the time at which it was shown to the Board of Trade that the conditions mentioned in the certificate were satisfied.

(No registration
fee payable)

No. of Company.....146681

96

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

Pursuant to Section 62 of the Companies Act 1948

Notice of consolidation, division, sub-division, or conversion into stock of shares, specifying the shares so consolidated, dividend, 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).

To the Registrar of Companies

Name of Company.....F.F. ALLSOPP & CO.....Limited*

hereby gives you notice, in accordance with Section 62 of the Companies Act 1948 that:

by a Special Resolution passed by the Company on December 18th 1978 each of the unissued Ordinary Shares of £1 each in the capital of the Company was sub-divided into 100 Ordinary Shares of 1p each.

Margin reserved for binding

Signed.....

State whether
Director or Secretary.....

Date.....

W. H. Howby

Director

12 Jan 1979

*Delete "Limited" if not applicable

Presented by: CLIFFORD-TURNER,
Blackfriars House, 19 New Bridge Street,
London EC4V 6BY.

Presentor's reference: MVB/CREL/P341/004

No.146681

THE COMPANIES ACT 1948 TO 1976
COMPANY LIMITED BY SHARES

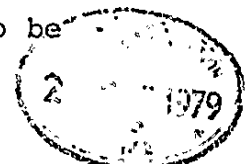
94

SPECIAL RESOLUTION OF
F.F. ALLSOPP & CO. LIMITED

PASSED THE 18TH DAY OF DECEMBER 1978

At an Extraordinary General Meeting of the above-named Company, duly convened and held at 14 Fletcher Gate, Nottingham, NG1 2FX on the 18th December 1978 the following Resolution was duly passed:-

- (A) That each of the unissued Ordinary Shares of £1 each in the capital of the Company be sub-divided into 100 Ordinary Shares of 1p each
- (B) That forthwith upon the allotment of the Ordinary Shares pursuant to paragraph (C) of this Resolution, each of the Ordinary Shares of £1 each in the capital of the Company be converted into one Deferred Ordinary Share of £1 having the rights and being subject to the restrictions attached thereto by the Articles of Association of the Company as adopted by paragraph (D) of this Resolution
- (C) That upon the recommendation of the Directors, it is desirable to capitalise the sum of £72.14 being part of the amount standing to the credit of the capital reserve of the Company and accordingly that such sum be set free for distribution among the holders of the Ordinary Shares of each of the Company on the Register of Members immediately prior to the passing of this Resolution in the proportions in which such sum would have been divisible amongst them if the same had been distributed by way of dividend on condition that the same be not paid in cash but be applied in paying up in full 7,214 unissued Ordinary Shares of 1p each, to be

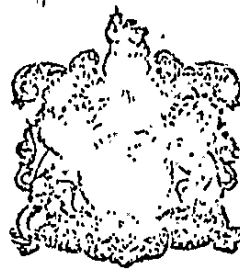


allotted and distributed credited as fully paid up to
and amongst such persons in the proportion aforesaid,
that is to say in the proportion of one new Ordinary
Share of 1p for each Ordinary Share of £1 then held by
them respectively

(D) That new Articles of Association of the Company be
adopted in the form produced to the Meeting in substitution
for and to the exclusion of all the existing Articles of
Association


.....
Director

No. 146681



Certificate of Incorporation.

I Herby Certify, That
F. F. ALLSOPP & Co., Limited,
*is this day Incorporated under the Companies Acts, 1908 and
1913, and that the Company is LIMITED.*

*Given under my hand at London this Twentieth day
of March; One Thousand Nine Hundred and Seventeen.*

GEO. J. SARGENT,

Assistant Registrar of Joint Stock Companies.

Fees and Deed Stamps, £5 : 10 : 0.

Stamp Duty on Capital, £10 : 0 : 0.



