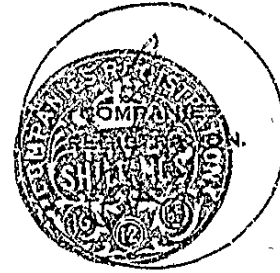


559042/1

NO. OF COMPANY.....

IC.F. 41.

THE COMPANIES ACT, 1948.



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

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

Pursuant to Section 15 (2)

(SEE FOOTNOTE OVERLEAF.)

NAME OF

COMPANY.....

DENNIS WILLIAMS

REGISTERED
22 DEC 1955

LIMITED.

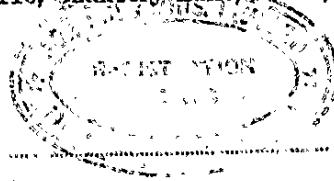
CAT. No. C.F. 41.

C511 JS164(J)

JORDAN & SONS,
LIMITED

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

Presented by



I, DENNIS WILLIAMS

of 4a Dartmouth Avenue Morley Near Leeds in the County of
York

DO solemnly and sincerely declare that I am (a) [~~a Solicitor of the Supreme Court~~
~~engaged in the formation~~] [a person named in the Articles of Association as a
Director/Secretary],

of DENNIS WILLIAMS

LIMITED,

And that all the requirements of the Companies Act, 1948, 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, 1935.

Declared at Leeds in the County of
York

the 12th day of December

One thousand nine hundred and fifty five
before me,

[Signature]
A Commissioner for Oaths (b)

D. Williams

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the

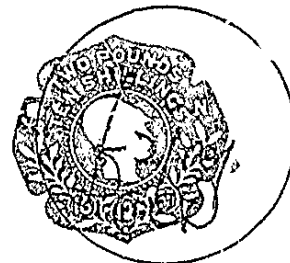
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559042/2

NO. OF COMPANY.....

[C.A. 25]

COMPANY LIMITED BY SHARES.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of the Nominal Capital

made pursuant to Sec. 112, Stamp Act, 1891.

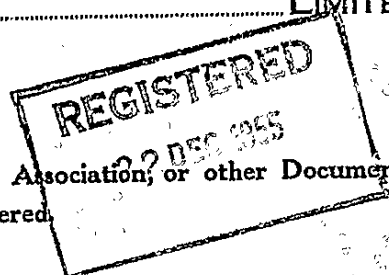
(NOTE.— The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100— Sec. 41, Finance Act, 1933.)

NAME OF
COMPANY.....

DENNIS WILLIAMS

..... LIMITED.

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



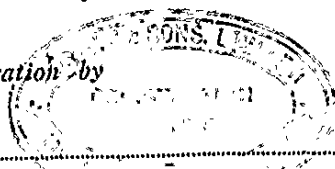
CAT. No. C.A. 25.

CS13 JS 146(1)

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers & Publishers,
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.4

Presented for registration by





The Nominal Capital

of DENNIS WILLIAMS

LIMITED,

is £500, divided into 500 shares of £1

each.

Signature D. Williams

Description Director

Date 12th December 1955.

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559042/3

The Companies Act, 1948

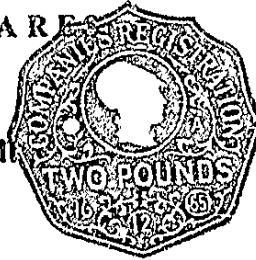
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COMPANY LIMITED BY SHARE

Memorandum of Association

OF

DENNIS WILLIAMS LIMITED



1. The Name of the Company is "DENNIS WILLIAMS LIMITED."

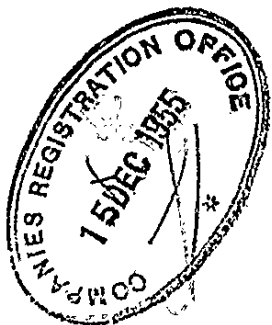
2. The Registered Office of the Company will be situate in England.

