

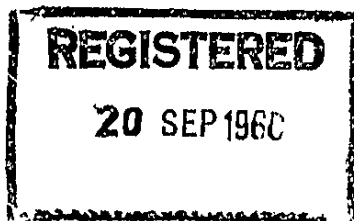
NO. OF COMPANY.....

~~660778~~

670436/1

IC.F. 411

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..... Distinctive Clothing Company

LIMITED.

CAT. No. C.F.41.

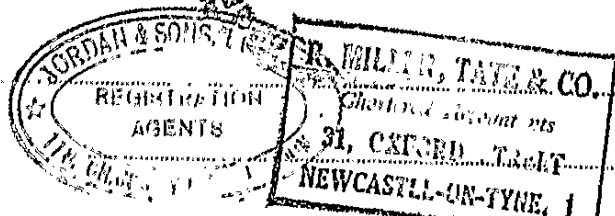
C511 JS164(J) L

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

14 SEP 1960



31 AUG 1960

I, Martin Maier

of 8, Osborne Villas, Jesmond, Newcastle upon Tyne. 2.

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 Distinctive Clothing Company (10) *g*

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 Newcastle upon Tyne in
the County of the same City

the 24th day of August

One thousand nine hundred and sixty

before me,

Ernest H. Jones

A Commissioner for Oaths (b)

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 such a Declaration as sufficient evidence of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may

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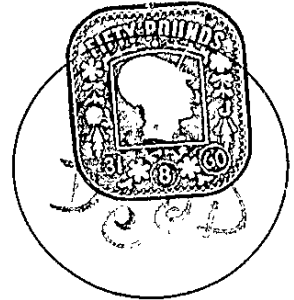
670438/2

[C.A. 25]

NO. OF COMPANY.....

~~669778~~

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.....

Co.
Distinctive Clothing Company

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.

JORDAN & SONS,
LIMITED

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

04 SEP 1961

P132 JS156(H)

COMPANY REGISTRATION

The Nominal Capital

of Distinctive Clothing Co.

LIMITED,

is £ 10,000, divided into 10,000 shares of £ 1

each.

Signature

Description Director

Date 24th August 1960

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16704381

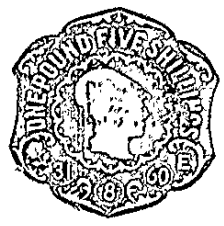
3



The Companies Act, 1948

~~1669778~~

COMPANY LIMITED BY SHARES



Memorandum of Association

OF



Distinctive Clothing Co. Limited

1. The Name of the Company is "DISTINCTIVE CLOTHING CO. LIMITED."

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

3. The Objects for which the Company is established are—

372001

(A) To acquire and take over part of the undertaking and business of Distinctive Clothing Co. Limited (a Company Limited by Shares incorporated in the year 1942 and hereinafter referred to as "the Old Company") and with a view thereto to enter into and carry into effect (either with or without modification) an Agreement which has been already prepared and engrossed and is expressed to be made between the Old Company and its Liquidator of the one part and this Company of the other part, a copy whereof has for the purpose of identification been signed by two of the Subscribers hereto.

(B) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the businesses of wholesale and retail clothiers and as manufacturers of and wholesale and retail dealers and merchants in cloth, tweeds, wool, and woollen goods, worsteds, yarns, rayon, cotton, silk, linen, textiles and fabrics and materials of every description and to carry on business as ladies', gentlemen's and children's tailors and outfitters, spinners, weavers, knitters, tailors, glovers, hatters, hosiers, boot and shoe makers, drapers, milliners, costumiers, general outfitters, dyers, cleaners, pressers, repairers, bleachers, washers, renovators and general storekeepers and merchants.

14 SEP 1960

31 AUG 1960

- (c) 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.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate 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
- (E) 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.
- (F) 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.
- (G) 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.

- (H) 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.
- (I) 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.
- (J) 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.
- (K) 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.
- (L) 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.
- (M) 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.
- (N) 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.

- (o) 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.
- (p) 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.
- (q) 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.
- (r) 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.
- (s) 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.
- (t) 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.

