

406297

No. of Company.....~~406293~~

THE COMPANIES ACT, 1929.



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

ST. JAMES' TILE CO.

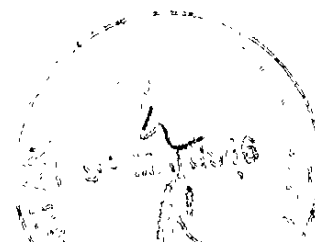
Limited.

Presented by

W.R. Kingston, F.C.A.

12, Eccleston Street,

London, S.W.1.



ofMarland.....

.....New Park Road,.....

.....Newgate Street, Hertford.....

Do solemnly and sincerely declare that I am (a).....a person.....

named in the Articles of Association as Director.....

.....22.....

.....

.....

ofSt. James' Tile 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 Hertford in the

County of Hertford

the 26th day of February

one thousand nine hundred and forty-six

before me.

Frank M. Merson

(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.

John Lewis Carter

This margin is reserved for binding, and should not be written across

406291

2

RECEIVED

15th Jan 1946

No. of Company ~~406293~~

Form No. 25

THE STAMP ACT, 1891.
(54 & 55 VIC., CH. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

ST. JAMES' TILT CO.

LIMITED.

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act, 1899,
by Section 39 of the Finance Act, 1920, and by Section 41 of the Finance Act 1933.

*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 for registration by

W.R. Kingston, F.C.A.,

12, Eccleston Street, S.W.1.

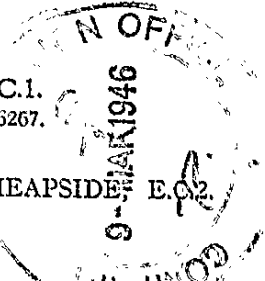
CHAS. DAVY & CO., LTD.,
Company Printers and Stationers.

Executive Offices & Works:

3-11, PINE STREET, ROSEBERY AVENUE, LONDON, E.C.1.
Telephone: TERMINUS 6267. Telegrams: DAVY TERMINUS 6267.

Showrooms:

11, MASONS AVENUE, BASINGHALL ST., E.C.2. | 3, MILK STREET, CHEAPSIDE, E.C.2.
AND 133, THE BROADWAY, MILL HILL, N.W.7.



THE NOMINAL CAPITAL

OF

ST. JAMES' TILE CO.

Limited,

is £ 3,000, divided into 3,000

Shares of £1. each.

*Signature

Officer

Dated the twentieth day of February 1946.

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

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

406291

3.



The Companies Act, 1929.



COMPANY LIMITED BY SHARES.

10/11/1940

Memorandum of Association

OF

ST. JAMES' TILE CO. LIMITED

1. The name of the Company is ST. JAMES' TILE CO. 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 manufacturers and importers of, and dealers in, tiles, glazed and unglazed, and flooring materials of all kinds. To carry on business as flooring and partition contractors and specialists, and as builders, contractors, bricklayers, stone masons, house breakers, pointing contractors, shop front fitters, pavement light makers, painters, plasterers, decorators, sanitary engineers, plumbers, joiners, carpenters, undertakers, engineers, electricians, monumental masons, lime and cement merchants, steeplejacks, lightning conductor erectors and maintainers, garage proprietors, carriers.
 - (B) To undertake the erection, construction, decoration, repair, cleansing and finishing of buildings, erections, constructions and works of all kinds. To manufacture, buy, sell and otherwise deal in glass, pottery, earthenware, bricks, stone, pipes, slates, tiles, concrete, lime, cement, plaster, timber, steel, iron, metals and alloys generally, paints, enamels, polishes, lacquers, colours, distempers, papers, timber and builders' and decorators' requisites of every description; and of and in cables, ropes, wires, electrical fittings and wireless transmitters and receivers, apparatus and fittings.
 - (C) To carry on any other trade or business, whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.

1946

17/3

- (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, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trademarks or 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 any other company, whether fully paid or otherwise.
- (F) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital, or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (G) To enter into partnership, or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise, with any person or company, carrying on business within the objects of this Company.
- (H) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.
- (I) To construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.

- (j) 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), and undertaking, including its uncalled capital.
- (k) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments.
- (l) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company, and to pay commissions to and 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 or in or about the formation or promotion of the Company or the conduct of its business.
- (m) 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.
- (n) 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.
- (o) 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.
- (p) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (q) To procure the Company to be registered or recognised in any country or place abroad.
- (r) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.


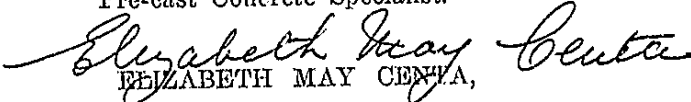
- (s) To give credit to or guarantee, or become security for or for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company.
- (t) To insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company interests, goodwill, or influence or other assets, and to pay the premiums on such insurance.
- (u) To promote, contribute to, or assist financially or otherwise any fund for the benefit, wholly or partly, of employees or ex-employees of the Company, or their relatives, children, or dependants, or any other charitable purpose, and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees.
- (v) To do all or any of the above things in any part of the world, and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (w) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

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.

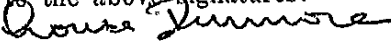
5. The Share Capital of the Company is £3,000 divided into 3,000 Shares of £1 each with power to increase the capital and to consolidate and sub-divide the same. The Shares in the original or any increased capital may be divided into several classes, or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

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. (In words)
 PETER LEWIS CENTA, Marland, New Park Road, Newgate Street, Hertford.	ONE.
Pre-cast Concrete Specialist.  ELIZABETH MAY CENTA, Marland, New Park Road, Newgate Street, Hertford.	ONE.
Married Woman.	

Dated this 1st day of December, 1945.

Witness to the above signatures:—


 LOUISE DUNMORE,

62, Roll Gardens,

Ilford.

Secretary.



406297

H

REGISTERED

19 MAR 1946

The Companies Act, 1929.

107-

COMPANY LIMITED BY SHARES.

Articles of Association

OF

ST. JAMES' TILE CO. LIMITED

1. Subject as hereinafter provided, the Regulations contained in Table 'A' in the First Schedule to the Companies Act, 1929, shall apply to this Company.

2. Clauses 7, 64, 65, 66, 69, 71, 72, 82, 101 and 104 of Table 'A' shall not apply to the Company but the remaining clauses of Table 'A' subject to the modifications hereinafter expressed, and the clauses hereinafter contained, shall be the Regulations of the Company.

3. The Company is registered as a "Private Company," and accordingly—

(A) The right to transfer the shares of the Company is restricted in manner hereinafter appearing; and

(B) The number of the Members of the Company (not including persons who are in the employment of the Company and 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) is limited to fifty; and

(C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

9 MAR 1946

SHARES.

4. In clause 2 of Table 'A' the words "Ordinary Resolution" shall be substituted for the words "Special Resolution."

5. The Company (or the Directors on behalf of the Company) may exercise the powers of paying commission conferred by the Companies Act 1929 section 43, provided that the amount or rate per cent. of the commission paid or agreed to be paid shall be disclosed in the manner required by that section, and shall not exceed five per cent. of the price at which such shares are issued, or an amount equivalent thereto. The Company (or the Directors on behalf of the Company) may also, on the issue of shares, pay such brokerage as may be lawful.

6. The Company shall be entitled to treat the registered holder of any share as the absolute owner, and it shall not be bound to recognise any trust, charge, equity or equitable claim to, or partial interest in such share whether or not it shall have express or other notice thereof.

LIEN.

7. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such share.

TRANSFER OF SHARES.

8. Any member (hereinafter called the Vendor) who wishes to transfer any of his shares shall by writing under his hand, notify the Board of Directors of his intention. The Board and the Vendor shall within a period of one calendar month of the date of such notice, proceed to fix the price of such shares, and in case of difference, the price shall be fixed by the Auditor of the Company, by writing under his hand. The price so fixed by the Auditor shall be conclusive and binding on the Vendor.

9. The Board shall, within a period of 14 days after the fixing of the price of the said shares, notify by letter all the members, of the number of the shares to be sold and the price, and shall invite each member to state in writing within 14 days of the date of the said letter the number of shares he is willing to purchase.