INDISTINCT ORIGINAL

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

F.F. ALLSOPP & CO., LIMITED

1. The Name of the Company is "F.F. ALLSOPP & CO., LIMITED".

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

3. The Objects for which the Company is established are all or any of the following, the Company having power to do any part of the matters mentioned in one section apart from the other of the said matters, none of the general and other descriptions given in this Clause being subject to be limited or restrained to matters of the same or some similar kind to those elsewhere in this Clause limited or referred to, or to be otherwise limited or restrained by any other part of this Clause not containing an express limitation or restriction, or by any inference to be drawn from such other part or from the name of the Company:-

- (A) To carry on the business or businesses, both wholesale and retail, of book binders, loose-leaf book makers, account book manufacturers, numerical printers, machine rulers, box makers, card board manufacturers, pattern card makers, printers, stationers, lithographers, type foundry, stereotypers, electrotypers, photographic printers, photo lithographers, chromo lithographers, engravers, die sinkers, paper bag and envelope manufacturers, railway ticket manufacturers, dealers in stamps, dealers in parchment, dealers in office furniture, fittings, and requisites of all kinds, agents for the payment of stamp and other duties, designers, draughtsmen, paper and ink manufacturers, advertising agents and cabinet makers, and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, materials and articles of all kinds which are capable of being used for any such purposes, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or which may seem to the Company conducive to any of the objects of the Company or calculated directly or indirectly to

INDISTINCT ORIGINAL

enhance the value of, or render profitable, any of the Company's property, businesses or rights for the time being.

- (B) To undertake and execute any Contracts or carry on any Business relating to the production, manufacture, and preparation of any materials which may be usefully or conveniently combined with the other business or businesses of the Company, or any Contracts undertaken by the Company either for works involving the supply and use of tools, machinery, appliances, furniture, or otherwise, and to carry out any ancillary or other works comprised in any such Contracts.
- (C) To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit, and in particular to persons undertaking to build on, fit up or improve any property in which the Company is interested, and to tenants, builders, and contractors.
- (D) To purchase, take on lease, or in exchange or otherwise acquire any freehold, leasehold, or other real or personal property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and in particular any buildings, factories, mills, works, machinery, engines, plant, stock or things, which may be necessary for or may be conveniently used with, or may enhance the value of, any other property of the Company, and to build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, machinery, engines, walls, fences, banks, dams, sluices, watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with others in so doing.
- (E) To apply for, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licences or privileges in respect of the same.
- (F) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company, carrying on or proposing to carry on any businesses which this Company is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, or company, or to acquire an

INDISTINCT ORIGINAL

interest in, amalgamate with, or to enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm, or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, or securities that may be agreed upon and to hold and retain, or sell, mortgage, and deal with, any Shares, Debentures, or securities so received.

- (G) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
- (H) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (I) To lend and advance money or give credit to such persons, firms, or companies, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons.
- (J) To borrow or raise money in such a manner as the Company shall think fit, and in particular by the issue of Debenture of Debenture Stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets, whether present or future, including its uncalled capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to invest any money so raised in any such property, undertakings, or investments as aforesaid.
- (K) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (L) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.

INDISTINCT ORIGINAL

- (M) To enter into any arrangements with any authorities (municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such authority, corporation, company, or person, any charters, contracts, decrees, rights, privileges, and concessions, which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (N) To subscribe for, take, purchase, or otherwise acquire and hold Shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on business capable of being conducted so as directly or indirectly to benefit this Company.
- (O) To act as agents, contractors, or brokers, and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or otherwise, and either alone or in conjunction with others.
- (P) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company, credited as paid up in full, or in part or otherwise.
- (Q) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of this Company, or any other Company formed for the purpose of carrying out any of the objects herein mentioned, or to contract with any persons, firm, or company, to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any Shares, Debentures, or securities of this Company, or any such other Company.
- (R) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribed for, or otherwise acquire all or any part of the Shares or securities of any such Company as aforesaid.