- (u) 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.
- (v) 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.
- (w) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (x) 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 Ten Thousand Pounds, divided into Ten Thousand 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.
<p>Robert Cranston Cowans.</p> <p>9. Clinton Place, Brunton Park, Gosport, Newcastle / Tyne. 3. Company Secretary. MARTIN MAIER Marm Marm 8 Osborne Villas Newcastle on Tyne. Clothing Manfr.</p>	<p>One.</p> <p>one</p>

Dated the 24th day of August 1960

Witness to the above Signatures—

William Stirling Tate

31 Oxford Street

Newcastle upon Tyne

Chartered Accountants

670438/K

~~668778~~

37.6
10: 9/10

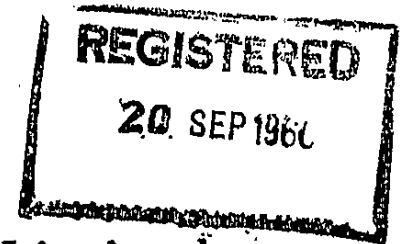


COMPANIES LIMITED BY SHARES



Articles of Association

OF



Distinctive Clothing Co. 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, 75 and 77 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.

3. The Directors shall forthwith take into consideration and, if thought fit, shall, on behalf of the Company, enter into (either with or without modification) the Agreement referred to in Clause 3, Sub-Clause (A), of the Memorandum of Association. The Company is formed on the basis that the said Agreement shall be entered into with or without such modification as aforesaid, and no objection shall be taken to the said Agreement, nor shall any Promoter or Director of the Company be liable to account to the Company for any profit or benefit derived by him under the said Agreement, by reason of any Promoter or Director of the Company being a Director of the Vendor Company or otherwise interested in the said Agreement, or by reason of the purchase consideration having been fixed by the Vendor Company without any independent valuation having been made, or of the Board of Directors not being in the circumstances an independent Board; but every Member of the Company, present and future, shall be deemed to have notice of the provisions of the said Agreement, including any such modification as aforesaid, and to have assented to all the terms thereof.

SHARE CAPITAL AND SHARES.

4. The original Share Capital of the Company is Ten Thousand Pounds divided into Ten Thousand Shares of One Pound each.

5. Subject to the provisions of the Agreement referred to in Article 3 hereof, 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.

6. 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.

7. 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.

8. 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."

DIRECTORS.

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

10. The following persons shall be the first Directors of the Company: MARTIN MAIER, HEDWIG MAIER and WERNER MAIER.

11. A Director shall not be required to hold any Share qualification.

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

13. 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.

14. 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.

Robert Crauston Cowans
 9. Clinton Place,
 Brunton Park,
 Gosforth,
 Newcastle / Tyne. 3.
 Company Secretary.

Martin Mann
 8 Victoria Villa
 Newcastle on Tyne 2.
 Clothing Manuf.

Dated the 24th day of August, 1959. ⁶⁰

Witness to the above Signatures—

William Stirling Tait
 31 Orchard Street
 Newcastle upon Tyne 1
 Robert James Brewster

No. C. 173

No. 670438

DUPLICATE FOR THE FILE



Certificate of Incorporation

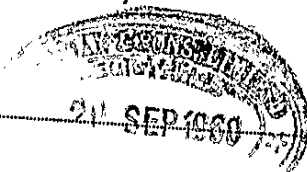
I Hereby Certify, that

DISTINCTIVE CLOTHING CO. LIMITED

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

Given under my hand at London this Twentieth day of
September One Thousand Nine Hundred and Sixty

Certificate
received by



A. J. Mann
ASSISTANT Registrar of Companies.

Date

670438/15

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

DISTINCTIVE CLOTHING COMPANY LIMITED

At an Extraordinary General Meeting of the abovenamed Company duly convened and held at the Registered Office on Friday the 24th day of November, 1967, the following Ordinary Resolution was duly passed:

That the Share Capital of the Company be increased from £10,000 to £15,000 by the creation of 5,000 new 'A' Ordinary Shares of £1 each ranking in all respects other than dividend pari passu with the 10,000 existing Ordinary Shares of £1 each in the capital of the Company; and that the Directors be authorised to issue the said new shares to such persons on such terms, and in such manner as they may think fit.

MARTIN MAIER,
Chairman.