10. After the expiration of 14 days from the date of the notice given by the Board to the members, the Board shall proceed to divide the Vendor's said shares amongst the members who are willing to purchase,

such division to be pro rata according to the number of shares already held by them respectively, except that no member shall be bound to accept more shares than the number notified by him to the Board as aforesaid.

11. Upon such division being made the Vendor shall be bound to transfer the said shares to the purchasers upon payment of the price. If he fails to do so the Board shall be entitled to enter the names of the Purchasers in the Register of Members as holders of the said shares, by transfer, and the Board shall receive and give a good discharge for the purchase money, and shall credit the account of the Vendor with the money so received.

12. In the case of all the said shares not being sold under the above provisions, the Vendor shall be entitled, subject to the next succeeding article, at any time within six calendar months after the expiration of the notice given by the Vendor to the Board of his intention to sell, to transfer the shares not sold to any person at any price.

13. In clause 19 of Table 'A', between the words "the Directors may" and the word "decline" the words "in their absolute discretion and without assigning any reason therefor" shall be inserted, and in the same clause the words "not being fully paid shares" shall be omitted.

GENERAL MEETING.

14. The words "one member" shall be substituted for "two members" in Clauses 39 and 41 of Table 'A'.

15. Two members shall constitute a quorum, and clause 45 of Table 'A' shall be modified accordingly.

16. A poll may be demanded by two members or the holder of not less than one tenth of the shares of the Company for the time being issued and entitled to vote, and clause 50 of Table 'A' shall be modified accordingly.

17. In clause 59 of Table 'A' the words "A proxy need not be a member of the Company" shall be deleted and the following words shall be substituted in their place:—"No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the Meeting at which he acts as proxy, or he is appointed to act at that Meeting as proxy for or representative of a Corporation, but a proxy for or representative of a Corporation, unless entitled on his own behalf to be present and vote at the Meeting, shall not act except for the Corporation which appoints him."

DIRECTORS.

18. The number of the Directors shall be not less than two nor more than five. Two Directors personally present shall constitute a quorum. The Company in general meeting may reduce or increase these limits.

19. The qualification of a Director shall be the holding of shares in the Company of the nominal value of £1. A Director may act before he acquires his qualification shares.

20. A resolution in writing signed by all the Directors shall have the same effect and validity as if it were passed at a meeting of the Board duly convened and constituted.

21. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be repaid all travelling, hotel and other expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

22. The first Directors shall be Peter Lewis Centa and Elizabeth May Centa. The said Peter Lewis Centa shall be a permanent Director of the Company and shall be entitled to hold office so long as he shall live unless he shall become disqualified through any of the causes specified in clause 25 hereof and Articles 73 to 77, and Article 80 of Table 'A' shall not apply to him.

BORROWING POWERS.

23. Until the Company in General Meeting shall otherwise resolve the Directors may issue debentures bonds or obligations of the Company at any time and in any form or manner and for any amount, and may raise or borrow any sums of money either upon mortgage or charge of any property of the Company including its uncalled capital, or on bonds or debentures or otherwise as they may think fit, and they may cause or permit any such mortgages, charges, bonds, debentures or obligations to be redeemed or transferred as they may think fit.

SEAL.

24. The Directors may affix the Common Seal to any document provided that such document be also signed by two Directors, or by one Director and the Secretary, or such other person as the Directors may appoint for the purpose.

DISQUALIFICATION OF DIRECTORS.

25 The office of Director shall be vacated if the Director—

- (A) Resign his office by notice in writing to the Company; or
- (B) Becomes bankrupt or insolvent, or compounds with his creditors; or
- (C) Is found lunatic or becomes of unsound mind; or
- (D) Ceases to hold his qualification, or does not obtain the same within two calendar months from the date of his appointment; or
- (E) If he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929 section 217 or section 275.

26. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest therein in manner required by section 149 of the Companies Act 1929. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

NOTICES.

27. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and clause 103 of Table 'A' shall be modified accordingly.

28. A Member who has no registered address in the United Kingdom and 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 notices from the Company.

INDEMNITY.

29. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 152 of the Companies Act 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said Section.

ALTERNATE DIRECTORS.

30. A Director who is abroad or about to go abroad may appoint any person to be an alternate Director during his absence abroad, and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, but he shall not require any qualification, and he shall *ipso facto* vacate office if and when the appointor returns to the United Kingdom, or vacates office as a Director, or removes the appointee from office, and any appointment and removal under this clause shall be effected by notice in writing under the hand of the Director making the same.

WINDING UP.

31. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Peter Lewis Centa
PETER LEWIS CENTA,

Marland,

New Park Road,

Newgate Street,

Hertford.

Pre-cast Concrete Specialist.

Elizabeth May Centa
ELIZABETH MAY CENTA,

Marland,

New Park Road,

Newgate Street,

Hertford.

Married Woman.

Dated this 1st day of December, 1945.

Witness to the above signatures:—

Louise Dunmore
LOUISE DUNMORE,

62, Roll Gardens,

Ilford.

Secretary.

DUPLICATE FOR THE FILE.

No. 406297



Certificate of Incorporation

I Hereby Certify, That

ST. JAMES' TILE CO. LIMITED

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

Given under my hand at London this Fifteenth day of March One Thousand Nine Hundred and Forty-six.

Registrar of Companies.

Certificate received by

Paul

Date.

15 MAR 1946

No. 406297.



THE COMPANIES ACT, 1948

Ordinary Resolution

(Pursuant to Sections 63 and 143(1))

OF

ST. JAMES' TILE CO. LTD.

Passed on the 30th day of April, 1956.



At a MEETING of the above named Company duly convened, and held on the 30th day of April, 1956, the following RESOLUTION was passed:—

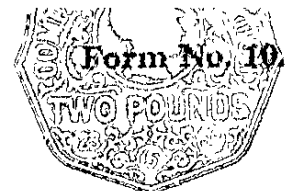
It was resolved that the Nominal Capital of the Company be increased by the addition of 12,000 Ordinary Shares of £1 each, beyond the registered Capital of £3,000, making a total of £15,000, and conferring similar existing rights.

Dated the 30th April, 1956.

[Signature]
Chairman.
[Signature]
16 MAY 1956

c776

Number of 406297
Company } 20



THE COMPANIES ACT 1948



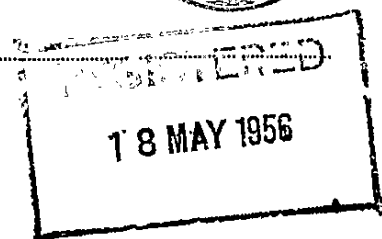
Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
name
of the
company

ST. JAMES' TILE COMPANY

LIMITED



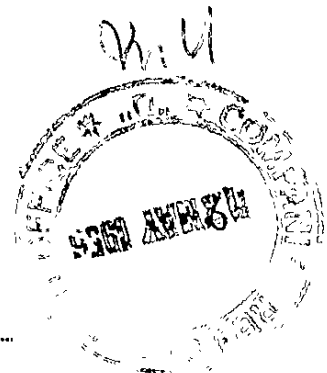
NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by

W. J. KINGSTON

12 ELLISTON STREET

LONDON S.W.1



The Solicitors' Law Stationery Society, Limited,
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

ST. JAMES' TILE COMPANY

Limited, hereby gives you notice, pursuant to

*"Ordinary," "Extraordinary," or "Special" Resolution of the Company dated the 30th day of April 1956

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ twelve thousand beyond the Registered Capital of £ three thousand

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
12,000	ORDINARY	ONE

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

will rank pari passu with the existing Shares

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

Signature

[Signature]

State whether Director or Secretary

DIRECTOR

Dated the 30th day of May 1956

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

Number of
Company

406297

21

Form No. 26a

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

ST. JAMES' TILE

COMPANY

LIMITED

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

18 MAY 1956

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

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

W. A. KINGSTON

12 ECCESTON STREET

LONDON. S.W.1

12 MAY 1956

The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

ST. JAMES' TILE

COMPANY

Limited

has by a Resolution of the Company dated

30th April 1956 been increased by

the addition thereto of the sum of £12,000,

divided into :—

12000 ORDINARY Shares of ONE each

/ Shares of / each

beyond the registered Capital of THREE THOUSAND

POUNDS

Signature

[Signature]

(State whether Director or Secretary) DIRECTOR

Dated the sixteenth day of May 1956.

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

No. 406297. /29



The Companies Act, 1948.