INDISTINCT ORIGINAL

- (S) To adopt such means of making known the business or properties, or objects, or purposes of the Company, as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books or periodicals, and by granting prizes, rewards and donations.
- (T) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for Shares, Debentures, or securities of any company purchasing the same.
- (U) To distribute among the Members of the Company any property of the Company in specie, and in particular any Shares, Debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them. ✓

4. The Liability of the Members is Limited.

5. The capital of the Company is £4,000, divided into 4,000 Ordinary Shares of £1 each. Upon any increase of capital the Company is to be at liberty to issue any new shares with any preferential, deferred, qualified or special rights, privileges or conditions attached thereto.*

6. The Company has power from time to time to increase or reduce its capital, and to issue any Shares in the original or increased Capital as Ordinary, Preferred or Deferred Shares, and to attach to any class or classes of such Shares any preferences, rights, privileges or conditions, or to subject the same to any restrictions or limitations. Provided always that if and whenever the Capital of the Company is divided into Shares of various classes the rights and privileges of any such class shall not be modified or varied except in the manner following, namely:- Any such modification or variation may be effected when sanctioned by an Extraordinary Resolution of the holders of the shares of such class passed at a separate Meeting of the Shareholders of such class at which there shall be present in person or represented by proxy the holders of not less than a moiety of the issued Shares of such class (but this Proviso shall be subject to Clause 5 hereof).

*Note: At the date of reprinting this Memorandum, the capital of the Company is £10,000 divided into 7,240 Deferred Ordinary shares of £1 each and 278,600 Ordinary Shares of 1p each.

INDISTINCT ORIGINAL

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
---	---

FREDERICK FARRANT ALLSOPP,
19 Seely Road,
Nottingham.

One

Account Book Manufacturer

CHARLES JOHN PAIN,
18 Low Pavement,
Nottingham.

One

Chartered Accountant

DATED the Nineteenth day of March, 1917.

WITNESS to all the above Signatures:-

FREDERICK ALLCOCK
Solicitor
32 Bridlesmith Gate,
Nottingham.

and

Beardall Street,
Hucknall,
Nottingham.

INDISTINCT ORIGINAL

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

F.F. ALLSOPP & CO., LIMITED

PRELIMINARY

1. (A) In these Articles "Table A" means Table A' in the First Schedule to the Companies Act, 1948, as amended by the Companies Act, 1967 and the Companies Act, 1976.

(B) The regulations contained in Part I of Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Clauses in Part I of Table A numbered 24, 53, 64, 75, 77, 79, 87, 88(a) and (f), 89, 90, 91, 92, 93 and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining Clauses 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, except Clause 1 therein, shall apply to the Company.

SHARES.

3. The share capital of the Company is £10,000 divided into 7,214 Deferred Ordinary Shares of £1 each and 278,600 Ordinary Shares of 1p each. The respective rights and privileges attached to the Ordinary Shares and to the Deferred Ordinary Shares are as follows:-

(A) As regards income the profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Ordinary Shares shall not be entitled to participate in any such profits.

(B) 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 sum of

1p per share, secondly, in repaying to the holders of the Deferred Ordinary Shares the amount paid up on such shares and the balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

(C) As regards voting the Deferred Ordinary Shares shall not confer on the holders thereof 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 Clause 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 Clause 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 Clause 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 Clause referred to.

TRANSFERS.

9. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and Clause 22 of Part I of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS.

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

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

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

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

14. A Member for whom a receiver, curator bonis or other person in the nature of a receiver or curator bonis has been appointed by a Court in England and Wales or Scotland having jurisdiction in that behalf on the ground that the Member is incapable by reason of mental disorder of managing and administering his property and affairs may vote, whether on a show of hands or on a poll, by the person so appointed and that person may appoint a proxy to vote on a poll on behalf of the Member.

DIRECTORS.

15. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two.

16. 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 Clause 134 of Part I of Table A shall be modified accordingly.

17. 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

INDISTINCT ORIGINAL

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.

18. 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.

19. 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 Clause 84 in Part I of Table A shall be modified accordingly.

20. 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 Clause 86 in Part I of Table A shall be modified accordingly.

21. The Directors on behalf of the Company may pay a gratuity or pension 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.

22. Paragraph (d) of Clause 88 of Part I of Table A shall be modified by deleting the words "becomes of unsound mind" and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as a Director".

23. A Director shall not retire by rotation and Clauses 94, 96 and 97 in Part I of Table A shall be modified accordingly.

24. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last sentence of Clause 95 of Part I of Table A shall be deleted.

25. 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.

26. (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.

27. Any such resolution in writing as is referred to in Clause 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 Clause 106 in Part I of Table A shall be modified accordingly.

INDISTINCT ORIGINAL

28. 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.

29. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any Service Contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.

30. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Clause 88(e) of Table A shall be modified accordingly.

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THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

F.F. ALLSOPP & CO., LIMITED

(passed 15th JULY 1980)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on 15th JULY 1980, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

SPECIAL RESOLUTIONS

1. THAT Clause 3 of the Memorandum of Association of the Company be altered by the insertion after sub-clause (U) of the following new sub-clause and thereafter sub-clause (V) is for the purposes of identification to be re-numbered sub-clause (W)

"(V) To guarantee support or secure whether by personal covenant or by mortgaging or charging or creating a lien upon the whole of any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any such methods the performance of the obligations of and the repayment or payment of the principal amounts of and premiums interest and dividends on any securities of any person firm or company including (without prejudice 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 other subsidiary (as also defined by the said Section) of the Company's Holding Company or is otherwise associated in business with the Company."

2. THAT Clause 3 of the Memorandum of Association of the Company be altered by the insertion after sub-clause (W) of the following declaration:-

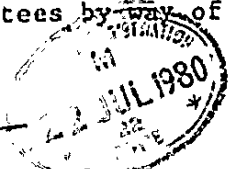
"Provided that all such objects and powers shall be deemed to be separate objects and may be carried on or exercised in any part of the world whether directly by the Company or through any subsidiary, agent, partner or other person or company."

3. THAT the Company, being a wholly-owned Subsidiary of Pentos Limited ("Pentos"), do:-

(1) guarantee to Alliance Assurance Company Limited ("the Trustees") the payment of the principal of, premium (if any) and interest on the 13 per cent. Convertible Unsecured Loan Stock 1990 to be issued by Pentos and to be constituted by a Trust Deed between Pentos, certain subsidiaries of Pentos (including the Company) and the Trustees and covenant with the Trustees in the terms contained in the proof Trust Deed produced to this Meeting and for the purpose of identification initialled by the Chairman hereof with such (if any) amendments thereto as may be required by the Trustee; and

(2) affix its Common Seal to two engrossments of the said Trust Deed in the form of the proof produced to this Meeting (with such amendments as aforesaid) in accordance with the Articles of Association of the Company and deliver that to be treated as the original to the Trustees by way of exchange.

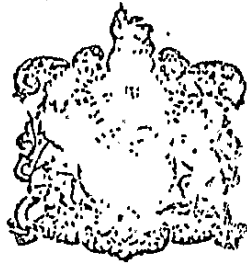
T. Laach
.....
Director



We certify this to be a correct and
up to date copy of the Memorandum and
Articles of Association of F.F. Allsopp & Co., Ltd
as at 22/1/1979.

No. 146681

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Clifford - Turner

Re-certified 7 March 1979

W. H. H. H. H. H.
J. H. H. H. H.

Certificate of Incorporation.

I Herby Certify, That
F. F. ALLSOPP & Co., Limited,
is this day Incorporated under the Companies Acts, 1908 and
1913, and that the Company is LIMITED.

Given under my hand at London this Twentieth day
of March, One Thousand Nine Hundred and Seventeen.

GEO. J. SARGENT,

Assistant Registrar of Joint Stock Companies.

Fees and Deed Stamps, £5 : 10 : 0.

Stamp Duty on Capital, £10 : 0 : 0.