28
COMPANIES ACT 1948

670438



Form No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

*Insert the
Name
of the
Company*

DISTINCTIVE CLOTHING 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).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

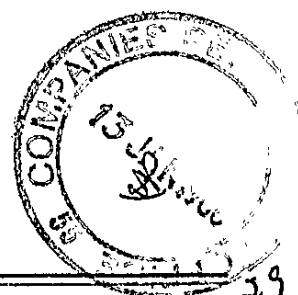
Presented by

[illegible]

(Musical notation)

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1



27

Limited, hereby gives you notice, pursuant to

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £ 5,000 _____ beyond the Registered Capital of £ 10,000 _____

٤١

Ranking in all respects other than dividend pari passu with the 10,000 existing Ordinary Shares of £1.0.0. each in the capital of the Company.

Director.

State whether Director
or Secretary

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

30
MAY 13 1964



DIRECTORS
M. MAIER
H. MAIER
W. MAIER

Distinctive Clothing Co. Ltd.



Power House

TOWER STREET,

NEWCASTLE-ON-TYNE. I NE1 2ED

TELEPHONE NEWCASTLE 24700

ME/AP

26th June 1968

Registrar of Companies,
5/71, City Road,
London. E. C. 1.

670438

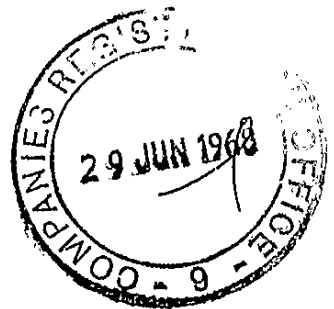
Dear Sirs,

In reply to your telephone call of this week regarding the Bonus Issue, we would confirm that only one Bonus Issue has actually been made.

Would you therefore please cancel the documents filed on 30th April 1968, which are in fact a duplication of the documents filed on 20th March 1968.

Yours faithfully,

[Signature]
for DISTINCTIVE CLOTHING CO. LTD.



670438/44

COPY

†

SPECIAL

Resolution

(pursuant to Section 141 () of the Companies Act 1948) ‡

OF

DISTINCTIVE CLOTHING COMPANY

LIMITED

Passed the 8th day of FEBRUARY 19 71.

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at the Registered Office of the Company

on the 8th day of February, 19 71, the following

† SPECIAL

Resolution was duly passed:—

* 1. That the Articles of Association of the Company be altered as follows:

(i) By deleting the word and number "and 77" in Article I and by substituting therefor the numbers and word "77 and 118".

(ii) By deleting Article 4 and by substituting therefor the following New Article:

4. The Share Capital of the Company at the time of the adaption of these Articles is £15,000 divided into 5,000 "A" Ordinary Shares of £1 each and 10,000 Ordinary Shares of £1 each. Save as provided by Article 13A hereof, the "A" Ordinary Shares and the Ordinary Shares shall rank equally in all respects.

(iii) By inserting immediately after Article 13 the following new Article, to be numbered 13A, under the heading "Dividends":—

13A. Subject to the holders of any Shares entitled to any priority, preference or special privileges as to dividends, the profits of the Company which it shall from time to time be determined to divide among the Members in respect of any year or other period shall be applied in paying to the holders of "A" Ordinary Shares and the holders of Ordinary Shares Dividends for such year or other period at such respective rates (if any) as may be declared by the Company in General Meeting to the intent that dividends at different rates may be declared on each class of Share and a dividend

/Cont'd.....

† Insert "Special" or "Extraordinary" as the case may be.

‡ Where this form is returned to the Publishers to be printed, they will fill in the correct references to the Sections under which the Resolution was passed.

* This copy Resolution must be signed by the Chairman of the Meeting or a Director or the Secretary of the Company.

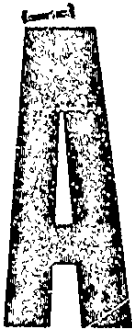
The copy Resolution must then be filed with the Registrar of Companies within 15 DAYS after the passing of the same.