Ordinary Resolution

(Pursuant to Sections 63 and 143(1))

OF

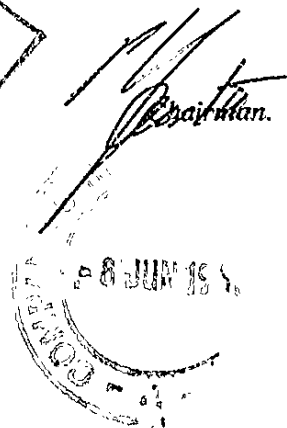
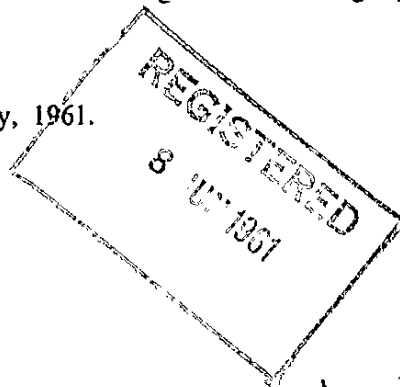
St. James' Tile Co. Limited

Passed on the 25th day of May, 1961.

At a MEETING of the above-named Company duly convened, and held on the 25th day of May, 1961, the following RESOLUTION was passed:—

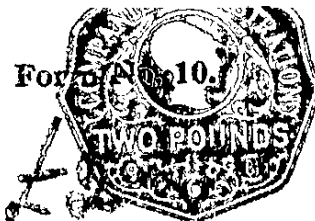
“It was resolved that the Nominal Capital of the Company be increased by the addition of 10,000 Ordinary Shares of £1 each, beyond the registered Capital of £15,000, making a total of £25,000, and conferring similar existing rights.”

Dated the 25th May, 1961.



c 539

Number of 406297/30
company



THE COMPANIES ACT 1948



Notice of Increase in Nominal Capital

Pursuant to section 63



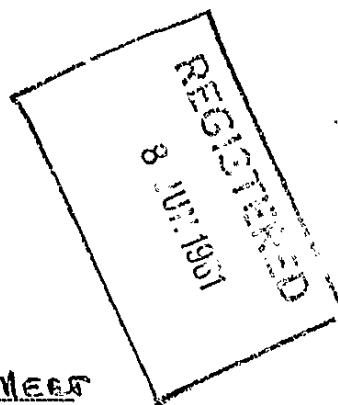
Insert the
Name
of the
company { ST. JAMES' TRINE
COMPANY

LIMITED

NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

Presented by

W. A. KINGSTON
12 ECCLESTON STREET
LONDON. S.W.1



The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

ST. JAMES' TINE

COMPANY

Limited, hereby gives you notice, pursuant to

Section 63 of the Companies Act, 1948, that by a * ORDINARY
Resolution of the Company dated the 25th day of MAY 1961

*"Ordinary",
"Extra-
ordinary", or
"Special".

the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 10,000 (Ten thousand) beyond the Registered Capital
of £ 15,000 (fifteen thousand)

The additional Capital is divided as follows:—

Number of Shares
10,000

Class of Share
ORDINARY

Nominal amount
of each Share
1 ONE

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

SIMILAR EXISTING RIGHTS.

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

Signature

B B Bannan

State whether Director
or Secretary

SECRETARY

Dated the

25th

day of

MAY

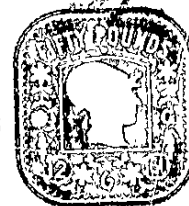
1961

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

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

ST JAMES' TIRE

COMPANY

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

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

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

Presented by

W. A. KINGSTON

12 ELLERSTON STREET

LONDON. E. W. 1



The Solicitors' Law Stationery Society. Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

ST. JAMES' TILE
CO. Limited

has by a Resolution of the Company dated
TWENTYFIFTH OF MAY 1961 been increased by
the addition thereto of the sum of £ 10,000,
divided into:—

10,000 ORDINARY Shares of ONE each

/ Shares of / each

beyond the registered Capital of fifteen
thousand pounds

Signature B. B. Bamron

(~~State whether Director or Secretary~~)

Dated the 25th day of May 1961

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

No. 406297

THE COMPANIES ACTS 1948 TO 1981

[COPY]

special resolution(s)

of ST. JAMES TILE COMPANY

Limited

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at Sopers Road, Cuffley

on the 23RD

day of MAY

1983

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

That the Memorandum of Association of the Company be amended by:

- (i) The deletion of sub clause 3(u) and the substitution therefor of the following Object:

To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company and to the wives, widows children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants.

- (ii) By inserting the following sub paragraph at the termination of the existing clause 3 of the Objects:

It is hereby expressly declared that the Objects set forth in any sub-clause of this clause shall not except where the context so requires, be limited or restricted by reference to or inference from any other sub clause, and none of such sub clauses shall be deemed to be subsidiary merely to the first or any other sub clause, but the objects specified in each sub clause shall, except where the context otherwise requires, be deemed to be the main objects of the Company.

CHAIRMAN

THE COMPANIES ACTS 1948 TO 1976

(COPY)

resolution

pursuant to section 141 of the Companies Act 1948

ofST. JAMES TILE COMPANY.....

Passed the23RD..... day ofMAY..... Limited 1981....

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held atSOPERS ROAD, CUFFLEY.....

on the23RD..... day ofMAY..... 1981....

the following Resolutions were duly passed

ORDINARY RESOLUTION

Increase in Authorised Capital

That the authorised share capital of the Company be hereby increased by the creation of 10,000 Cumulative Convertible Participating Preferred Ordinary Shares of £1 each and 5,000 Ordinary Shares of £1 each having attached the rights set out in the Articles of Association of the Company as proposed to be amended by the Special Resolutions set out below.

SPECIAL RESOLUTIONS

1. (a) That the directors are unconditionally authorised for the purposes of section 14 of the Companies Act 1980 to allot and dispose of or grant options over the company's shares to such persons, on such terms and in such manner as they think fit, up to the amount of £15,000 at any time during the period of five years from the date hereof;
- (b) That by virtue of Section 18(1) of the Companies Act 1980, sections 17(1), (6) and (7) of that Act shall not apply to the issue of the Cumulative Convertible Participating Preferred Ordinary Shares of £1 each to FFI (UK Finance) public limited company ("UKF") nor to the issue of 5,000 Ordinary Shares of £1 each to P.F. Winters;
- (c) That the grant of an option to FFI (UK Finance) public limited company ("UKF") to subscribe for 9,998 Cumulative Convertible Participating Preferred Ordinary Shares of £1 each in the Company representing 25% of the issued equity share capital of the Company after such subscription on the terms set out in an Agreement to be entered into between the Company and UKF (a draft of which has been produced to this meeting) be and is hereby approved;
- (d) That the subscription by UKF for 2 Cumulative Convertible Participating Preferred Ordinary Shares of £1 each in the Company on the terms set out in an Agreement to be entered into between the Company and UKF (a draft of which has been produced to this meeting) be and is hereby approved;



- (e) that the subscription by P. F. Winters for 5,000 Ordinary Shares of £1 each in the capital of the Company be and is hereby approved.
2. That the 6,500 Ordinary Shares of £1 each numbered to and registered in the name of A.R. Centa be and are hereby converted into 6,500 Non-Voting Ordinary Shares of £1 each ranking pari passu in all respects other than with regard to voting with the Ordinary Shares of £1 each.
3. That the transfers listed below be and are hereby approved and that the Secretary be requested to make the necessary entries in the register of numbers

<u>Transferor</u>	<u>Transferee</u>	<u>No. of Shares</u>
P. L. Centa	<i>Andrew Pitt</i> A. Centa	2,000
P. L. Centa	<i>Richard Pitt</i> A. Centa	2,000
E. P. Centa	<i>Andrew Pitt</i> A. Centa	3,001

4. That Regulations 4, 62 and 79 of the Regulations contained in Part I of Table A in the First Schedule of the Companies Act 1948 shall not apply to the Company.
5. That the Articles of Association of the Company be hereby amended as follows:-
- I By redesignating existing Articles 4, 5, and 6 as Articles 4(A), 4(B) and 4(C) and inserting the following new Articles 5(A), 5(B) and 6.

