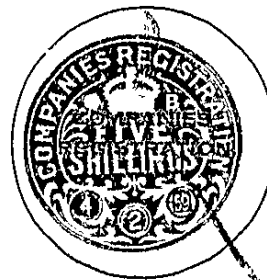


THE COMPANIES ACT, 1948.

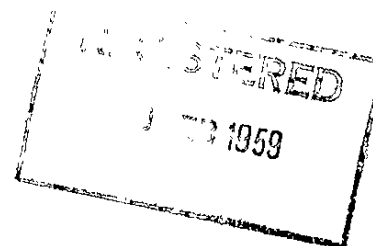


A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

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

KAY WAREHOUSES

LIMITED.

STAT. No. C.F. 41.

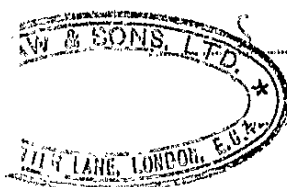
P 130. S510(G)(L)

SHAW & SONS
LIMITED

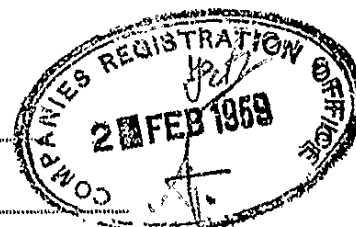
Law Stationers and Company Registration Agents

7, 8 & 9, Fetter Lane, Fleet Street, E.C. 4

Presented by



Sydney A H (CA)
3, Richmond Terrace
Guthrie, E

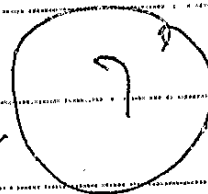


I, PHILIP PEARLMAN

of 33 Richard Avenue Sunderland in the County
of Durham

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 KAY WAREHOUSES



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, 1835."

Declared at Sunderland in
the County of Durham

the 23rd day of January
One thousand nine hundred and fifty nine
before me,

[Signature]
A Commissioner for Oaths (b)

Philip Pearlman

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.

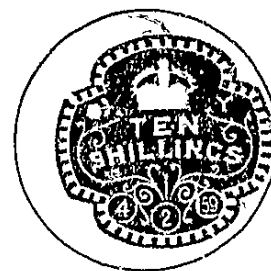
(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

This margin to be reserved for binding.

No. OF COMPANY.....620611 / 2

[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.....KAY WAREHOUSES

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.

S1152(x)L

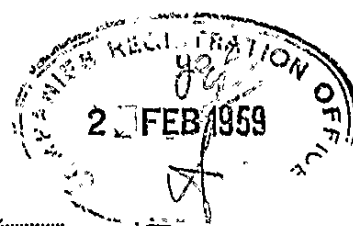
SHAW & SONS
LIMITED

Law Stationers and Company Registration Agents
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented for registration by



S. S. S. H. A. C. C. A.
3, Richmond Terrace,
Gt. St. Andrew's, London, E.C.4



The Nominal Capital

of KAY WAREHOUSE

LIMITED.

is £ 100, divided into 100 shares of £ 1

each.

Signature N. Leach

Description Draper.

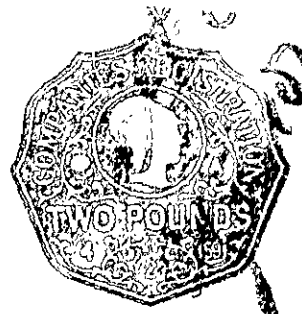
Date 23rd Jan. 1959.

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



62061173

The Companies Act, 1948



COMPANY LIMITED BY SHARES

Memorandum of Association

OF

KAY WAREHOUSES LIMITED.