22 AUG 1971

may be declared on one class to the exclusion of the other ((but so that the rate of Dividend (if any) declared on the Ordinary Shares shall not exceed that rate of Dividend (if any) declared on the "A" Ordinary Shares)). All Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the Dividend is paid, but no amount paid or credited as paid on a Share in advance of calls shall be treated for the purpose of this Article as paid on the Share. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid; but if any Share is issued on terms providing that it shall rank for Dividend as from a particular date such Share shall rank for Dividend accordingly.

Permain
CHAIRMAN.

INDISTINCT ORIGINAL



THE COMPANIES ACTS 1948 TO 1976

Notice of new accounting reference date given after the end of an accounting reference period

Pursuant to section 3(2) of the Companies Act 1976

32

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

154

Name of company

DISTINCTIVE CLOTHING CO.

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(2) of the Companies Act 1976 that the company's new accounting reference date on which the previous 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:

Company number	Day	Month
670438	31	01

†delete as appropriate

The previous 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
30	04	1982

‡delete as appropriate

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

_____, company number _____

the accounting reference date of which is _____

§delete as appropriate

Signed

A. G. Cowans

[Director] [Secretary]§ Date 26th April, 1982

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

For official use

Data punch

General section

Post room



No. 670438

THE COMPANIES ACT 1985 & 1989

COMPANY LIMITED BY SHARES

RESOLUTION OF
DISTINCTIVE CLOTHING CO. LIMITED

PASSED 16TH OCTOBER 1992

At an Extraordinary General Meeting of the above named Company duly convened and held at Aldwych House, 81 Aldwych, London WC2B 4RP on 16th October 1992 at 3 45 pm the following Resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT: Clause 69 in Part 1 of Table A shall not apply to the Company and the following Article shall be added immediately following Article 8 to the existing Articles of Association as new Article 8A:

The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:-

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the

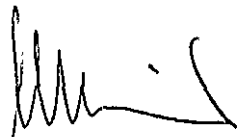
Z938/PGAPOST

meeting at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll taken at any time after it is demanded, be deposited as aforesaid after the poll has been demanded and at any time before the time appointed for the taking of the poll; or

(c) where the poll is not taken forthwith but is taken at any time after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.


.....
CHAIRMAN

G

COMPANIES FORM No. 225(1)

225(1)

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

Please do not write in this margin.

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

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

1. To the Registrar of Companies
(Address overleaf—Note 6)

Company number

670438

*Insert full name of company.

Name of company

* DISTINCTIVE CLOTHING CO. LIMITED

Note

Details of day and month in 2, 3 and 4 should be the same.

Please read notes 1 to 5 overleaf before completing this form.

†Delete as appropriate.

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

Day Month

3 0 0 9

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

Day Month Year

3 0 0 9 1 9 9 3

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [parent]† undertaking of _____

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

†Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate.

6. Signed [Signature] Designation† DIRECTOR Date 16.10.92

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

For official use
D.E.B.



Post room

Declaration in relation to assistance for the acquisition of shares.

155 (6) a

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

**To the Registrar of Companies
(Address on page 3)**

For official use

Company number

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670438

Name of company

Distinctive Clothing Co. Limited

Name(s) and address(es) of all the directors

1/We David Franklin Goldwater of 7 Wilson Gardens, Gosforth Newcastle upon Tyne NE3 4JA 4JA M,
2/Alan Coulter of 1 Woodburn Square, Whitley Bay, Tyne & Wear NE26 3JC

~~THE DIRECTORS~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

5. Delete whichever is inappropriate

[illegible]

(c) something other than the above\$

The company is proposing to give financial assistance in connection with the acquisition of shares in the [company] ~~for company's holding company~~

The assistance is for the purpose of [that acquisition] [acquiring or displaying good will] [located in the XX
purpose of the XXXXXXXXXX]

The number and class of the shares acquired or to be acquired is:

10,000 Ord Shares of 1 pound ea. and 5,000 'A' Ord Shares of 1 pound ea.

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

Cameron Markby Hewitt
Sceptre Court
40 Tower Hill
London EC3N 4BB

CNS/Z2326/0005

For official use

General Section

Post Room

COMPANIES HOUSE
7 NOV 1992
M 1

The assistance is to be given to: (note 2) _____

Please do not
write in
this margin

Handmagic Limited ("Handmagic") whose registered office is at 53 Grey Street
Newcastle upon Tyne NE1 6EE

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

The assistance will take the form of:

See Schedule 1 attached.

