

Number of
Company }

948872 / 1

THE COMPANIES ACTS 1948 to 1967

REGISTERED

27 FEB 1969

DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

EXTRUDED FABRICS
LIMITED

Attended by

Presentor's Reference WJC/10284

Addleshaw, Sons & Latham, Solicitors,

Dennis House, Marsden Street,

Manchester M2 1JD.

Form No. 41
(No filing fee payable)

The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street,
Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

I, William James Clark

of Dennis House, Marsden Street,

in the City of Manchester

Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (a) a Solicitor

of the Supreme Court engaged in the formation

of

EXTRUDED FABRICS

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 Manchester in the
County of Lancaster

the 18th day of February
one thousand nine hundred and
sixty-nine

WJ Clark

Before me,

J. J. Smith

A Commissioner for Oaths [or Notary Public or
Justice of the Peace]

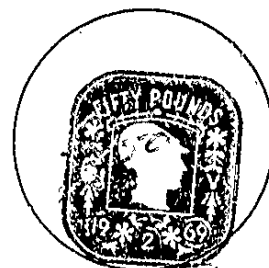
Note.—This margin is reserved for binding and must not be written across.

NO. OF COMPANY.....948872 2

COMPANY HAVING A SHARE CAPITAL.

REGISTERED

27 FEB 1969



Inland
Revenue
Duty Stamp
to be
impressed
here.

NAME OF

COMPANY.....

EXTRUDED FABRICS

LIMITED.

Statement of the Nominal Capital

made pursuant to Section 112 of the Stamp Act, 1891.

(NOTE.—The stamp duty on the Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

The Nominal Capital of the above-named Company is £10,000.

Signature.....

C. H. H. X

Date.....

17th February 1969

Description..... Director

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

CAT. NO. C.A. 25.

5894 (7) 23

JORDAN & SONS,

LIMITED

Company Registration Agents, Printers & Publishers,

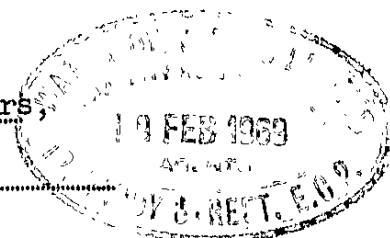
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Presented for registration by

Addleshaw, Sons & Latham, Solicitors,

Dennis House, Marsden Street,

Manchester M2 1JD.



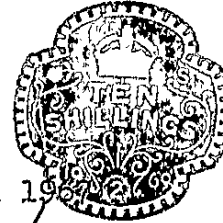
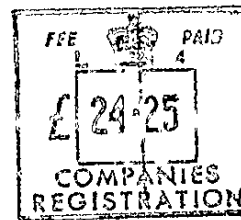
THE COMPANIES ACTS 1948 and 1967

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION
of

EXTRUDED FABRICS LIMITED

Addleshaw, Sons & Latham,
Solicitors,
MANCHESTER, M2 1JD.



REGISTERED

27 FEB 1969

THE COMPANIES ACTS 1948 and 1965

COMPANY LIMITED BY SHARES

948872 3

MEMORANDUM OF ASSOCIATION
of

EXTRUDED FABRICS LIMITED

1. The name of the Company is "EXTRUDED FABRICS LIMITED."
2. The Registered Office of the Company shall be situate in England.
3. The objects for which the Company is established are:
 - (A) To carry on the trade or business of manufacturers, refiners and developérs of, wholesalers and retailers of and importers; exporters, merchants of and dealers in, all kinds of chemicals, minerals, metals and other substances whether natural or artificial including in particular, but without limitation, polymers, plastics and artificial or synthetic materials of every description, metals, glass-fibres and spheres, asbestos and carbon fibres, textiles and manmade fibres and the compounds, combinations, intermediates, by products and derivatives thereof; manufacturers of and dealers in plastic and metallic extrusions, mouldings, injection mouldings and other extrusions manipulations and processing of plastic, metallic, fibrous and textile substances or materials and any other natural or artificial substances which combine with or are carried by the extrudate or used in such manipulations and whether combined or compounded or not; manufacturers of and dealers in netting, mesh, webs, skeins, plaits, braids, linings, bondings, perforated sheets and tissues, filters, screens and sieves; manufacturers of and dealers in raw materials of granular, powdered, pellicular or any other form used for the production of plastic or synthetic products and of and in all other component parts