2 FEB 1953

1. The name of the Company is "KAY WAREHOUSES LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-

(1) To carry on the business of manufacturers of, dealers in suppliers and distributors of, drapery, hosiery, footwear, clothing, furniture, carpets, linoleum, oilcloths and floor coverings of every description, pictures, ornaments, perambulators, bicycles, motor cycles, motor cars, wringing and washing machines, mangles and accessories therefor, cameras, cinematograph and photographic instruments, materials and utensils, jewellery, clocks, telescopes, barometers and optical goods, fancy goods, leather and rubber goods, sports requisites, electrical goods and accessories, pianos, gramophones and musical instruments, wireless instruments and apparatus, wallpapers, distempers, paints, oils, enamels, colours and all artists' requisites, brushes, brooms, sweeping and cleaning utensils, and materials, perfumery, face creams, toilet requisites, tobacco, cigars, cigarettes, smoking utensils, stationery, toys, sweets, confectionery, tea, coffee, cocoa, groceries, meat, milk, fruit, vegetables and provisions generally, and all articles of personal, household or domestic use or ornament; general warehousemen and importers of and dealers in merchandise of all descriptions; and to sell, supply, distribute and dispose of the above mentioned articles to clubs, associations, institutions, firms or private individuals, either for cash, on a deferred payment system or otherwise; to sell on hire purchase, and to let on hire such of the above articles as are capable of being so dealt with, to form, maintain, work, control and wind up clubs and associations, and to carry out competitions and give prizes and rewards in connection therewith.

KAY WAREHOUSES LTD.

2 FEB 1959

- (2) To carry on or acquire any businesses similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.

- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole 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 having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition, or for any public, general or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.

- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.
- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) To do all such things as are 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 £100 divided into 100 Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p>Philip Pearlman, 33 Richard Av. Sunderland. Draper.</p> <p>Karola Pearlman 2, Langport Rd. Sunderland Draper.</p>	<p>One One</p> <p>One One</p>
TOTAL SHARES TAKEN.	Two

Dated this 21st day of January 1959.

Witness to the above Signatures:-

M. Pearson (Mrs)
34, Newton Avenue,
Sunderland.

Clerk.

620611 *u*



The Companies Act, 1948

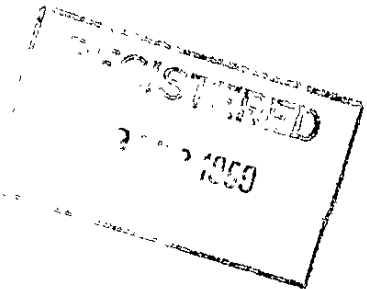


COMPANY LIMITED BY SHARES

Articles of Association

OF

KAY WAREHOUSES 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, the Clauses in Part I of Table A numbered 24, 53, 75 and 89 to 92, shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.
2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARE CAPITAL AND SHARES.

3. The Shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper subject to Clause 2 of Part II of Table A, and provided that no Shares shall be issued at a discount except as provided by Section 57 of the Act.
4. In Clause 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid Shares)" shall be omitted.

GENERAL MEETINGS.

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act, as to giving information to Members in regard to their right to appoint proxies; and 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.

DIRECTORS.

6. Unless and until the Company in General Meeting shall otherwise determine the number of Directors shall be not less than three nor more than seven.

7. The following persons shall be the first Directors of the Company:

Henry Michael Anthony Kay,
Philip Pearlman and
Harold Hersh Pearlman.

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

9. A Director may vote as a Director in respect of any contract in which he is interested or any matter arising thereout, and Clause 84 of Part I of Table A shall be modified accordingly.

SECRETARY.

10. The first Secretary of the Company shall be Harold Hersh Pearlman.

INDEMNITY.

11. Subject to the provisions of the Act every Director, Auditor, Secretary or other Officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Clause 136 of Table A Part I shall be extended accordingly.

NAME'S, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Philip Pearlman

33 Richard Av.

Sunderland,

Draper.

Harold Mesh Pearlman

2, Langport Rd.

Sunderland

Draper.

Dated this 21st day of January 1959.

Witness to the above Signatures:-

M. Pearson, (Mrs)

34, Newton Avenue,

Sunderland.

Clerk.

We Certify that these Articles of Association
have been Multigraph printed by us
Dated this 3rd of day January 1913
For CHAW & SONS, LTD.

.....
Petter Lane, London, E.C.4.

DUPLICATE FOR THE FEE

No. 620611



Certificate of Incorporation

I Hereby Certify That

KAY WAREHOUSES LIMITED

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

Given under my hand at London this Ninth day of
February One Thousand Nine Hundred and Fifty nine.