The person who ~~has acquired~~ [will acquire]* the shares is:

*Delete as
appropriate

Handmagic Limited

The principal terms on which the assistance will be given are:

See Schedule 2 attached.

The amount of cash to be transferred to the person assisted is £ 300,000

The value of any asset to be transferred to the person assisted is £ N/A

The date on which the assistance is to be given is 16th October 19 92

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts (note 3).

(a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3).

~~(b) [I/We have formed the opinion that the company will be able to pay its debts in full within 12 months of the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts (note 3).]~~

And I/we 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

Aldwych House
Aldwych
London WC2

the sixteenth day of October

one thousand nine hundred and 99

before me Jac Gump

Declarant to sign below

[Signature]
[Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

SCHEDULE 1

1. A Guarantee and Debenture (the "Bank Guarantee and Debenture") given by the Company (jointly with Handmagic) in favour of Barclays Bank PLC (the "Bank");
2. A Guarantee and Debenture (the "Loan Note Guarantee and Debenture") given by the Company in favour of Mr Werner Maier ("Mr Maier");
3. A Loan Agreement (the "Loan Agreement") between the Company as Lender and Handmagic as Borrower.

81480(44)

SCHEDULE 2

1. Under the Bank Guarantee and Debenture by way of a guarantee by the Company of all liabilities of Handmagic to the Bank, and by way of fixed and floating charges over the entire assets and undertaking of the Company securing (inter alia) the liabilities of the Company and Handmagic to the Bank;
2. Under the Loan Note Guarantee and Debenture by way of a guarantee by the Company of the liabilities of Handmagic to Mr Maier under the terms of a Loan Note dated 16th October 1992, and by way of fixed and floating charges over the entire assets and undertaking of the Company securing the liabilities of the Company under such guarantee;
3. Under the Loan Agreement by agreeing to lend £50,000 to Handmagic for the purposes of paying certain costs incurred in connection with (inter alia) the acquisition of the Company's shares.

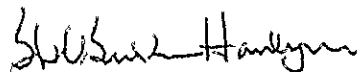
REPORT OF THE AUDITORS TO THE DIRECTORS OF DISTINCTIVE CLOTHING CO
LIMITED FOR THE PURPOSES OF SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the statutory declaration of the directors dated
16 October 1992 in connection with the proposal that the company should
give financial assistance for the purchase of its entire issued share
capital.

We have enquired into the state of affairs of the company.

We are not aware of anything to indicate that the opinion expressed by
the directors in their statutory declaration as to any of the matters
referred to in section 156(2) of the Companies Act 1985 is unreasonable
in all the circumstances.

Chartered Accountants
Registered Auditors



DATE: 16 October 1992

670438

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

DISTINCTIVE CLOTHING CO LIMITED
(Adopted on 16th October 1992)

PRELIMINARY

1. Regulations numbered 41, 53, 64, 65, 73, 74, 75, 76, 77, 78, 79, 80, 81, 90, 91, 93, 94 and 118 of Table A in the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) ("Table A") shall not apply to the Company. The remaining regulations of Table A shall, together with the following regulations, constitute the Articles of Association of the Company.

SHARES

- 2.(A) The share capital of the Company at the date of adoption of these Articles is £15,000 divided into 5,000 "A" ordinary shares of £1 each and 10,000 ordinary shares of £1 each.
- (B) The shares in the capital of the Company from time to time shall be under the control of the Directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Companies Act 1985 ("the Act")) of the Company to such persons and generally on such terms and in such manner as they think fit.
- (C) The general authority conferred by paragraph (B) of this Article shall extend to all relevant securities of the Company which are unissued at the date of adoption of these Articles, and shall expire on the fifth anniversary of such date unless varied or revoked or renewed by the Company in general meeting.
- (D) The Directors shall be entitled under the general authority conferred by this Article 2 to make, at any time before the expiry of such authority, any offer or agreement which will or



may require relevant securities to be allotted after the expiry of such authority.