Share Capital

'5(A) The Share Capital of the Company at the date of the adoption of this Article is £40,000 divided into 10,000 Cumulative Convertible Participating Preferred Ordinary Shares (in these Articles referred to as 'Preferred Ordinary Shares') of £1 each, 6,500 Non-Voting Ordinary Shares of £1 each and 23,500 Ordinary Shares of £1 each.

The rights attaching to the respective classes of shares shall be as follows:-

- (i) Income.
The profits which the Company determines to distribute in respect of any financial year shall be applied:-
- (a) First in paying to the Preferred Ordinary Shareholders as a class in respect of each financial year of the Company a cumulative preferential dividend (hereinafter in these Articles referred to as 'the Participating Dividend') of a sum equal to 5% of the net profit (calculated as hereinafter provided) of the Company and its subsidiaries for the relative financial year the Participating Dividend (if any) shall be payable not more than 14 days after

the Annual General Meeting at which the Audited Accounts of the Company for the relative financial year are adopted. The Participating Dividend shall not be payable in any year in which only of the Preferred Ordinary Shares are in issue;

For the purpose of calculating the Participating Dividend the expression 'net profit' shall mean the net profit of the Company and its subsidiaries calculated on the historical cost accounting basis and shown in the Audited Consolidated Profit and Loss Account of the Company and its subsidiaries for the relative financial year (to the nearest £1):-

- (1) before any provision is made for any dividend on any share in the capital of the Company or any of its subsidiaries or for any other distribution or for the transfer of any sum to Reserve;
 - (2) before deducting any corporation tax (or any other tax levied upon or measured by profits or gains) on the profits earned and gains realised by the Company and its subsidiaries;
 - (3) after deducting a sum in respect of emoluments and pensions payable in respect of the relative financial year to the Directors of the Company or of any subsidiary in respect of their services rendered to the Company or any subsidiary not exceeding £50,000 in the aggregate.
- (b) Second in paying to the Ordinary and Non-Voting Ordinary Shareholders a dividend for such year on each share of an amount equal to the amount of dividend paid on each Preferred Ordinary Share;
- (c) Third in distributing the balance of the profits amongst the Preferred Ordinary, Ordinary and Non-Voting Ordinary Shareholders (pari passu as if the same constituted one class of share);

Every dividend shall be distributed to the appropriate Shareholders pro-rata according to the amounts paid up or credited as paid up on the Shares held by them respectively.

(ii) Capital.

On a return of assets on liquidation or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied first in paying to the Preferred Ordinary Shareholders the subscription price per share together with a sum equal to any arrears deficiency or accruals of the dividends on the Preferred Ordinary Shares calculated down to the date of the return of capital and payable irrespective of whether such dividend has been declared or earned or not; next in paying to the Ordinary & Non Voting Shareholders the subscription price per share; and the balance of such assets shall be distributed amongst the Preferred Ordinary Shareholders, Ordinary and Non-Voting

Ordinary Shareholders (pari passu as if the same constituted one class of share) in proportion to the amounts paid up or credited as paid up on the Preferred Ordinary Shares, Ordinary and Non-Voting Ordinary Shares held by them respectively.

(iii) Conversion.

The Preferred Ordinary Shareholders shall be entitled at any time to convert the whole of the Preferred Ordinary Shares into Ordinary Shares and the following provisions shall have effect:-

- (i) The conversion shall be effected by notice in writing signed by the holder or holders of the majority of the Preferred Ordinary Shares given to the Company or by an Ordinary Resolution passed at a separate meeting of the Preferred Ordinary Shareholders which meeting shall be convened by the Directors forthwith upon the request in writing of any holder of such shares;
- (ii) The conversion shall take effect immediately upon the date of delivery of such notice to the Company or (as the case may be) upon the date on which such resolution is passed;
- (iii) Forthwith thereafter the Ordinary Shareholders resulting from the conversion shall send to the Company the Certificates in respect of their respective holdings of Preferred Ordinary Shares and the Company shall issue to such holders respectively Certificates for the Ordinary Shares resulting from the conversion;
- (iv) The Ordinary Shares resulting from the conversion shall rank pari passu in all respects with the remaining Ordinary Shares in the capital of the Company.'

Class Rights

'5(B) Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one third in nominal amount of the

issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those Members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively Provided that, without prejudice to the generality of this Article, the special rights attached to the Preferred Ordinary Shares shall be deemed to be varied:-

- (i) by any alteration or increase or reduction of the authorised or issued capital of the Company or of any of its subsidiaries, or by any variation of the rights attached to any of the Shares for the time being in the capital of the Company or of any of its subsidiaries; or
- (ii) by the sale of the undertaking of the Company or of any of its subsidiaries or any substantial part thereof; or
- (iii) by any alteration of the restrictions on the powers of the Directors of the Company and its subsidiaries to borrow give guarantees or create charges; or
- (iv) by the application by way of capitalisation of any sum in or towards paying up any debenture or debenture stock of the Company; or
- (v) by the calling of a Meeting of the Company for the purpose of considering a resolution for the winding up of the Company;
- (vi) by the calling of a Meeting of the Company for the purpose of considering a Resolution to approve a contract by the Company to purchase any of its shares;
- (vii) by the calling of a meeting of the Company for the purpose of considering a Resolution for amending the Memorandum or Articles of Association of the Company.'

Further Issue of Shares

6. (i) Notwithstanding any other provisions of these Articles the Directors shall be bound to offer to any member of the FFI Group (as hereinafter defined) for the time being holding shares in the capital of the Company such a proportion of any shares forming part of the equity share capital of the Company which the Directors determine to issue as the aggregate nominal value of shares in the equity share capital of the Company for the time being held by such member of the FFI Group bears to the total issued equity share capital of the Company immediately prior to the issue of the shares. Any shares issued to a member of the FFI Group pursuant to such offer shall be issued upon such terms and conditions as to payment and otherwise as UKF shall agree and so that such shares shall at

the request of UKF be registered in the name or names of any one or more members of the FFI Group.

- (ii) For the purposes of these Articles of Association the expressions 'FFI' shall mean Finance For Industry public limited company, 'UKF' shall mean FFI (UK Finance) public limited company (a subsidiary of FFI) and 'a member of the FFI Group' shall mean FFI, UKF and any other subsidiary of FFI.'

- II By redesignating existing Article 13 as Article 13(A) and inserting the following new Articles 13(B) and 13(C)

Transfer of Shares

- '13(B) Notwithstanding any other provisions of these Articles a transfer of any shares in the Company held by any member of the FFI Group may be made between the member in the FFI Group holding such shares and any other member in the FFI Group without restriction as to price or otherwise.'

Limitation on Transfer of Control

- '13(C) No sale or transfer of any shares (hereinafter called 'the specified shares') conferring the right to vote at General Meetings of the Company which would result if made and registered in a person or persons who was or were not a Member or Members of the Company on the date this Article was adopted as an Article of Association of the Company obtaining a controlling interest in the Company shall be made or registered without the previous written consent of UKF unless, before the transfer is lodged for registration, the proposed transferee or transferees or his or their nominees has or have offered to purchase the whole of the shares registered in the name of any member of the FFI Group or their nominees at the specified price as hereinafter defined.

For the purpose of this Article the expression 'a controlling interest' shall mean shares conferring in the aggregate 50% or more of the total voting rights conferred by all the shares in the capital of the Company for the time being in issue and conferring the right to vote at all General Meetings. All other regulations of the Company relating to the transfer of shares and the right to registration of transfers shall be read subject to the provisions of this Article.

For the purpose of this Article:-

- (i) the expressions 'transfer', 'transferor' and 'transferee' shall include respectively the renunciation of a renounceable letter of allotment, the original allottee and the renounee under any such letter of allotment; and
- (ii) 'the specified price' shall mean a price per share at least equal to that offered or paid or payable by the

proposed transferee or transferees or his or their nominees for the specified shares to the holders thereof plus an amount equal to the relevant proportion of any other consideration (in cash or otherwise) received or receivable by the holders of the specified shares which having regard to the substance of the transaction as a whole can reasonably be regarded as an addition to the price paid or payable for the specified shares and in the event of disagreement the calculation of the specified price shall be referred to an umpire (acting as expert and not as arbitrator) nominated by the parties concerned (or, in the event of disagreement as to nomination, appointed by the President for the time being of the Institute of Chartered Accountants in England and Wales) whose decision shall be final and binding.'