L. B. Langford
Registrar of Companies

Certificate
received by }

John J. Davis Ltd

Date

9.2.59

No. of Company 620611

23

THE COMPANIES ACTS, 1948 to 1967

RESOLUTION

of

KAY WAREHOUSES LIMITED
Passed the 23rd day of July, 1973.

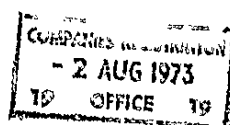
At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held at Murton Street, Sunderland, on Monday, the 23rd day of July, 1973, the following ORDINARY RESOLUTION was duly passed:-

"That the Capital of the Company be increased to £1,000 by the creation of 900 Ordinary Shares of £1 each which shall rank "pari passu" as to Dividends, Capital and in all other respects with the existing 100 Ordinary Shares of £1 each and that the Directors may dispose of all or any of such additional shares to such persons, at such times and upon such terms as they may think fit."

R. D. PEARLMAN,

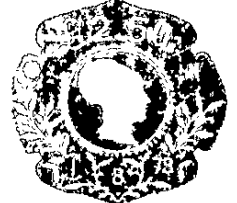
R. D. Pearlman

Chairman.



No. of Company 620611

C.A. 26



COMPANY HAVING A SHARE CAPITAL

STATEMENT OF INCREASE OF NOMINAL CAPITAL
Pursuant to Section 112 of the Stamp Act, 1891

Name of
Company

KAY WAREHOUSES LIMITED

[Handwritten signature]

THE NOMINAL CAPITAL

of

KAY WAREHOUSES LIMITED has by a Resolution of the Company dated the twenty third day of July, 1973, been increased by the addition thereto of the sum of Nine Hundred Pounds, divided into Nine Hundred Ordinary Shares of One Pound each, beyond the Registered Capital of One Hundred Pounds.

Signature

[Handwritten signature]

[Handwritten signature]

Date 22 JUL 1973 19----

Presented for Registration by

S. Spitzer, FCCA,

3 Richmond Terrace,

Gateshead-on-Tyne, 8.

[Faint stamp]

No. of Company

620611/28

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

CP35352

to the Registrar of Companies

name of Company Kay Warehouses Limited*

hereby gives you notice that by ordinary/extraordinary/special** resolution of the company dated the 23rd July 1973, the nominal capital of the company has been increased by the addition thereto of a sum of £ 900 beyond the registered capital of £ 100

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
900	Ordinary Shares	of £1 each

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

(If any of the shares are preference shares state whether they are redeemable or not)

To have par value equally in all respect to the existing Ordinary Shares.

Signed [Signature]

State whether Director or Secretary Director

Date 17.7.74.

* Delete "Limited" if not applicable

** Delete as necessary

(see notes overleaf)

Presented by:

Kay Warehouses Ltd.
% 3 Richmond Terrace
Southend. NE8 1RN.

Presentor's reference:

Form No. 10

NOTES

The Notice and a copy of the resolution authorising the increase must be forwarded to the Registrar of Companies within 15 days after the passing of the resolution.

Registration fees payable on an increase of share capital

No additional registration fees are payable if the new total of nominal capital does not exceed £2000. Any increase in the nominal capital which brings the total above this figure of £2000 attracts an additional fee as follows:-

£1	for every £1,000 or part £1,000 from £	2,001 - £	5,000
25p	" " £1,000 " " £1,000 from £	5,001 - £100,000	
5p	" " £1,000 " " £1,000 from £100,001 -	£525,000	

No fee is payable for increases beyond £525,000

COMPANY NO. 620611

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

Special Resolution

OF

KAY WAREHOUSES LIMITED

Passed the 15th day of June 1987

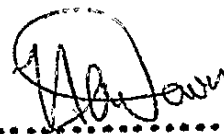
At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company convened and held at the Registered Office on the 15th day of June 1987 the following SPECIAL RESOLUTION WAS DULY PASSED :-

"That the name of the Company be changed to

A.M.I. INVESTMENTS LIMITED "



Clifton Secretarial Agency Ltd.
49 Green Lanes,
London, N16 9BU.
01-359 3387/3396


