

Number of Company: 739600

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

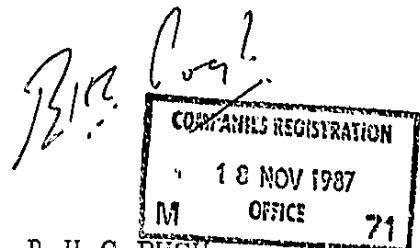
G.U.S. CATALOGUE ORDER LIMITED

Passed 10th November 1987

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at Universal House, Devonshire Street, Manchester, on the 10th day of November 1987, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That the Regulations contained in the printed document submitted to the members and signed by a Director for the purpose of identification, be and hereby approved and adopted as the Articles of Association of the Company in the substitution for and to the exclusion of all existing Articles of Association whatsoever.



R H C PUGH
Chairman

No. 737600

These are the Regulations referred to in the Special Resolution of the Company passed on 10th November 1987

B.K. Pugh
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DIRECTOR

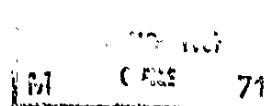
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
OF
G.U.S CATALOGUE ORDER LIMITED

(Adopted 10th November)
1987

PRELIMINARY

1. The regulations contained in Table 'A' in the Companies (Tables A to F) Regulations 1985 made pursuant to Section 8 of the Companies Act 1985 (such table and Act being hereinafter referred to respectively as 'Table 'A'' and 'the Act') shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 8, 24, 33, 40, 50, 53, 54, 64 73-80 (inclusive), 88, 94, 95 and 98 in Table 'A' shall not apply to the Company and, in addition to the remaining clauses in Table 'A' as varied the following shall be the regulations of the Company.
2. The Company is a private limited company and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.



SHARES

3. The share capital of the Company as at the date of adoption of these Articles of Association is £5,374 divided into 874 Ordinary Shares of £1 each, 4,000 (6%) Cumulative 1st Preference Shares of £1 each and 500 (6%) Redeemable Cumulative Participating 2nd Preference Shares of £1 each.
4.
 - a) The whole of the shares of the Company for the time being unissued shall be under the control of the Directors, who are unconditionally authorised for the purposes of Section 80 of the Act generally to allot at any time during the period of 5 years from the date of the adoption of this regulation any relevant securities (as defined by Section 80 (2) of the Act) up to an amount equal to the amount of the authorised share capital of the Company as at the date of adoption of these Articles from time to time unissued during the period of such authority.
 - b) The Directors shall be entitled under the general authority conferred by Regulation 4 (1) above to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
 - c) Section 89 (1) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) in the Company.
5. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.
6. Subject to the provisions of Part V, Chapter VII of the Act the Company may:-
 - a) issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
 - b) purchase its own shares (including any redeemable Shares);
 - c) make a payment in respect of the redemption or purchase under Sections 159 to 161 or (as the case may be) Section 162 of the Act of any of its shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares.

LIENS AND CALLS

7. a) The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares standing registered in the name of any member whether solely or one of two or more joint holders for all monies presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien, if any, on a share, shall extend to all dividends payable thereon.
- b) The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of Table 'A' of the words 'and all expenses that may have been incurred by the Company by reason of such non-payment'.

PROCEEDINGS AT GENERAL MEETINGS

8. Subject to any special rights or restrictions as to the voting attached to any shares by or in accordance with these Articles, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or proxy not himself being a member shall have one vote and on a poll every member who is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote for every £1 in nominal amount of ordinary share capital of which he is the holder.
9. a) A resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend the vote at General Meetings or by their proxies (or being corporations by their duly authorised representatives) or by their attorneys shall be as effective for all purposes as a resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members of their proxies (or being corporations by their duly authorised representative) or by their Attorneys.
- b) A resolution to which every member has signified his approval by cable telex telegram telemessage or facsimile transmission shall be as effective for all purposes as a resolution duly passed at a General Meeting of the Company duly convened and held.

10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business: save as herein otherwise provided two members present in person or by proxy or (if a corporate member) by a duly authorised representative shall be a quorum: and in the case of an equality of votes, whether on a show of hands or on a poll the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

DIRECTORS

11. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one nor shall it be subject to any maximum.
12. A Member or Members holding a majority in nominal value of the issued Ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or directors either as an additional Director or Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the Member or Members making the same, or in the case of a Member being a company signed by one of its directors on its behalf and shall take effect upon lodgment at the registered office of the Company.
13. The Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing directors.
14. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing directors.
15. No person shall be disqualified from becoming a Director by reason of his attaining or having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.
16. A Director who declares his interest therein in manner provided by the Act 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 counted in the quorum when any such contract or arrangement is under consideration.

17. A resolution in writing signed by all the Directors or a resolution to which all such Directors have signified their approval by cable, telex, telegram, telemessage or facsimile transmission shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors, but so that the expression 'Director' in this Article shall not include an alternate Director unless he has been appointed by a Director who is for the time being absent from the United Kingdom.
18. a) Subject to the provisions of these regulations, the Directors may regulate their proceedings as they think fit.
- b) A Director, may and the Secretary at the request of any Director shall, call a meeting of Directors.
- c) questions arising at a meeting shall be decided by a majority of votes.
- d) In the case of any equality of votes, the Chairman shall have a second or casting vote.
- e) A Director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
- f) It shall be necessary to give notice of meetings to Directors who are absent from the United Kingdom provided that such Directors have given to the Company forwarding addresses and despatch of notices to such addresses shall be deemed good and effective notice pursuant to these Regulations.
19. Directors, or if appropriate, their alternates may participate in a meeting of Directors or committee thereof by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other; participation by such means shall be deemed to constitute presence in person and business so transacted shall be as effective for all purposes as a meeting of the Directors duly convened and held with all Directors present.

ASSOCIATE DIRECTORS

20. (a) The Directors shall have power from time to time to designate any person or persons in the employment of the Company not being Directors as an Associate Director or Associate directors of the Company and also at any time to revoke such designation as regards any person so appointed.
- (b) The designation of a person as an Associate Director shall not confer upon him the status of a Director or entitle him to vote at meetings of the Directors or to attend such meetings of the Directors or to attend such meetings unless specifically invited to attend; none of the provisions of these Regulations or of the Act and the Company Directors Disqualification Act 1986 concerning Directors shall apply to an Associate Director.
- (c) A person designated as an Associate Director shall not unless the Directors otherwise determine be entitled to any additional remuneration on that account and the terms of any service agreement between the Company and such a person shall in no way be affected by his designation as an Associate Director or by the revocation thereof. He shall be entitled to be described as an Associate Director of the company so long as he shall continue to be so designated.