III By redesignating existing Articles 14 and 15 as Articles 14(A) and 14(B) and inserting the following new Article 15
Voting

'15. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with the Articles, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a representative not being himself a Member, shall have one vote, and on a poll every Member who is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall (except as hereinafter provided) have one vote for every £1 in nominal amount of shares in the capital of the Company of which he is the holder PROVIDED THAT the holders of such number of the Preferred Ordinary Shares as shall be in issue from time to time shall be entitled to exercise 25% of the votes to be cast at any General Meeting of the Company and the Non-Voting Ordinary Shares shall entitle the holders thereof to receive notice of all general meetings but not to ~~attend~~ or vote thereat.'

IV By deleting existing Article 23 and substituting therefor the following new Article 23

Directors' Borrowing Powers

'23. Subject as hereinafter provided the Directors may exercise all the powers of the Company (whether express or implied):-

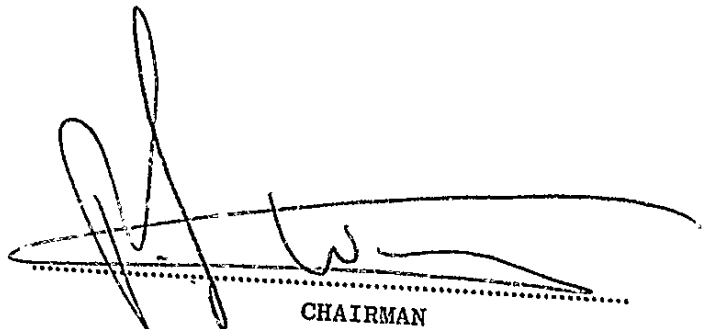
- (a) of borrowing or securing the payment of money;
- (b) of guaranteeing the payment of money and the fulfilment of obligations and the performance of contracts; and
- (c) of mortgaging or charging the property assets and uncalled capital of the Company and issuing debentures but so that:-

- (i) the Directors of the Company shall procure that the aggregate amounts for the time being remaining undischarged by virtue of any of the foregoing operations and by virtue of any like operations by any subsidiary of the Company (including any liability (whether ascertained or contingent) under any guarantee for the time being in force but excluding inter-company loans, mortgages and charges) shall not without the previous sanction of the Preferred Ordinary Shareholders exceed a sum which is the greater of £600,000 or one and a half times the aggregate of the nominal amount of the share capital of the Company for the time being issued and paid up or credited as paid up and the amounts for the time being standing to the credit of the capital and revenue reserves and the share premium account of the Company and all its subsidiaries (excluding any amounts arising from the writing up of the book values of any capital assets any amounts attributable to goodwill and minority interests and any amounts set aside for future taxation) all as shown by the then latest audited Consolidated Balance Sheet of the Company;
- (ii) no such sanction shall be required to the borrowing of any sum of money intended to be applied in the repayment (with or without premium) of any monies then already borrowed and outstanding, notwithstanding that the same may result in such limit being exceeded;
- (iii) no lender or other person dealing with the Company shall be concerned to see or enquire whether the limit imposed by this Article is observed and no debt or liability incurred in excess of such limit shall be invalid and no security given for the same shall be invalid or ineffectual except in the case of express notice to the lender or recipient of the security or person to whom the liability is incurred at the time when the debt or liability was incurred or the security given that the limit hereby imposed has been or was thereby exceeded;
- (iv) except with the previous sanction of the Preferred Ordinary Shareholders no mortgage or charge shall be created on any part of the undertaking property or assets of the Company or any subsidiary of the Company except for the purpose of securing monies borrowed from any member of the FFI Group with interest thereon and from Bankers with interest thereon and Bank charges.'

By inserting the following new Article 32

Special Director

- '32. Notwithstanding any limitation on the number of Directors imposed by the Articles of Association of the Company UKF shall be entitled to appoint as a Director of the Company any person (herein referred to as 'a Special Director') approved by the Directors of the Company (whose approval shall not be unreasonably withheld) and to remove from office any person so appointed and (subject to such approval) to appoint another person in his place. A Special Director shall not be required to hold any share qualification nor shall he be subject to retirement by rotation. The remuneration to be paid to a Special Director shall be payable by the Company and shall be such sum as may be agreed between him and the Company or failing agreement such reasonable sum as shall be fixed by UKF.'



CHAIRMAN

NOTES:

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



Printed & Supplied by: -
Jordan & Sons Limited Company Formation and Information Services Stationers and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

No. of Company 406297

181

The Companies Act 1929
and

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

ST. JAMES' TILE CO. LIMITED

(Incorporated the 15th day of March 1946)

Jordan & Sons Limited
Company Formation and Information Services
Printers and Publishers
PO Box 260, 15 Pembroke Road
Bristol BS99 7DX
Telephone 0272-732861 Telex 449119



THE COMPANIES ACT, 1929

and

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

ST. JAMES' TILE CO. LIMITED

(As altered by Special Resolution passed on the 25th day of May 1983)



1. The name of the Company is "ST. JAMES' TILE CO. 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 manufacturers and importers of, and dealers in, tiles, glazed and unglazed, and flooring materials of all kinds. To carry on business as flooring and partition contractors and specialists, and as builders, contractors, bricklayers, stone masons, house breakers, pointing contractors, shop front fitters, pavement light makers, painters, plasterers, decorators, sanitary engineers, plumbers, joiners, carpenters, undertakers, engineers, electricians, monumental masons, lime and cement merchants, steeplejacks, lightning conductor erectors and maintainers, garage proprietors, carriers.

(B) To undertake the erection, construction, decoration, repair, cleansing and finishing of buildings, erections, constructions and works of all kinds. To manufacture, buy, sell and otherwise deal in glass, pottery, earthenware, bricks, stone, pipes, slates, tiles, concrete, lime, cement, plaster, timber, steel, iron, metals and alloys generally, paints, enamels, polishes, lacquers, colours, distempers, papers, timber and builders' and decorators' requisites of every description; and of and in cables, ropes, wires, electrical fittings and wireless transmitters and receivers, apparatus and fittings.

(C) To carry on any other trade or business whether subsidiary or not, which can in the opinion of the Company be carried on advantageously in connection with any of the trades or businesses aforesaid, or which in the opinion of the Company will enhance the value of any of the Company's property.



(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, purchase or otherwise acquire, take on lease or hire lands, houses, buildings, easements, properties, chattels, rights, secret processes, inventions, patents, copyrights, designs and trademarks or 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 any other company, whether fully paid or otherwise.

(F) To form, promote, subsidise and assist companies syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital, or securities, or obligations of any such companies, syndicates or partnerships, and to pay or provide for brokerage commission and underwriting in respect of any such issue.

(G) To enter into partnership, or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions, or otherwise with any person or company, carrying on business within the objects of this Company.

(H) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company, and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company.

(I) To construct, erect, maintain, alter, replace or remove, any buildings, works, offices, erections, plant, machinery, tools, or equipment, as may seem desirable for any of the business or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.

(J) 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, or charges, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and undertaking, including its uncalled capital.

(K) To make, draw, accept, indorse and negotiate bills of exchange or other negotiable instruments.

(L) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company, and to pay commissions to and 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.

(M) 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.

(N) 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.

(O) 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.

(P) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, debentures or debenture stock, or other securities, or obligations of any company, and to invest or lend any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.

(Q) To procure the Company to be registered or recognised in any country or place abroad.

(R) To appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company, and to act as agents, managers, secretaries, contractors or in similar capacity.

(S) To give credit to or guarantee, or become security for or for the performance of any contract by any person, firm, Company, association or society which may be desirable in the interests 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 assets, and to pay the premiums on such insurance.

(U) To support and subscribe to any charitable or public object, and any institution, society or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company and to the wives, widows children, and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and of their wives, widows, children and other relatives and dependants.

(V) To do all or any of the above things in any part of the world, and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.

(W) To do all such acts or things as are incidental or conducive to the attainment of the above objects, or any of them.

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.

It is hereby expressly declared that the objects set forth in any sub-clause of this clause shall not except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires, be deemed to be the main objects of the Company.

4. The liability of the members is limited. ✓

5. *The Share Capital of the Company is £40,000 divided into 40,000 Shares of £1 each with power to increase the capital and to consolidate and sub-divide the same. The Shares in the original or any increased capital may be divided into several classes, or there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

* ✓ The Share Capital of the Company was increased from £3,000 to £40,000 by Resolutions passed on the 30th day of April 1956, the 25th day of May 1961 and the 23rd day of May 1983.