CHAIRMAN



110 £290
390699

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 620611

I hereby certify that

KAY WAREHOUSES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

A.M.I. INVESTMENTS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 2 JULY 1987


MRS. C. R. WILLIAMS

an authorised officer

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

A.M.I. INVESTMENTS LIMITED

1. The name of the Company is "A.M.I. INVESTMENTS LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (1) To carry on the business of manufacturers of, dealers in suppliers and distributors of, drapery, hosiery, footwear, clothing, furniture, carpets, linoleum, oilcloths and floor coverings of every description, pictures, ornaments, perambulators, bicycles, motor cycles, motor cars, wringing and washing machines, mangles and accessories therefor, cameras, cinematograph and photographic instruments, materials and utensils, jewellery, clocks, telescopes, barometers and optical goods, fancy goods, leather and rubber goods, sports requisites, electrical goods and accessories, pianos, gramophones and musical instruments, wireless instruments and apparatus, wallpapers, distempers, paints, oils, enamels, colours and all artists' requisites, brushes, brooms, sweeping and cleaning utensils, and materials, perfumery, face creams, toilet requisites, tobacco, cigars, cigarettes, smoking utensils, stationery, toys, sweets, confectionery, tea, coffee, cocoa, groceries, meat, milk, fruit, vegetables and provisions generally, and all articles of personal, household or domestic use or ornament; general warehousemen and importers of and dealers in merchandise of all descriptions; and to sell, supply, distribute and dispose of the above mentioned articles to clubs, associations, institutions, firms or private individuals, either for cash, on a deferred payment system or otherwise; to sell on hire purchase, and to let on hire such of the above articles as are capable of being so dealt with, to form, maintain, work, control and wind up clubs and associations, and to carry out competitions and give prizes and rewards in connection therewith.

COMPANIES REGISTRATION

28 AUG 1951

- (2) To carry on or acquire any businesses similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.

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- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole 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 having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition, or for any public, general or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.

4.

- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.
- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) To do all such things as are 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 £1000 divided into 1000 Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p>Philip Pearlman, 33 Richard Av., Sunderland. Draper.</p> <p>Harold Hersh Pearlman, 2, Langport Rd., Sunderland. Draper.</p>	<p>One</p> <p>One</p>
TOTAL SHARES TAKEN.	Two

Dated this 21st day of January, 1959.

Witness to the above Signatures :-

M. Pearson (Mrs.)
37, Nawton Avenue,
Sunderland.
Clerk.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

A.M.I. INVESTMENTS 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, the Clauses in Part I of Table A numbered 24, 53, 75 and 89 to 92, shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.
2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARE CAPITAL AND SHARES.

3. The Shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper subject to Clause 2 of Part II of Table A, and provided that no Shares shall be issued at a discount except as provided by Section 57 of the Act.
4. In Clause 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid Shares)" shall be omitted.

GENERAL MEETINGS.

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act, as to giving information to Members in regard to their right to appoint proxies; and 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.

DIRECTORS.

6. Unless and until the Company in General Meeting shall otherwise determine the number of Directors shall be not less than three nor more than seven.

7. The following persons shall be the first Directors of the Company:

Henry Michael Anthony Kay,
Philip Pearlman and
Harold Hersh Pearlman.

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

9. A Director may vote as a Director in respect of any contract in which he is interested or any matter arising thereout, and Clause 84 of Part I of Table A shall be modified accordingly.

SECRETARY.

10. The first Secretary of the Company shall be Harold Hersh Pearlman.

INDEMNITY.

11. Subject to the provisions of the Act every Director, Auditor, Secretary or other Officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Clause 136 of Table A Part I shall be extended accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Philip Pearlman,

33 Richard Av.,

Sunderland.

Draper.

Harold Hersh Pearlman,

2, Langport Rd.,

Sunderland.

Draper.

Dated this 21st day of January, 1959.

