

Number of
Company }

365164

Form No. 41.

THE COMPANIES ACT, 1929.



A 5/-
Companies'
Registration
Fee Stamp
must be
impressed
here.

DECLARATION of Compliance with the requirements of The Companies Act,
1929, on application for registration of a Company.

Pursuant to Section 15(2).

Name of Company

A. T. Jewells

LIMITED.

REGISTERED

4 FEB 1941

Presented by

H. HOWES & Co. LTD.
Company Printers & Stationers
56, Old Broad St., E.C.2.
LONDON WALL 2237.

for James Jewells & Co.

15 Brunner House

Gravel Lane, E.C.3

H. HOWES & CO., LTD.,

Calu and Company Printers, Publishers and Stationers,

7, BELL YARD (East Side Law Courts), TEMPLE BAR, W.C.2.

Tel.: HOLBORN 3673.

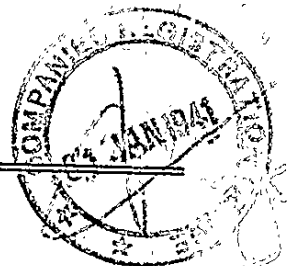
56, OLD BROAD STREET, LONDON, E.C.2.

Tel.: LONDON WALL 2237.

27 & 28, OLD JEWRY, CHEAPSIDE, LONDON, E.C.2.

Tel.: METROPOLITAN 4879.

Head Office and Works



I Jack Brodie
of 15 Commerce House

Gravel Lane in the City of London

Do solemnly and sincerely declare that I am (a)

Solicitor of the Supreme Court engaged in
the formation

of A.T. Inwald & Co

Limited, and That all the requirements of the Companies Act
1929, 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 7 Devonshire Square 262

the unth day of January
One thousand nine hundred and

thirty forty one

Before me,

H. S. Chatterton

Jack Brodie

(b) A Commissioner for Oaths.

(a) "A Solicitor of the Supreme Court" (or in Scotland "an Enrolled Law-Agent")
"engaged in the formation," or "A person named in the Articles of Association
"as a Director or Secretary."
(b) or Notary Public or Justice of the Peace.

No. of Certificate **365164**

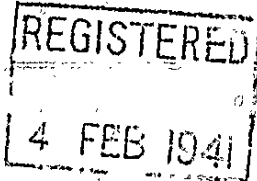
Form No. 25.



A. T. Inwall

LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the Finance Act, 1920. (NOTE.—The Stamp duty on the Nominal Capital is Ten 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 by

H. HOWES & Co. LTD.
Company Printers & Stationers,
55, Old Broad St., E.C.2.
LONDON WALL 2237.

[Handwritten signature]

[Handwritten signature] F.C.3

H. HOWES & CO., LTD.,

Printers, Publishers & Stationers

BELL YARD (next to Law Society), TEMPLE BAR, W.C.2

Telephone—HOLBORN 3073.

56, OLD BROAD STREET, - - LONDON, E.C.2.

Telephone—LONDON WALL 2237.

27 & 28, OLD JEWRY, CHEAPSIDE, LONDON, E.C.2.

Telephone—METROPOLITAN 4379.

Works — 53 & 55, MANSELL STREET, LONDON, E.1.



The NOMINAL CAPITAL of.....

A. T. Inwall

Limited,

is £ 3,000, divided into 3000 Ordinary

Shares of £1 each

Signature

Jack Brodie

Description

Secretary pro tem.

Dated January 9th 1941.

365164

3



THE COMPANIES ACT, 1929.

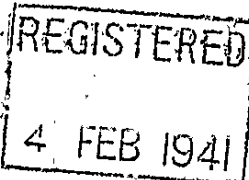


COMPANY LIMITED BY SHARES.

Memorandum of Association

OF

A. T. INWALD LIMITED



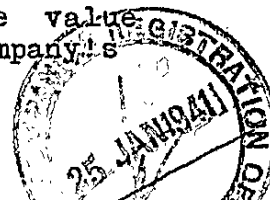
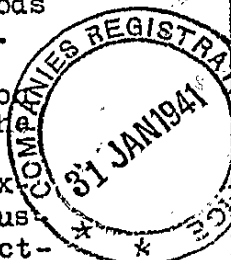
1. The name of the Company is "A. T. INWALD LIMITED".

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

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

(a) To carry on business as wholesale and re-tail furriers in all its branches, curers, and preparers of skins, pelts and hides, fur and skin merchants, importers and exporters of all kinds of furs and skins, whether in their natural state or otherwise, fur and skin dressers, cloth manufacturers, silk weavers, cotton spinners, and dealers in cloth and textile fabrics of every description, milliners, dressmakers, tailors, hatters, gloves, clothiers, outfitters, feather dressers, boot and shoe makers, haberdashers, dealers of and in leather goods of all kinds, furniture, ironmongery, turnery, fancy goods, metal workers, woodworkers, stationers, and sundriesmen in all kinds of articles and goods appertaining to all or any of the foregoing.