DRAFT/PJS/13th December 1978

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

F.F. ALLSOPP & CO., LIMITED

1. The Name of the Company is "F.F. ALLSOPP & CO., LIMITED".

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

3. The Objects for which the Company is established are all or any of the following, the Company having power to do any part of the matters mentioned in one section apart from the other of the said matters, none of the general and other descriptions given in this Clause being subject to be limited or restrained to matters of the same or some similar kind to those elsewhere in this Clause limited or referred to, or to be otherwise limited or restrained by any other part of this Clause not containing an express limitation or restriction, or by any inference to be drawn from such other part or from the name of the Company:-

- (A) To carry on the business or businesses, both wholesale and retail, of book binders, loose-leaf book makers, account book manufacturers, numerical printers, machine rulers, box makers, card board manufacturers, pattern card makers, printers, stationers, lithographers, type foundry, stereotypers, electrotypes, photographic printers, photo lithographers, chromo lithographers, engravers, die sinkers, paper bag and envelope manufacturers, railway ticket manufacturers, dealers in stamps, dealers in parchment, dealers in office furniture, fittings, and requisites of all kinds, agents for the payment of stamp and other duties, designers, draughtsmen, paper and ink manufacturers, advertising agents and cabinet makers, and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, materials and articles of all kinds which are capable of being used for any such purposes, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, or which may seem to the Company conducive to any of the objects of the Company or calculated directly or indirectly to

*Some
objects*

enhance the value of, or render profitable, any of the Company's property, businesses or rights for the time being.

- (B) To undertake and execute any Contracts or carry on any Business relating to the production, manufacture, and preparation of any materials which may be usefully or conveniently combined with the other business or businesses of the Company, or any Contracts undertaken by the Company either for works involving the supply and use of tools, machinery, appliances, furniture, or otherwise, and to carry out any ancillary or other works comprised in any such Contracts.
- (C) To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit, and in particular to persons undertaking to build on, fit up or improve any property in which the Company is interested, and to tenants, builders, and contractors.
- (D) To purchase, take on lease, or in exchange or otherwise acquire any freehold, leasehold, or other real or personal property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and in particular any buildings, factories, mills, works, machinery, engines, plant, stock or things, which may be necessary for or may be conveniently used with, or may enhance the value of, any other property of the Company, and to build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, factories, mills, offices, works, machinery, engines, walls, fences, banks, dams, sluices, watercourses, and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same, or join with others in so doing.
- (E) To apply for, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and to manufacture under or grant licences or privileges in respect of the same.
- (F) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company, carrying on or proposing to carry on any businesses which this Company is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm, or company, or to acquire an

interest in, amalgamate with, or to enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm, or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, or securities that may be agreed upon and to hold and retain, or sell, mortgage, and deal with, any Shares, Debentures, or securities so received.

- (G) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
- (H) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (I) To lend and advance money or give credit to such persons, firms, or companies, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to give guarantees or become security for any such persons.
- (J) To borrow or raise money in such a manner as the Company shall think fit, and in particular by the issue of Debenture or Debenture Stock, perpetual or otherwise, and to secure the repayment of any money borrowed, raised, or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets, whether present or future, including its uncalled capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to invest any money so raised in any such property, undertakings, or investments as aforesaid.
- (K) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (L) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.

- (M) To enter into any arrangements with any authorities (municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such authority, corporation, company, or person, any charters, contracts, decrees, rights, privileges, and concessions, which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (N) To subscribe for, take, purchase, or otherwise acquire and hold Shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on business capable of being conducted so as directly or indirectly to benefit this Company.
- (O) To act as agents, contractors, or brokers, and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or otherwise, and either alone or in conjunction with others.
- (P) To remunerate any person, firm, or company rendering services to this Company, whether by cash payment or by the allotment to him or them of Shares or securities of the Company, credited as paid up in full, or in part or otherwise.
- (Q) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of this Company, or any other Company formed for the purpose of carrying out any of the objects herein mentioned, or to contract with any persons, firm, or company, to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any Shares, Debentures, or securities of this Company, or any such other Company.
- (R) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribed for, or otherwise acquire all or any part of the Shares or securities of any such Company as aforesaid..