3. The provisions of Section 89(1) and Section 90 sub-sections (1) to (6) of the Act shall not apply to the Company.
4. The lien conferred by regulation 8 of Table A, shall extend to fully paid shares, and to all shares registered in the name of any person indebted or under liability to the Company to the extent of such liability or indebtedness, whether such person shall be the sole registered holder or one of several joint holders.
5. The transferor of a share shall be deemed to remain the holder of it until the name of the transferee is entered in the register of members in respect of such share.
6. Subject to the provisions of Article 28, the Directors may in their absolute discretion refuse to register any transfer of any share whether or not it is a fully paid share without giving any reason for such refusal.

GENERAL MEETINGS

7. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if any votes shall not be counted which ought to have been counted, the error shall not affect the result of the relevant resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to affect the result of the relevant resolution.
8. A resolution in writing signed or approved by letter, facsimile transmission or telex by or on behalf of all the members or all the holders of a class of shares (as the case may be) for the time being entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company or a separate meeting of such class (as the case may be) duly convened and held and when signed or approved may consist of several documents each signed or approved by one or more of the persons aforesaid.
9. In the case of a member which is a corporation the signature of any director or the secretary of that corporation or, in the case of a share registered in the name of joint holders, the signature of any one of such joint holders, shall be deemed to be and shall be accepted as the signature of the member concerned for all purposes including the signature of any form of proxy and the signature of any resolution in writing or other document signed or approved pursuant to Article 8.
10. Any director or the secretary of a corporation which is a member shall be deemed to be a duly authorised representative

of that member (i) for the purpose of agreeing to short notice of, or attending and voting at, any general meeting of the Company and (ii) without prejudice to the generality of the foregoing, for the purpose of regulations 40 and 54 of Table A.

11. If, within half an hour from the time appointed for holding a general meeting, a quorum is not present the meeting (if convened upon the requisition of members) shall be dissolved. In any other case the meeting shall stand adjourned to the same time, place and day in the next week or otherwise as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

DIRECTORS

12. Unless otherwise determined by the Company in general meeting the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall not be less than two.
13. The quorum for meetings of the Directors shall be two Directors present in person or by an alternate, provided that one alternate representing two Directors shall not constitute a quorum.
14. Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office any alternate Director so appointed by him.
15. The Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
16. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed the number (if any) fixed by or in accordance with these Articles as the maximum number of Directors.
17. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but if the number of Directors is reduced below the number fixed by or in accordance with these Articles, the Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
18. The Directors may appoint one of their number to be Chairman of the Board of Directors and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of the Directors at which he is present but if there is no Director holding that

office or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairman of the meeting.

19. A Director or former Director shall not be accountable to the Company or the members for any benefit of any kind referred to in regulation 87 of Table A and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.
20. Notwithstanding Section 293 of the Act, a person who has attained the age of seventy shall be capable of being appointed or elected a Director and a Director shall not be required to vacate his office at the conclusion of the annual general meeting commencing next after he attains that age. It shall not be necessary (i) to give special notice of a resolution appointing a Director who has attained the age of seventy or (ii) for the notice of any resolution appointing such a person to state the age of the person proposed to be appointed as a Director
21. Subject to the Act and provided he has disclosed his duty or interest to the Directors a Director (including an alternate Director) may vote as a Director in regard to any matter, contract or arrangement in which he has, directly or indirectly, an interest or duty which is material and he shall be included in determining the quorum for any meeting at which such matter, contract or arrangement is considered.
22. The office of a Director shall be vacated if the Director:
 - (a) ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes in the opinion of the other Directors incapable by reason of mental disorder (within the meaning of the Mental Health Act 1983) of discharging his duties as a Director; or
 - (d) resigns his office by notice in writing to the Company; or
 - (e) absents himself from meetings of the Directors during a continuous period of six months without leave of absence from the Directors and within three months they resolve that by reason of such absence he vacates his office; or
 - (f) is removed from office pursuant to Article 27.