Witness to the above Signatures :-

M. Pearson, (Mrs.)
37, Nawton Avenue,
Sunderland.
Clerk.

COMPANIES ACT 1985

NOTICE OF RESOLUTION

(Passed in General Meeting)

(Pursuant to Section 380 of the Companies Act 1985)

of

A.M.I. INVESTMENTS LIMITED

Company No. 620611

Passed on the *SIXTH* day of *JULY* 1989

At an Extraordinary General Meeting of the members of the above company duly convened and held at 10 Murton Street, Sunderland, Tyne & Wear on the *SIXTH* day of *JULY* 1989 the following resolution was passed as a Special Resolution:

THAT the objects for which the Company is established and the Memorandum of Association of the Company be altered by the addition of the following two sub-clauses to clause 3 of the Memorandum of Association of the Company:-

- (26) To carry on business as a property company and/or an investment company and/or a holding company in respect of any company carrying on any trade business or profession
- (27) Either with or without the company receiving any consideration or advantage, direct or indirect, from giving any such guarantee and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of any and dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's

COMPANIES HOUSE

19 JUL 1989

M

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Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others

Weyherbeerman
.....
Director/Secretary

THE COMPANIES ACT 1948
COMPANY LIMITED BY SHARES

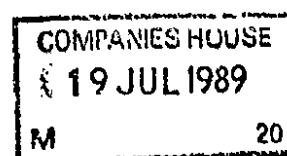
MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

A.M.I.INVESTMENTS LIMITED*



*FORMERLY "KAY WAREHOUSES LIMITED" NAME CHANGED 02.07.89



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 620611

I hereby certify that

KAY WAREHOUSES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

A.M.I. INVESTMENTS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 2 JULY 1987

A handwritten signature in cursive script, reading "C R Williams".

MRS. C. R. WILLIAMS

an authorised officer

COMPANY NO. 620611

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

Special Resolution

OF

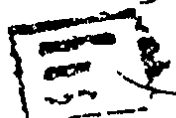
KAY WAREHOUSES LIMITED

Passed the 15th day of June 1987

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company convened and held at the Registered Office on the 15th day of June 1987 the following SPECIAL RESOLUTION WAS DULY PASSED :-

"That the name of the Company be changed to

A.M.I. INVESTMENTS LIMITED "



CHARTERMAN

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

A.M.I. INVESTMENTS LIMITED

1. The name of the Company is "A.M.I. INVESTMENTS LIMITED"
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (1) To carry on the business of manufacturers of, dealers in suppliers and distributors of, drapery, hosiery, footwear, clothing, furniture, carpets, linoleum, oilcloths and floor coverings of every description, pictures, ornaments, perambulators, bicycles, motor cycles, motor cars, wringing and washing machines, mangles and accessories therefor, cameras, cinematograph and photographic instruments, materials and utensils, jewellery, clocks, telescopes, barometers and optical goods, fancy goods, leather and rubber goods, sports requisites, electrical goods and accessories, pianos, gramophones and musical instruments, wireless instruments and apparatus, wallpapers, distempers, paints, oils, enamels, colours and all artists' requisites, brushes, brooms, sweeping and cleaning utensils, and materials, perfumery, face creams, toilet requisites, tobacco, cigars, cigarettes, smoking utensils, stationery, toys, sweets, confectionery, tea, coffee, cocoa, groceries, meat, milk, fruit, vegetables and provisions generally, and all articles of personal, household or domestic use or ornament; general warehousemen and importers of and dealers in merchandise of all descriptions; and to sell, supply, distribute and dispose of the above mentioned articles to clubs, associations, institutions, firms or private individuals, either for cash, on a deferred payment system or otherwise, to sell on hire purchase, and to let on hire such of the above articles as are capable of being so dealt with, to form, maintain, work, control and wind up clubs and associations, and to carry out competitions and give prizes and rewards in connection therewith.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