(b) To carry on any other business or profession whatsoever which can, in the opinion of the Company be advantageously or conveniently carried on by the Company by the way of extension of or in connection with any such businesses as aforesaid or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.



- (c) To carry on the business of merchants, traders, importers and exporters and dealers in all kinds of goods and stores of all kinds, wholesale and retail.
- (d) To develop the resources of any property for the time being belonging to the Company in such manner as the Company may think fit.
- (e) To manage, let on lease, and hire out lands, houses, buildings, properties and chattels, rights, and to purchase or otherwise acquire and undertake all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company by shares, debentures, bonds, cash, or otherwise, either in this or other companies, whether fully paid or otherwise.
- (f) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds, and to issue on commission or otherwise subscribe for, and take any shares, stocks, debentures, or other capital of any such companies, syndicates and partnerships.
- (g) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company, and either perpetual or otherwise.
- (h) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures, or security of any other company having objects altogether or in part similar to those of this Company.
- (i) To borrow and raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, mortgages, charges, perpetual or otherwise, charged upon all or

any of the Company's property (both present and future), including its uncalled capital.

- (j) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments.
- (k) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company or to contract with any person, or firm, association or company to make payment of the same and to remunerate any person or company for services rendered in placing, or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company, in or about the formation or promotion of the Company or the conduct of its business.
- (l) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects, or otherwise expedient.
- (m) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (n) To give credit to or guarantee, or become security for the performance of any contract by any person, company or association which may seem desirable in the interests of the Company.
- (o) To support and/or subscribe to any charitable object, or any institution or public society, or club which may be of benefit to those employed by the Company, or connected with the place where the Company carries on business; to give pensions, gratuities or assistance to those who have served the Company, and their dependants, to make payments towards insurance, and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
- (p) To promote any other company for the purpose of acquiring the whole or any part of

the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.

- (q) To invest any of the monies of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine, but not in the purchase of or in lending on the security of the shares in the capital of the Company.
- (r) To procure the Company to be registered or recognised in any country or place abroad.
- (s) To appoint any person or persons, firm or firms, company or companies, agent or agents of the Company.
- (t) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other benefits, and to pay the premiums on such insurance.
- (u) To do all such acts or things as are incidental or conducive to the attainment of the above objects.

It is expressly declared that each Sub-Clause of this Clause shall be in no wise limited or restricted by reference to or inference from the terms of any other Sub-Clause and that each Sub-Clause shall be construed separately from the other Sub-Clauses.

Provided always that nothing herein contained shall empower the Company to carry on the business of life assurance, accident assurance, fire assurance, employers' liability assurance, industrial assurance, motor assurance, or any business of insurance or re-insurance within the meaning of the Assurance Companies Act 1909, or any Act amending, extending or re-enacting the same.

It is hereby declared that the word "Company" in this Clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £3,000 divided into 3,000 shares of £1 each with power to increase and divide the shares into several classes and attach thereto any preferential, or special rights, privileges or conditions in accordance with the regulations of the Company.

WE, the 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.

| FULL NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS. | Number of Shares taken by each Subscriber. |
|---|--|
| <p><i>Tena Copkins</i> <i>144. Westmount Rd</i> <i>Ettham S.E.4.</i> <i>Married Woman</i></p> | <p><i>One.</i></p> |
| <p><i>Abraham Tobias Invalds</i> <i>4. Wentworth St</i> <i>London E.1.</i> <i>Furrier.</i></p> | <p><i>one</i></p> |

DATED this *ninth* day of *January* 194*4*.

WITNESS to the above Signatures :-

J. Broadie,
15 Commercial Street,
Gravel Lane,
E. C. 3

365164



4
THE COMPANIES ACT, 1929.

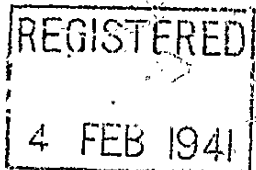


COMPANY LIMITED BY SHARES.

Articles of Association

OF

A. T. INWALD LIMITED

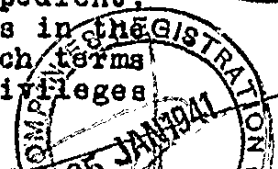


1. The Regulations in Table 'A' in the First Schedule to the Companies Act 1929 shall apply to this Company save where they are hereinafter excluded or varied.