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

(A) To carry on all or any of the businesses of Dealers in Hairdressers' Requirements, Permanent Waving Sachet Manufacturers and Dealers, Ladies' and Gentlemen's Hairdressers, Masseurs, Manicurists, Chiropodists, Wig Makers, Posticheurs, Dealers in and Manufacturers of Hair Dyes, Hair Tonics, Lotions, Perfumery, Soaps, Cosmetics, Towels, Overalls, and Toilet Requisites and Preparations of all kinds, Dealers in and Manufacturers of Patent Medicines, Antiseptics, Bandages and all other Pharmaceutical Sundries, Beauty Specialists, Proprietors of Beauty Parlours, Tobacconists, and Dealers in Fancy Goods, Articles, and Novelties of every description, and Manufacturers of and Dealers in Sewing Machines, Cutting Machines, Presses, Permanent Waving Machines, Drying Machines, and any other Machinery, Plant, Furniture, Fittings, Implements, Tools, Articles, and Appliances used in connection with such businesses as aforesaid; and to acquire, register, or grant patents, concessions, licences, inventions, rights, and privileges in connection with the said businesses, and to manufacture, produce, trade and deal in all machinery, plant, implements, articles, appliances, and tools capable of being manufactured, produced, and traded in connection with such patents, concessions, licences, inventions, rights, and privileges as aforesaid.

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

(C) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate



REGISTERED

15 DEC 1955

1201

or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.

- (D) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.
- (E) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights, which the Company may acquire or propose to acquire.
- (F) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To invest and deal with the moneys of the Company, not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

(I)

(J)

(K)

(L)

(M)

(N)

(O)

- (I) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (J) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (K) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (L) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (M) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (N) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (O) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

- (p) To remunerate any person, firm, or company rendering services to this Company either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (q) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (r) 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 employes, 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 dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.
- (s) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (t) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (u) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (v) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.

It is hereby
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5.
Pounds

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

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Five Hundred Pounds divided into Five Hundred Shares of One Pound each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>Ronald Phelps,</i> <i>5, Moorlands Road,</i> <i>Birkenhead,</i> <i>N. Bradford.</i> <i>Motor Engineer</i>	<i>one</i>
<i>D. Williams</i> <i>4A, Dartmouth Ave,</i> <i>Morley, Leeds</i> <i>Sales Representative</i>	<i>one</i>

Dated the 12th day of December, 1955.

Witness to the above Signatures—

Geo. P. Robinson
 Clerk to Beaumont & Son
 Solicitors, Leeds.



559042/4

The Companies Act, 1948

5/6/49
10/1/50

COMPANY LIMITED BY SHARES

Articles of Association

OF

DENNIS WILLIAMS LIMITED



PRELIMINARY

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

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

SHARE CAPITAL AND SHARES

3. The original Share Capital of the Company is Five Hundred Pounds divided into Five Hundred Shares of One Pound each.

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

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

GENERAL MEETINGS

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

7. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

REGD
22 DEC 1949

DIRECTORS.

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

9. The following persons shall be the first Directors of the Company: RONALD PHILPOT and DENNIS WILLIAMS.

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

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

WINDING UP

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

Ronald Sheppard,
5, Moorlands Road,
Birkenhead
N. S. Bradford.

Motor Engineer

D. Williams 11A, Dartmouth Ave,
Morley Leeds.

Sales Representative

Dated the 12th day of December, 1955.

Witness to the above Signatures—

Geo. P. Robinson
Clerk to Beaumont & Son
Solicitors Leeds

DUPLICATE FOR THE FILE

No. 559042



Certificate of Incorporation

I Hereby Certify That

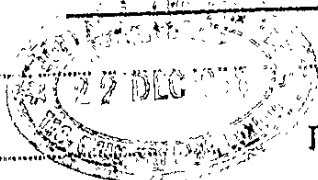
DENNIS WILLIAMS LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Twenty-second day of December One Thousand Nine Hundred and Fifty five.

L. H. (and for)
Registrar of Companies

Certificate
received by }



Date

Comp ID

Company No: 559042 / 48

26

THE COMPANIES ACTS 1948 - 1976

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

DENNIS WILLIAMS LIMITED

PASSED the 16th day of December 1982.

At an EXTRAORDINARY GENERAL MEETING of the above named Company convened and held on the above date the following resolutions were duly passed as special or ordinary resolutions as indicated below:-

1. Special Resolution

That the share capital of the Company be and is hereby increased to £10,000.00 by the creation of 9,500 Ordinary Shares of £1 each

2. Ordinary Resolution

That upon the recommendation of the Directors it is desirable to capitalise the sum of £1,500.00 being part of the amount standing to the credit of the Company's Accounts and accordingly that such sum be set free for distribution among the holders of the Ordinary Shares of the Company on the Register of Members immediately prior to the holding of this Meeting in the proportion of 3 Ordinary Shares of £1 for each Ordinary Share of £1 held by them on condition that the same be not paid in cash but be applied in paying up in full at par 1,500 Ordinary Shares of £1 each to be allotted and distributed credited as fully paid up to and amongst the said holders of the Ordinary Shares of £1 each in the proportion aforesaid and that the Directors shall give effect to this Resolution.

Chairman

D. Williams