"A.M.I. INVESTMENTS LIMITED" *

1. The name of the Company is "A.M.I. INVESTMENTS LIMITED" *
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (1) To carry on the business of manufacturers of, dealers in suppliers and distributors of, drapery, hosiery, footwear, clothing, furniture, carpets, linoleum, oilcloths and floor coverings of every description, pictures, ornaments, perambulators, bicycles, motor cycles, motor cars, wringing and washing machines, mangles and accessories therefor, cameras, cinematograph and photographic instruments, materials and utensils, jewellery, clocks, telescopes, barometers and optical goods, fancy goods, leather and rubber goods, sports requisites, electrical goods and accessories, pianos, gramophones and musical instruments, wireless instruments and apparatus, wallpapers, distempers, paints, oils, enamels, colours and all artists' requisites, brushes, brooms, sweeping and cleaning utensils, and materials, perfumery, face creams, toilet requisites, tobacco, cigars, cigarettes, smoking utensils, stationery, toys, sweets, confectionery, tea, coffee, cocoa, groceries, meat, milk, fruit, vegetables and provisions generally, and all articles of personal, household or domestic use or ornament; general warehousemen and importers of and dealers in merchandise of all descriptions; and to sell, supply, distribute and dispose of the above mentioned articles to clubs, associations, institutions, firms or private individuals, either for cash, on a deferred payment system or otherwise; to sell on hire purchase, and to let on hire such of the above articles as are capable of being so dealt with, to form, maintain, work, control and wind up clubs and associations, and to carry out competitions and give prizes and rewards in connection therewith.

* Formerly "KAY WAREHOUSES LIMITED" name changed 02.07.87

- (2) To carry on or acquire any businesses similar to the businesses above mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.
- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's Capital, or any Debentures, Debenture Stock or other Securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.

- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign State.
- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole 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 having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition, or for any public, general or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.

- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.
- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.
- * (26) To carry on business as a property company and/or an investment company and/or a holding company in respect of any company carrying on any trade business or profession

* Sub-Clause Added by Special Resolution on 06.07.89

- * (27) Either with or without the company receiving any consideration or advantage, direct or indirect, from giving any such guarantee and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of any and dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's Holding Company as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any company, firm or person, and in particular, (but not by way of limitation) of the Company's Holding Company or any company which is contemplated to become the Company's Holding Company or a subsidiary, as defined by Section 736 of the Companies Act 1985 of the Company or of the Company's Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others

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 £100 divided into 100
Shares of £1 each.

* Sub-Clause added by Special Resolution on 06.07.89

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	No. of Shares taken by each Subscriber.
<p>Philip Pearlman, 33 Richard Av., Sunderland. Draper.</p> <p>Harold Hersh Pearlman, 2, Langport Rd., Sunderland. Draper.</p>	<p>One</p> <p>One</p>
TOTAL SHARES TAKEN.	Two

Dated this 21st day of January, 1959.

Witness to the above Signatures :-

M. Pearson (Mrs.)
37, Nawton Avenue,
Sunderland.
Clerk.

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

"A.M.I. INVESTMENTS 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, the Clauses in Part I of Table A numbered 24, 53, 75 and 89 to 92, shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.
2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

SHARE CAPITAL AND SHARES.

3. The Shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in General Meeting) allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper subject to Clause 2 of Part II of Table A, and provided that no Shares shall be issued at a discount except as provided by Section 57 of the Act.
4. In Clause 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid Shares)" shall be omitted.

GENERAL MEETINGS.

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of the Act, as to giving information to Members in regard to their right to appoint proxies; and 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.

* formerly "KAY WAREHOUSES LIMITED" name changed 02.07.87

DIRECTORS.

6. Unless and until the Company in General Meeting shall otherwise determine the number of Directors shall be not less than three nor more than seven.

7. The following persons shall be the first Directors of the Company:

Henry Michael Anthony Kay,
Philip Pearlman and
Harold Hersh Pearlman.

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

9. A Director may vote as a Director in respect of any contract in which he is interested or any matter arising thereout, and Clause 84 of Part I of Table A shall be modified accordingly.

SECRETARY.

10. The first Secretary of the Company shall be Harold Hersh Pearlman.

INDEMNITY.

11. Subject to the provisions of the Act every Director, Auditor, Secretary or other Officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Clause 136 of Table A Part I shall be extended accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Philip Pearlman,

33 Richard Av. , ,

Sunderland.

Draper.

Harold Hersh Pearlman,

2, Langport Rd. ,

Sunderland.

Draper.

Dated this 21st day of January, 1959.

Witness to the above Signatures :-

M. Pearson, (Mrs.)
37, Nawton Avenue,
Sunderland.
Clerk.