DIRECTORS' MEETINGS AND RESOLUTIONS

23. A resolution in writing signed or approved by letter or facsimile transmission by each Director or his alternate who was entitled at the relevant time to receive notice of a meeting of the Directors or of a committee of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors (or, as the case may be, of that committee) duly convened and held and when signed or approved as aforesaid may consist of several documents in similar form each signed or approved by one or more of the persons aforesaid.
- 24.(A) The Directors, or a committee of the Directors, may hold meetings by telephone (whether by using conference telephone facilities or by a series of telephone conversations) or by means of facsimile transmissions addressed to the Chairman. The views and decisions of the Directors, or of a committee of the Directors, as ascertained and evidenced by such telephone conversations or facsimile transmissions and communicated to the Chairman shall be treated as votes in favour of or against a particular resolution. A resolution passed at any meeting held in this manner, and signed by the Chairman, shall be conclusive evidence thereof and shall be as valid and effectual as if it had been passed at a meeting of the Directors or, as the case may be, of a committee of the Directors duly convened and held. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting is then present.
- (B) In determining whether the quorum requirements fixed by or in accordance with these Articles are fulfilled as regards the transaction of business at any meeting of the Directors or of a committee of the Directors, the following shall be counted in the quorum:
- (i) in the case of a resolution approved by a meeting of the Directors or of a committee of the Directors held by telephone communication, all Directors participating in such meeting;
 - (ii) in the case of a meeting of the Directors or of a committee of the Directors, the Directors actually present at such meeting and any other Director in telephone communication with such meeting; and
 - (iii) in the case of a meeting held by means of facsimile transmissions, all Directors participating in such meeting by that means.
- (C) References in paragraphs (A) and (B) above to a Director shall include references to an alternate Director who at the relevant time is entitled to receive notice of and to attend a meeting of the Directors or, as the case may be, the relevant committee of the Directors.

ADDITIONAL POWERS OF DIRECTORS

25. Subject to the provisions of the Act, the Directors may at any time, without any sanction or approval given by the members of the Company in general meeting, declare and pay dividends, including interim and final dividends, in accordance with the respective rights of the members. Regulation 103 of Table A shall be modified accordingly. Any two Directors for the time being of the Company are hereby appointed as and shall constitute a committee of the Directors appointed pursuant to regulation 72 of Table A with full authority to exercise all powers of the Directors under these Articles to declare and pay dividends.

26. Subject to the provisions of the Act, the Directors may at any time, without any sanction or approval given by the members of the Company in general meeting, capitalise any sums standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account (in each case whether or not such sum is available for distribution) by appropriating such sum to the holders of ordinary shares registered at a specified date in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend on the ordinary shares and applying such sum on their behalf in paying up in full unissued ordinary shares (or, with the approval of an ordinary resolution of the Company subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment credited as fully paid to them in the proportions aforesaid. The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation and allotment, with full power to the Directors to make such provisions as they think fit as regards fractional entitlements which would arise on the aforesaid basis, including provisions for rounding or ignoring fractional entitlements. The Directors may authorise any person to enter on behalf of all the members interested in any such capitalisation and allotment into an agreement with the Company providing for any such capitalisation and allotment and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

MAJORITY SHAREHOLDERS' RIGHTS

27. Any person or persons for the time being holding a majority of the ordinary shares of the Company in issue may from time to time by notice to the Company remove from office any or all of the Directors and may in like manner appoint any person or persons as a Director or Directors of the Company. Any such notice shall be in writing and signed by the holder or holders of such majority and in the case of a body corporate may be

signed on its behalf by any one of its Directors and shall take effect on and from the time at which it is received at the registered office of the Company or handed to the Chairman of any meeting of the Directors.

28. The Directors shall have no power pursuant to Article 6 to refuse to register any duly executed transfer of a fully paid share which is registered in the name of, or beneficially owned by, a person for the time being holding a majority of the ordinary shares of the Company in issue, and accordingly the Directors shall be bound to, and shall, register such a transfer without delay.

INDEMNITY

29. Subject to the provisions of the Act but without affecting any indemnity to which a Director may otherwise be entitled:
- (a) No Director or other officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in consequence of the execution of the duties of his office or in relation thereto;
 - (b) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against any losses or liabilities incurred by him
 - (i) in defending any civil or criminal proceedings in which he is acquitted or judgment is given in his favour; and
 - (ii) in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; and
 - (iii) in or about the execution of the duties of his office or otherwise in relation thereto.