THE COMPANIES ACT, 1929

and

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ST. JAMES' TILES CO. LIMITED

(As altered by Special Resolution passed on the 23rd day of May 1983)

1. Subject as hereinafter provided, the Regulations contained in Table "A" in the First Schedule to the Companies Act, 1929, shall apply to this Company.

2. Clauses 7, 64, 65, 66, 69, 71, 72, 82, 101 and 104 of Table "A" shall not apply to the Company for the remaining clauses of Table "A" subject to the modifications hereinafter expressed, and the clauses hereinafter contained, shall be the Regulations of the Company.

3. The Company is registered as a "Private Company," and accordingly:-

(A) the right to transfer the shares of the Company is restricted in manner hereinafter appearing; and

(B) the number of the members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment and have contained after the determination of such employment to be members of the Company) is limited to fifty; and

(C) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES

4. (A) In clause 2 of Table "A" the words "Ordinary Resolution" shall be substituted for the words "Special Resolution."

(B) The Company (or the Directors on behalf of the Company) may exercise the powers of paying commission conferred by the

Companies Act 1929 section 43, provided that the amount or rate per cent. of the commission paid or agreed to be paid shall be disclosed in the manner required by that section, and shall not exceed five per cent. of the price at which such shares are issued, or an amount equivalent thereto. The Company (or the Directors on behalf of the Company) may also, on the issue of shares, pay such brokerage as may be lawful.

(C) The Company shall be entitled to treat the registered holder of any share as the absolute owner, and it shall not be bound to recognise any trust, charge, equity or equitable claim to, or partial interest in such share whether or not it shall have express or other notice thereof.

SHARE CAPITAL

5. (A) The Share Capital of the Company at the date of the adoption of this Article is £40,000 divided into 10,000 Cumulative Convertible Participating Preferred Ordinary Shares (in these Articles referred to as 'Preferred Ordinary Shares') of £1 each, 6,500 Non-Voting Ordinary Shares of £1 each and 23,500 Ordinary Shares of £1 each.

The rights attaching to the respective classes of shares shall be as follows:-

(i) Income.

The profits which the Company determines to distribute in respect of any financial year shall be applied:-

(a) First in paying to the Preferred Ordinary Shareholders as a class in respect of each financial year of the Company a cumulative preferential dividend (hereinafter in these Articles referred to as 'the Participating Dividend') of a sum equal to 5% of the net profit (calculated as hereinafter provided) of the Company and its subsidiaries for the relative financial year the Participating Dividend (if any) shall be payable not more than 14 days after the Annual General Meeting at which the Audited Accounts of the Company for the relative financial year are adopted. The Participating Dividend shall not be payable in any year in which only of the Preferred Ordinary Shares are in issue.

For the purpose of calculating the Participating Dividend the expression 'net profit' shall mean the net profit of the Company and its subsidiaries calculated on the historical cost accounting basis and shown in the Audited Consolidated Profit and Loss Account of the Company and its subsidiaries for the relative financial year (to the nearest £1):-

(1) before any provision is made for any dividend on any share in the capital of the Company or any of its subsidiaries or for any other distribution or for the transfer of any sum to Reserve;

(2) before deducting any corporation tax (or any other tax levied upon or measured by profits or gains) on the profits earned and gains realised by the Company and its subsidiaries;

(3) after deducting a sum in respect of emoluments and pensions payable in respect of the relative financial year to the Directors of the Company or of any subsidiary in respect of their services rendered to the Company or any subsidiary not exceeding £50,000 in the aggregate.

(b) Second in paying to the Ordinary and Non-Voting Ordinary Shareholders a dividend for such year on each share of an amount equal to the amount of dividend paid on each Preferred Ordinary Share.

(c) Third in distributing the balance of the profits amongst the Preferred Ordinary, Ordinary and Non-Voting Ordinary Shareholders (pari passu as if the same constituted one class of share).

Every dividend shall be distributed to the appropriate shareholders pro-rata according to the amounts paid up or credited as paid up on the shares held by them respectively.

(ii) Capital.

On a return of assets on liquidation or otherwise, the assets of the Company remaining after the payment of its liabilities shall be applied first in paying to the Preferred Ordinary Shareholders the subscription price per share together with a sum equal to any arrears deficiency or accruals of the dividends on the Preferred Ordinary Shares calculated down to the date of the return of capital and payable irrespective of whether such dividend has been declared or earned or not; next in paying to the Ordinary and Non-Voting Ordinary Shareholders the subscription price per share; and the balance of such assets shall be distributed amongst the Preferred Ordinary Shareholders, Ordinary and Non-Voting Ordinary Shareholders (pari passu as if the same constituted one class of share) in proportion to the amounts paid up or credited as paid up on the Preferred Ordinary Shares, Ordinary and Non-Voting Ordinary Shares held by them respectively.

(iii) Conversion.

The Preferred Ordinary Shareholders shall be entitled at any time to convert the whole of the Preferred Ordinary Shares into Ordinary Shares and the following provisions shall have effect:-

(i) The conversion shall be effected by notice in writing signed by the holder or holders of the majority of the Preferred Ordinary Shares given to the Company or by an Ordinary Resolution passed at a separate meeting of the Preferred Ordinary Shareholders which meeting shall be convened by the Directors forthwith upon the request in writing of any holder of such shares.

(ii) The conversion shall take effect immediately upon the date of delivery of such notice to the Company or (as the case may be) upon the date on which such resolution is passed.

(iii) Forthwith thereafter the Ordinary Shareholders resulting from the conversion shall send to the Company the Certificates in respect of their respective holdings of Preferred

Ordinary Shares and the Company shall issue to such holders respectively Certificates for the Ordinary Shares resulting from the conversion.

(iv) The Ordinary Shares resulting from the conversion shall rank pari passu in all respects with the remaining Ordinary Shares in the capital of the Company.

CLASS RIGHTS

(B) Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those Members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively: Provided that, without prejudice to the generality of this Article, the special rights attached to the Preferred Ordinary Shares shall be deemed to be varied:-

(i) by any alteration or increase or reduction of the authorised or issued capital of the Company or of any of its subsidiaries, or by any variation of the rights attached to any of the Shares for the time being in the capital of the Company or of any of its subsidiaries; or

(ii) by the sale of the undertaking of the Company or of any of its subsidiaries or any substantial part thereof; or

(iii) by any alteration of the restrictions on the powers of the Directors of the Company and its subsidiaries to borrow, give guarantees or create charges; or

(iv) by the application by way of capitalisation of any sum in or towards paying up any debenture or debenture stock of the Company; or

(v) by the calling of a Meeting of the Company for the purpose of considering a resolution of the winding up of the Company;

(vi) by the calling of a Meeting of the Company for the purpose of considering a Resolution to approve a contract by the Company to purchase any of its shares;

(vii) by the calling of a Meeting of the Company for the purpose of considering a Resolution for amending the Memorandum or Articles of Association of the Company.

FURTHER ISSUE OF SHARES

6. (i) Notwithstanding any other provisions of these Articles the Directors shall be bound to offer to any member of the FFI Group (as hereinafter defined) for the time being holding shares in the capital of the Company such a proportion of any shares forming part of the equity share capital of the Company which the Directors determine to issue as the aggregate nominal value of shares in the equity share capital of the Company for the time being held by such member of the FFI Group bears to the total issued equity share capital of the Company immediately prior to the issue of the shares. Any shares issued to a member of the FFI Group pursuant to such offer shall be issued upon such terms and conditions as to payment and otherwise as UKF shall agree and so that such shares shall at the request of UKF be registered in the name or names of any one or more members of the FFI Group.

(ii) For the purposes of these Articles of Association the expressions 'FFI' shall mean Finance For Industry public limited company, 'UKF' shall mean FFI (UK Finance) public limited company (a subsidiary of FFI) and 'a member of the FFI Group' shall mean FFI, UKF and any other subsidiary of FFI.

LIEN

7. The Company shall have a first and paramount lien on every share, whether fully paid or not, registered in the name of each member, whether solely or jointly with others, and upon the proceeds of sale thereof in respect of his indebtedness to the Company on any account whatsoever, whether solely or jointly with any other person and such lien shall extend to all dividends from time to time declared in respect of such share.