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

F.F. ALLSOPP & CO., LIMITED

(passed 15th JULY 1980)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held on 15th JULY 1980, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

SPECIAL RESOLUTIONS

1. THAT Clause 3 of the Memorandum of Association of the Company be altered by the insertion after sub-clause (U) of the following new sub-clause and thereafter sub-clause (V) is for the purposes of identification to be re-numbered sub-clause (W)

"(V) To guarantee support or secure whether by personal covenant or by mortgaging or charging or creating a lien upon the whole of any part of the undertaking property and assets (present and future) and uncalled capital of the Company or by any such methods the performance of the obligations of and the repayment or payment of the principal amounts of and premiums interest and dividends on any securities of any person firm or company including (without prejudice 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 other subsidiary (as also defined by the said Section) of the Company's Holding Company or is otherwise associated in business with the Company."

2. THAT Clause 3 of the Memorandum of Association of the Company be altered by the insertion after sub-clause (W) of the following declaration:-

"Provided that all such objects and powers shall be deemed to be separate objects and may be carried on or exercised in any part of the world whether directly by the Company or through any subsidiary, agent, partner or other person or company."

- (S) To adopt such means of making known the business or properties, or objects, or purposes of the Company, as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books or periodicals, and by granting prizes, rewards and donations.
- (T) To sell or otherwise dispose of the whole or any part of the undertaking of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for Shares, Debentures, or securities of any company purchasing the same.
- (U) To distribute among the Members of the Company any property of the Company in specie, and in particular any Shares, Debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- ~~W~~ W To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The Liability of the Members is Limited. ✓

10,000 5. The capital of the Company is ^{10,000} £47,000, divided into ~~4,000~~ Ordinary Shares of £1 each. Upon any increase of capital the Company is to be at liberty to issue any new shares with any preferential, deferred, qualified or special rights, privileges or conditions attached thereto.

6. The Company has power from time to time to increase or reduce its capital, and to issue any Shares in the original or increased Capital as Ordinary, Preferred or Deferred Shares, and to attach to any class or classes of such Shares any preferences, rights, privileges or conditions, or to subject the same to any restrictions or limitations. Provided always that if and whenever the Capital of the Company is divided into Shares of various classes the rights and privileges of any such class shall not be modified or varied except in the manner following, namely:- Any such modification or variation may be effected when sanctioned by an Extraordinary Resolution of the holders of the shares of such class passed at a separate Meeting of the Shareholders of such class at which there shall be present in person or represented by proxy the holders of not less than a moiety of the issued Shares of such class (but this Proviso shall be subject to Clause 5 hereof).

T. Leach
S. Wardle



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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
---	---

FREDERICK FARRANT ALLSOPP,
19 Seely Road,
Nottingham.

One

Account Book Manufacturer

CHARLES JOHN PAIN,
18 Low Pavement,
Nottingham.

One

Chartered Accountant

DATED the Nineteenth day of March, 1917.

WITNESS to all the above Signatures:-

FREDERICK ALLCOCK
Solicitor
32 Bridlesmith Gate,
Nottingham.

and

Beardall Street,
Hucknall,
Nottingham.

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

F.F. ALLSOPP & CO., LIMITED

PRELIMINARY

1. (A) In these Articles "Table A" means Table A in the First Schedule to the Companies Act, 1948, as amended by the Companies Act, 1967 and the Companies Act, 1976.

(B) The regulations contained in Part I of Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Clauses in Part I of Table A numbered 24, 53, 64, 75, 77, 79, 87, 88(a) and (f), 89, 90, 91, 92, 93 and 107 shall not apply, but, subject as aforesaid, and in addition to the remaining Clauses 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, except Clause 1 therein, shall apply to the Company.

SHARES.

3. The share capital of the Company is £10,000 divided into 7,214 Deferred Ordinary Shares of £1 each and 278,600 Ordinary Shares of 1p each. The respective rights and privileges attached to the Ordinary Shares and to the Deferred Ordinary Shares are as follows:-

(A) As regards income the profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Ordinary Shares shall not be entitled to participate in any such profits.

(B) 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 sum of

1p per share, secondly, in repaying to the holders of the Deferred Ordinary Shares the amount paid up on such shares and the balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

(C) As regards voting the Deferred Ordinary Shares shall not confer on the holders thereof 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 Clause 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 Clause 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 Clause 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 Clause referred to.