2. The Company is a Private Company within the meaning of the Companies Act 1929 and accordingly

- (a) The number of Members of the Company shall not exceed fifty. This shall not take into account those who are in the employment of the Company and those who having been Members while in the employment of the Company have continued after the determination of their employment to be members of the Company.
- (b) The right to transfer shares of the Company is restricted. In addition to the provision of Article 19 of Table 'A' the Directors shall have absolute discretion as to whether they will register any transfer of the shares of the Company. In the event of a refusal they shall not be obliged to assign any reason.
- (c) No shares or debentures of the Company shall be offered to the public for subscription.

3. The Directors may with the sanction of the members of the Company from time to time increase the capital of the Company by the creation of new shares of such amount as they may deem expedient, and may issue the same, including the shares in the original capital, at such times and upon such terms and conditions and with such rights and privileges



or restrictions attached thereto as they may determine. Such shares may be issued with a preferential, deferred or qualified right to dividends and to share in a distribution of the assets of the Company and with or without any special right or rights of voting.

4. The Directors may dispose of the shares in the Company to such persons and for such consideration as they may determine, but, except as provided by the statutes no shares shall be issued at a discount.

5. The Company is empowered to pay a commission to any person or Company in consideration of his or their subscribing or obtaining subscriptions for any shares in the Company, such commission not to exceed 10% of the price at which shares are issued, either in cash or shares of the Company, which may be issued and credited as partly or fully paid.

6. A meeting may with the consent of all members be convened by a shorter notice than that required by Clause 42 of Table 'A' and in such manner as the Members may think fit.

7. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Except as otherwise provided by the regulations of the Company, two members personally present shall form a quorum.

8. On a show of hands every member present in person shall have one vote. On a poll every member shall have one vote for each share of which he is the holder.

9. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than five, and the Directors shall be nominated by the Subscribers to the Memorandum and Articles of Association hereof.

10. Any Managing Director or Manager may from time to time be vested by the Board with all or any of the powers of the Directors (except the power to make calls, borrow money, issue debentures or forfeit shares) as such Board may think fit.

11. The remuneration of each Director shall be from time to time decided by the Company in General Meeting. A Director shall be entitled to recover all reasonable travelling and hotel expenses incurred in respect of the Company's business.

12. The qualification of a Director shall be the holding of at least One share in the capital of

the Company. Except as provided by Section 152 of the Companies Act 1929. A Director and/or Official, Manager or Auditor of the Company shall be indemnified out of the funds of the Company against all costs, charges and liabilities incurred by him in the execution of his duties or in relation thereto.

13. Any Director being or residing abroad may, in writing, appoint some other person to be his alternative or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor.

14. The Directors may borrow or raise for the purposes of the Company's business such sum or sums of money as they think fit, and may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled or unissued Capital, or by the issue, at such price as they may think fit, of Bonds or Debentures, either charged upon the whole or any part of the property and assets of the Company or not so charged, or in any other way the Directors may deem expedient. Clause 69 of Table 'A' shall not apply.

15. A Resolution in writing signed by all the Directors shall be as effective as a Resolution passed at a meeting duly convened and constituted.

16. Subject to the provisions of Section 152 of the Act the Company may indemnify any Director, Manager, Officer or Auditor of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 372 of the Act in which relief is granted to him by the Court.

17. If the Company shall be wound up, whether voluntarily or otherwise, the liquidator may, with the sanction of a special resolution, divide among the contributaries, in kind or specie all or any part of the assets of the Company and may with like sanction vest any part of the assets in trust for the benefit of the contributaries. Provided always that no contributory shall be compelled to accept any shares whereon there is any liability.

FULL NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Tence Coplans
 144. Westmount Rd
 Kitter S.E.A.
 Married woman.

Abraham Tobias Mwale

J. Wentworth St.

Linda E.I.

Furrier.

DATED this ninth day of June 1940.

WITNESS to the above signatures:-

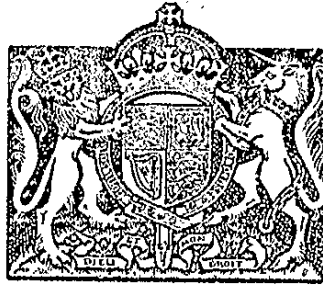
J. Broad,
 15 Commerce House,
 Guelph Kan

E.C.B

Solicitor

DUPLICATE FOR THE FILE.

No.
365164



Certificate of Incorporation

I Hereby Certify,

That

A. T. INVALD LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at ~~London~~ ^{Mandano} this fourth day of February One Thousand Nine Hundred and ~~forty-one~~ ^{one}.

J. W. Rouchie

Assistant Registrar of Companies.

Certificate
received by

Regd Post

Date 4/2/41

ap 10.8

365/64 10.

121 EYRE COURT,
FINCHLEY ROAD,
N. W. 8.

90340

April 23rd 1941.

To the Directors of
A. T. HOWALD LIMITED.