TRANSFER OF SHARES

8. Any member (hereinafter called the Vendor) who wishes to transfer any of his shares shall by writing under his hand, notify the Board of Directors of his intention. The Board and the Vendor shall within a period of one calendar month of the date of such notice, proceed to fix the price of such shares, and in case of difference, the price shall be fixed by the Auditor of the Company, by writing under his hand. The price so fixed by the Auditor shall be conclusive and binding on the Vendor.

9. The Board shall, within a period of 14 days after the fixing of the price of the said shares, notify by letter all the members, of the number of the shares to be sold and the price, and shall invite each member to state in writing within 14 days of the date of the said letter the number of shares he is willing to purchase.

10. After the expiration of 14 days from the date of the notice given by the Board to the members, the Board shall proceed to divide the Vendor's said shares amongst the members who are willing to purchase, such division to be pro rata according to the number of shares already held by them respectively, except that no member shall be bound to accept more shares than the number ratified by him to the Board as aforesaid.

11. Upon such division being made the Vendor shall be bound to transfer the said shares to the purchasers upon payment of the price. If he fails to do so the Board shall be entitled to enter the names of the Purchasers in the Register of Members as holders of the said shares, by transfer, and the Board shall receive and give a good discharge for the purchase money, and shall credit the account of the Vendor with the money so received.

12. In the case of all the said shares not being sold under the above provisions, the Vendor shall be entitled, subject to the next succeeding Article, at any time within six calendar months after the expiration of the notice given by the Vendor to the Board of his intentions to sell, to transfer the shares not sold to any person at any price.

13. (A) In clause 19 of Table 'A', between the words "the Directors may" and the word "decline" the words "in their absolute discretion and without assigning any reason therefor" shall be inserted, and in the same clause the words "not being fully paid shares" shall be omitted.

TRANSFER OF SHARES

(B) Notwithstanding any other provisions of these Articles a transfer of any shares in the Company held by any member of the FFI Group may be made between the member in the FFI Group holding such shares and any other member in the FFI Group without restriction as to price or otherwise.

LIMITATION ON TRANSFER OF CONTROL

(C) No sale or transfer of any shares (hereinafter called 'the specified shares') conferring the right to vote at General Meetings of the Company which would result if made and registered in a person or persons who was or were not a member or members of the Company on the date this Article was adopted as an Article of Association of the Company obtaining a controlling interest in the Company shall be made or registered without the previous written consent of UKF unless, before the transfer is lodged for registration, the proposed transferee or transferees or his or their nominees has or have offered to purchase the whole of the shares registered in the name of any member of the FFI Group or their nominees at the specified price as hereinafter defined.

For the purpose of this Article the expression 'a controlling interest' shall mean shares conferring in the aggregate 50% or more of the total voting rights conferred by all the shares in the capital of the Company for the time being in issue and conferring the right to vote at all General Meetings. All other regulations of the Company relating to the transfer of shares and the right to registration of transfers shall be read subject to the provisions of this Article.

For the purpose of this Article:-

(i) the expressions 'transfer', 'transferor' and 'transferee' shall include respectively the renunciation of a renounceable letter of allotment, the original allottee and the renounee under any such letter of allotment; and

(ii) 'the specified price' shall mean a price per share at least equal to that offered or paid or payable by the proposed transferee or transferees or his or their nominees for the specified shares to the holders thereof plus an amount equal to the relevant proportion of any other consideration (in cash or otherwise) received or receivable by the holders of the specified shares which having regard to the substance of the transaction as a whole can reasonably be regarded as an addition to the price paid or payable for the specified shares and in the event of disagreement the calculation of the specified price shall be referred to an umpire (acting as expert and not as arbitrator) nominated by the parties concerned (or, in the event of disagreement as to nomination, appointed by the President for the time being of the Institute of Chartered Accountants in England and Wales) whose decision shall be final and binding.

GENERAL MEETINGS

14. (A) The words "one member" shall be substituted for "two members" in clauses 29 and 41 of Table 'A'.

(B) Two members shall constitute a quorum, and clause 45 of Table 'A' shall be modified accordingly.

VOTING

15. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with the Articles, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a representative not being himself a member, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by a representative or by proxy shall (except as hereinafter provided) have one vote for every £1 in nominal amount of shares in the capital of the Company of which he is the holder: PROVIDED THAT the holders of such number of the Preferred Ordinary Shares as shall be in issue from time to time shall be entitled to exercise 25% of the votes to be cast at any General Meeting of the Company and the Non-Voting Ordinary Shares shall entitle the holders thereof to receive notice of all general meetings but not to vote thereat.

16. A poll may be demanded by two members or the holder of not less than one-tenth of the shares of the Company for the time being issued and entitled to vote, and clause 50 of Table 'A' shall be modified accordingly.

17. In clause 59 of Table 'A' the words "A proxy need not be a member of the Company" shall be deleted and the following words shall be substituted in their place:- "No person shall act as a proxy unless either he is entitled on his own behalf to be present and vote at the Meeting at which he acts as proxy, or he is appointed to act at that Meeting as proxy for or representative of a Corporation, but a proxy for or representative of a Corporation, unless entitled on his own behalf to be present and vote at the Meeting, shall not act except for the Corporation which appoints him."

DIRECTORS

18. The number of the Directors shall be not less than two nor more than five. Two Directors personally present shall constitute a quorum. The Company in General Meeting may reduce or increase these limits.

19. The qualification of a Director shall be the holding of shares in the Company of the nominal value of £1. A Director may act before he acquires his qualification shares.

20. A resolution in writing signed by all the Directors shall have the same effect and validity as if it were passed at a meeting of the Board duly convened and constituted.

21. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. The Directors shall also be entitled to be repaid all travelling, hotel and other expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

22. The first Directors shall be Peter Lewis Centa and Elizabeth May Centa. The said Peter Lewis Centa shall be a permanent Director of the Company and shall be entitled to hold office so long as he shall live unless he shall become disqualified through any of the causes specified in clause 25 hereof and Articles 73 to 77, and Article 80 of Table 'A' shall not apply to him.

DIRECTORS' BORROWING POWERS

23. Subject as hereinafter provided the Directors may exercise all the powers of the Company (whether express or implied):-

(a) of borrowing or securing the payment of money;

(b) of guaranteeing the payment of money and the fulfilment of obligations and the performance of contracts; and

(c) of mortgaging or charging the property assets and uncalled capital of the Company and issuing debentures but so that:-

(i) the Directors of the Company shall procure that the aggregate amounts for the time being remaining undischarged by virtue of any of the foregoing operations and by virtue of any like operations by any subsidiary of the Company (including any liability (whether ascertained or contingent) under any guarantee for the time being in force but excluding inter-company loans, mortgages and charges) shall not without the previous sanction of the Preferred Ordinary Shareholders exceed a sum which is the greater of £600,000 or one and a half times the aggregate of the nominal amount of the share capital of the Company for the time being issued and paid up or credited as paid up and the amounts for the time being standing to the credit of the capital and revenue reserves and the share premium account of the Company and all its subsidiaries (excluding any amounts arising from the writing up of the book values of any capital assets, any amounts attributable to goodwill and minority interests and any amounts set aside for future taxation) all as shown by the then latest audited Consolidated Balance Sheet of the Company;

(ii) no such sanction shall be required to the borrowing of any sum of money intended to be applied in the repayment (with or without premium) of any monies then already borrowed and outstanding, notwithstanding that the same may result in such limit being exceeded!;

(iii) no lender or other person dealing with the Company shall be concerned to see or enquire whether the limit imposed by this Article is observed and no debt or liability incurred in excess of such limit shall be invalid and no security given for the same shall be invalid or ineffectual except in the case of express notice to the lender or recipient of the security or person to whom the liability is incurred at the time when the debt or liability was incurred or the security given that the limit hereby imposed has been or was thereby exceeded;

(iv) except with the previous sanction of the Preferred Ordinary Shareholders no mortgage or charge shall be created on any part of the undertaking, property or assets of the Company or any subsidiary of the Company except for the purpose of securing monies borrowed from any member of the FFI Group with interest thereon and from Bankers with interest thereon and Bank charges.

SEAL

24. The Directors may affix the Common Seal to any document provided that such document be also signed by two Directors, or by one Director and the Secretary, or such other person as the Directors may appoint for the purpose.