TRANSFERS.

9. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and Clause 26 of Part I of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS.

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

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

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

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

14. A Member for whom a receiver, curator bonis or other person in the nature of a receiver or curator bonis has been appointed by a Court in England and Wales or Scotland having jurisdiction in that behalf on the ground that the Member is incapable by reason of mental disorder of managing and administering his property and affairs may vote, whether on a show of hands or on a poll, by the person so appointed and that person may appoint a proxy to vote on a poll on behalf of the Member.

DIRECTORS.

15. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two.

16. 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 Clause 134 of Part I of Table A shall be modified accordingly.

17. 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.

18. 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.

19. 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 Clause 84 in Part I of Table A shall be modified accordingly.

20. 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 Clause 86 in Part I of Table A shall be modified accordingly.

21. The Directors on behalf of the Company may pay a gratuity or pension 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.

22. Paragraph (d) of Clause 88 of Part I of Table A shall be modified by deleting the words "becomes of unsound mind" and substituting therefor the words "in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as a Director".

23. A Director shall not retire by rotation and Clauses 94, 96 and 97 in Part I of Table A shall be modified accordingly.

24. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last sentence of Clause 95 of Part I of Table A shall be deleted.

25. 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.

26. (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.

27. Any such resolution in writing as is referred to in Clause 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 Clause 106 in Part I of Table A shall be modified accordingly.

28. 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.

29. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as the Directors may decide for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any Service Contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.

30. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Clause 88(e) of Table A shall be modified accordingly.

No : 146681

99

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

F. F. ALLSOPP & CO. LIMITED

Passed 31st December 1980

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened, and held on 31st December 1980, the following Resolution was passed as a SPECIAL RESOLUTION :-

- "(A) That the 7,214 authorised and issued Deferred Ordinary Shares of £1 each in the capital of the Company be and are hereby subdivided into 721,400 Deferred Ordinary Shares of 1p each.
- (B) That upon the recommendation of the Directors it is desirable to capitalise the sum of £72.14 being part of the amount standing to the credit of the Company's Reserves and accordingly that such sum be set free for distribution among the holders of the Ordinary Shares of the Company on the Register of Members immediately prior to the holding of this Meeting in proportion to their holdings of such Ordinary Shares at such time on condition that the same be not paid in cash but be applied in paying up in full at par 7,214 Ordinary Shares of 1p each to be allotted and distributed credited as fully paid up to and amongst the said holders of the Ordinary Shares of 1p each in proportion aforesaid, and that the Directors shall give effect to this Resolution.
- (C) That forthwith upon the said allotments pursuant to paragraph (B) of this Resolution having been effected the rights attaching to the Ordinary Shares of 1p each already issued be cancelled and the said Shares be converted into and designated as Deferred Ordinary Shares of 1p each having attached thereto the rights and being subject to the conditions set out in the Company's Articles of Association."

St. Lutz
[57] Chairman



G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

21
Company number

1118

146681

Name of company

* F. F. ALLSOPP & COMPANY LIMITED

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3 1 1 2

Note
Please read notes 1 to 4 overleaf before completing this form

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] ~~extended~~† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 1 2 1 9 8 6

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed

J. Lamb

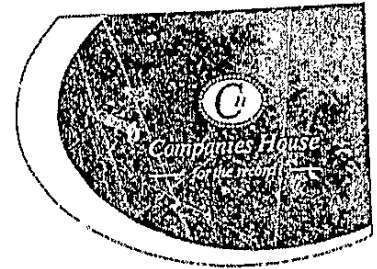
[Director] [Secretary]† Date 12 December 1986

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

For official Use
General Section

Post from





Crown Way Cardiff CF14 3UZ
www.companieshouse.gov.uk

NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in this company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Companies House is a registry of company information. We carry out basic checks to make sure that documents have been fully completed and signed, but we do not have the statutory power or capability to verify the accuracy of the information that companies send us. We accept all information that companies deliver to us in good faith and place it on the public record. The fact that the information has been placed on the public record should not be taken to indicate that Companies House has verified or validated it in any way.