Gentlemen,

I shall be obliged if you will kindly allot to the below mentioned individuals as my nominees, the shares appearing opposite their respective names, credited as fully paid up, in part satisfaction of the shares to which I am entitled under the agreement dated March 31st 1941 made between the above Company and myself.

TEMA COPLANS

50 Ordinary Shares

CYNTHIA LASK

50 Ordinary Shares.

Yours faithfully,



*James Howald & Co.
26 St. Andrew*

London W.C. 2.



2272

10/10

365164 / 11

IN THE HIGH COURT OF JUSTICE.

No. 00263 of 1942

CHANCERY DIVISION

JUSTICE
MR. UTHWATT & (AT CHAMBERS)
MR. REGISTRAR STIEBEL



Stamp
10/-

FRIDAY the 9th day of October 1942

IN THE MATTER OF; A. T. INWALD LIMITED
and
IN THE MATTER OF:- THE COMPANIES ACT 1929.

REGISTERED
28 OCT 1942

UPON THE APPLICATION by Originating Summons dated the 23rd day of September 1942 of the above named Company A. T. Inwald Limited whose registered office is situate at 7 Wentworth Street, London, E.C.1. and

UPON HEARING on the 6th day of October 1942 the SOLICITORS for the Applicant

AND UPON READING the said Originating Summons and the Affidavit of ABRAHAM TOBIAS INWALD filed the 29th day of September 1942, the Affidavit of JEAN BLITZ filed the 6th day of October 1942, the two several affidavits of TEMA OCOPLANS filed respectively the 6th October 1942 and this day and the exhibit in the last mentioned affidavit referred to (such exhibit being a copy of the agreement herein ^{after} referred to).

AND the Court being satisfied that the omission to deliver to the Registrar of Companies for registration pursuant to Section 42 of the above mentioned Act the Agreement hereinafter mentioned together with the prescribed particulars thereof was due to inadvertence and that it is just and equitable to grant relief ^{such} DOTH pursuant to Section 42 of the said Act Order that the time for delivering to the Registrar of

Companies for registration the agreement dated the

10/10

For the purpose of the agreement dated the 28th October 1942 P. 287 - A-288

31st day of March 1941 made between the said ABRAHAM TOBIAS INWALD of the one part and the said Company of the other part whereby ABRAHAM TOBIAS INWALD agreed to sell to the said Company, for the sum of £3000 (such sum to be satisfied by the allotment to the said ABRAHAM TOBIAS INWALD of 3000 shares of the said Company) the goodwill, plant machinery stock-in-trade chattels and effects connected with the business carried on by the said ABRAHAM TOBIAS INWALD at 7 Wentworth Street London, ^{E.I.} together with the prescribed particulars thereof be and same is hereby extended to the 23rd day of October 1942.

AND It Is Ordered that the Applicant do deliver an office copy of this Order to the Registrar of Companies.

AND this Order is without prejudice to the rights of any party acquired prior to the time when the said Agreement shall be actually registered.

Arthur Stebel

Registrar.



No. 00263 of 1942

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION

MR. JUSTICE UTHWATT (at Chambers)

MR. REGISTRAR STIEBEL

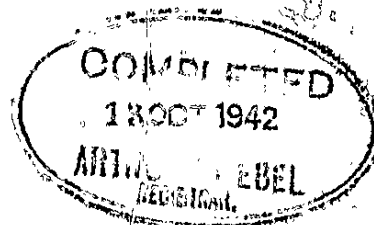
IN THE MATTER OF A. T. INVALD LTD

and

IN THE MATTER OF THE COMPANIES ACT
1929

O R D E R

extending time for Registration
of particulars of agreement.



JAMES BRODIE & CO.,
Danes Inn House,
265 Strand,
W. C. 2.

RESOLUTIONS

of

A. T. INWALD LIMITED

Passed the 2nd day of October 1991

At an Extraordinary General Meeting of the Company duly convened and held at:

49 MINSTER COURT, HILLCREST ROAD, EALING, LONDON W5

the following Resolutions were unanimously passed as ELECTIVE and ORDINARY RESOLUTIONS of the Company, viz:

ELECTIVE RESOLUTIONS

1. That pursuant to Section 366A of the Companies Act 1985 the Company hereby elects to dispense with the holding of Annual General Meetings in 1991 and in subsequent years until this election is revoked.
2. That pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligation to appoint Auditors annually.
3. That pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting.
4. That pursuant to Sections 369(4) and 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent therein there were substituted references to 90 per cent.
5. That the Company elects that the provisions of Section 80A of the Companies Act 1985 apply instead of the provisions of Section 80(4) and 80(5) in relation to the giving or renewal after the said election of authority to allot shares.

\continued



ORDINARY RESOLUTION

That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. The authority hereby given shall be for an indefinite period.



Chairman