DISQUALIFICATION OF DIRECTORS

25. The office of Director shall be vacated if the Director:-

(A) resigns his office by notice in writing to the Company; or

(B) becomes bankrupt or insolvent, or compounds with his creditors; or

(C) is found lunatic or becomes of unsound mind; or

(D) ceases to hold his qualification, or does not obtain the same within two calendar months from the date of his appointment; or

(E) if he is prohibited from being a Director by an order made under any of the provisions of the Companies Act 1929 section 217 of section 275.

26. Any Director may contract or be interested in any contract or arrangement with the Company, and such contract or arrangement shall not by reason of his position as a Director of the Company be avoided, nor shall such Director be liable, by reason of his position as Director, to account to the Company for any profit made by him arising out of such contract or arrangement. Every Director being interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his

interest therein in manner required by section 149 of the Companies Act 1929. A Director shall be entitled to vote as a Director in regard to any contract or arrangement in which he is interested, or upon any matter arising thereout, after he has disclosed to the Board that he is interested therein. A Director may hold any other office of profit under the Company, except that of Auditor, upon such terms and conditions as to remuneration and otherwise as the Directors may arrange.

NOTICES

27. Where a notice is sent by post it shall be deemed to have been served on the day on which it was posted, and clause 103 of Table 'A' shall be modified accordingly.

28. A member who has no registered address in the United Kingdom and 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 notices from the Company.

INDEMNITY

29. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to section 152 of the Companies Act 1929) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said section.

ALTERNATE DIRECTORS

30. A Director who is abroad or about to go abroad may appoint any person to be an alternate Director during his absence abroad, and such appointee while he holds office as an alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, but he shall not require any qualification, and he shall ipso facto vacate office if and when the appointor returns to the United Kingdom, or vacates office as a Director, or removes the appointee from office, and any appointment and removal under this clause shall be effected by notice in writing under the hand of the Director making the same.

WINDING UP

31. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such resolution, provided always that if any such distribution is determined to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed pursuant to section 234 of the Companies Act 1929.

SPECIAL DIRECTOR

32. Notwithstanding any limitation on the number of Directors imposed by the Articles of Association of the Company UKF shall be entitled to appoint as a Director of the Company any person (herein referred to as "a Special Director") approved by the Directors of the Company (whose approval shall not be unreasonably withheld) and to remove from office any person so appointed and (subject to such approval) to appoint another person in his place. A Special Director shall not be required to hold any share qualification nor shall he be subject to retirement by rotation. The remuneration to be paid to a Special Director shall be payable by the Company and shall be such sum as may be agreed between him and the Company or failing agreement such reasonable sum as shall be fixed by UKF.

THE COMPANIES ACTS 1948 TO 1980

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

Name of Company

ST. JAMES TILE CO.

Limited*

*delete if
inappropriatedelete as
appropriate**Note**This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special] resolution of the company dated May 23rd 1983

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 15,000 beyond the registered capital of £ 25,000

A printed copy of the resolution authorising the increase is forwarded herewith

The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
5,000	Ordinary	£1.00
10,000	Cumulative	£1.00
	Convertible	
	Participating	
	Preferred	
	Ordinary	

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:

As set out in Resolution passed on the
23rd May 1983

Please tick here if
continued overleaf

☐
delete as
appropriate

Signed

[Director] [Secretary] Date 5th August 1983

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

JORDAN & SONS LTD.,
10, F...
B... ..

For official use
General section

51

Post room

1588-111



Printed & Supplied by:—
Jordan & Sons Limited Legal and Information Services, Printers and Publishers,
Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

THE COMPANIES ACTS 1948 TO 1981

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

Pursuant to section 3(1) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

082

406297

Name of company

St. James Tile Company

Limited*

*delete if
inappropriate**Note**Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 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 0 3

†delete as
appropriate

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

Day Month Year

3 1 0 3 1 9 8 5

See note 4(c) and
complete if
appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

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

_____, company number _____

the accounting reference date of which is _____

Signed

[Director] [Secretary]† Date 23rd November 1984

Presenter's name, address and
reference (if any):For official use
General section

Post room



COMPANIES HOUSE

If you need to contact us regarding
this notice, please quote reference

THE DIRECTORS
ST.JAMES' TILE CO.LIMITED
NEWBY ROAD INDUSTRIAL ESTATE,
HAZEL GROVE,STOCKPORT,
CHESHIRE,
SK7 5DR.

DEF6/ 00406297

Date: 10 SEPTEMBER 1991

COMPANIES ACT 1985 (Section 652)

The REGISTRAR OF COMPANIES gives NOTICE
that, unless cause is shown to the contrary,
at the expiration of 3 months from the
above date the name of

ST.JAMES' TILE CO.LIMITED

will be struck off the register and
the company will be dissolved.

COMPANIES HOUSE
CARDIFF
CF4 3UZ

Tel: Cardiff (0222) 380004

625

FILE COPY



Companies House is an executive agency within the Department of Trade and Industry

HD602

STRIKING OFF ACTION DISCONTINUED

00406297 ST.JAMES' TILE CO.LIMITED

Cause has been shown why the above company should not be struck off the register and accordingly the Registrar is taking no further action under section 652 of the Companies Act 1985 pursuant to the Notice dated 7/11/91

DORMANT COMPANY RESOLUTION

COMPANY No. 406297

THE COMPANIES ACT 1985, SECTION 252 SPECIAL RESOLUTION OF

ST. JAMES TILE Co. LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY,
HELD ON THE FOURTEENTH DAY OF AUGUST 19 90

THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

EITHER

The company, having been dormant since its formation and no accounts having been laid before it in general meeting, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by section 384 of the Companies Act 1985.

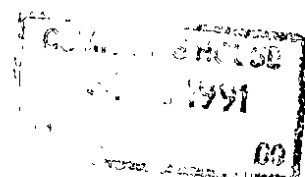
OR

The accounts of the company for the financial year ending _____ having been laid before the company at the meeting, and the company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the obligation to appoint auditors as otherwise required by section 384 of the Companies Act 1985.

SIGNED _____

Director or Secretary of company

DATE 12th November 1991



DORMANT COMPANY RESOLUTION

COMPANY NO. 406297

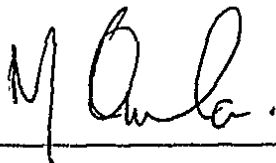
THE COMPANIES ACT 1985, SECTION 252 SPECIAL RESOLUTION OF

ST JAMES' TILE CO LIMITED

AT A GENERAL MEETING OF THE ABOVE-NAMED COMPANY
HELD ON THE 7 DAY OF SEPTEMBER 1993
THE FOLLOWING SPECIAL RESOLUTION WAS DULY PASSED:-

The accounts of the Company for the financial year ended 31 March 1992 having been laid before the Company at the meeting, and the Company, having qualified as small in that year and having been dormant since the end of it, resolves to make itself exempt from the obligation to appoint Auditors as otherwise required by Section 384 of the Companies Act 1985.

SIGNED _____
Director



DATE 7 SEPTEMBER 1993



406297



14/2

MINUTES OF THE EXTRAORDINARY GENERAL MEETING

OF ST. JAMES' TILE CO. LIMITED

HELD AT NEWBY ROAD, HAZEL GROVE,

ON 27 JANUARY 1994

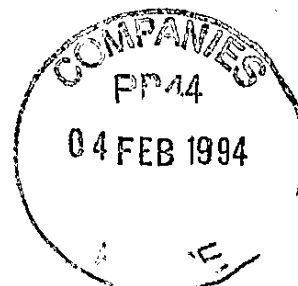
Co. No. 406297

Present: J G Walton (representing A
J G Brassington Quiligotti & Co Ltd)

1. The meeting was properly convened, the members accepting the short notice.
2. Special Resolution
IT WAS RESOLVED that the name of the Company should be changed from St. James' Tile Co. ~~Ltd~~ to Quiligotti Industrial Flooring Limited.
3. There was no other business.

.....
Chairman

JDB 31.1.94



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 406297

I hereby certify that

ST.JAMES' TILE CO.LIMITED

having by special resolution changed its name,

is now incorporated under the name of

QUILIGOTTI INDUSTRIAL FLOORING LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 14 FEBRUARY 1994


P. BEVAN

an authorised officer