thereof whether natural or artificial and whether plastic metallic fibrous or otherwise and to carry on promote and encourage scientific and practical experiment, research and development work in relation to any new material or substance or the application of any chemical or other process to any material or substance and to develop and assist in the development of any new or improved technical and industrial processes

(B) To buy, sell, manufacture, refine, manipulate, import, export and deal in all substances, apparatus and things capable of being used in or in connection with any such business as aforesaid, or required by any customers of and persons having dealings with the Company either by wholesale or retail.

(C) To receive, take in, warehouse, and store goods and materials of all kinds either on deposit or for safe custody, and generally carry on the business of storing and warehousing goods and materials of all kinds.

(D) To import, export, manufacture, buy, sell treat and deal in all kinds of plant, machinery, materials, chemicals and all other articles and things necessary and useful for the carrying on of any of the above businesses.

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(E) 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 or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(F) 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, or fixed or movable machinery, tools, boilers, plant, implements, patterns, stock-in-trade, patents and patent rights, 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.

(G) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, bridges, railways, tramways, waterways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses, gas works, electric works, drainage and sewage works and buildings of all descriptions, 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.

(H) 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.

(I) 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 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

(J) 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.

(K) To invest and deal with the monies 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.

(L) 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 and others having dealings with the Company and to give guarantees or become security for any such persons, firms or companies.

(M) 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

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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.

(N) 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.

(O) 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.

(P) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, 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, corporation, company 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.

(Q) 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.

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(R) 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.

(S) 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.

(T) To grant pensions, allowances, gratuities, and bonuses, either in lump sums or recurring payments, or partly in one way and partly in the other way, to directors or ex-directors, officers or ex-officers, and employees or ex-employees of the Company or its predecessors in business or the dependants of such persons, and for that purpose to establish, maintain and administer any pension or superannuation funds and to establish and support or aid in the establishment and support of any educational, scientific, literary, religious, or charitable institutions or trade societies, whether such societies be solely connected with the trade carried on by the Company or its predecessors in business or not, and any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or of the persons employed by the Company or its predecessors in business, and to subscribe or guarantee money for charitable or benevolent objects calculated to promote the interests of the Company.

(U) 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 commission to brokers and others for underwriting, placing selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock or securities of this Company.

(V) 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

(W) 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.

(X) 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.

(Y) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place, and to establish branch businesses and local agencies in any part of the world.

(Z) 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 Capital of the Company is £10,000 divided into 10,000 Ordinary Shares of £1 each.

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WE, the several persons whose names and 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

No. of Shares
taken by each
Subscriber

Signature	<i>Asst. Mgr.</i> ALBERT JOHN HOWELL	ONE
Residential Address	SYLVAN LODGE BROAD ROAD SALFORD	
Occupation	CHESHIRE COMPANY SECRETARY	
Signature	<i>Wm. Jones</i> WILLIAM CHARLES MICHAEL JONES	ONE
Residential Address	SANDFORD LODGE COTE BRACK, NEAR TARPORLEY, CHESHIRE	
Occupation	SYNTHETIC FIBRE MERCHANT.	

DATED this 14th day of February 1969

WITNESS to all the above signatures :-

WITNESSES
FIDELIS

Signature: *Jonathan All*
ROOKERY FARM
MANLEY,
CHESHIRE
SALES DIRECTOR

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10/

27 FEB. 1969

EXTRUDED FABRICS LIMITED

- DAVID GARLAND FILDES
WILLIAM CHARLES MICHAEL JONES
HAROLD TAYLOR
TERENCE COLWYN PEARSON
ALBERT JOHN HOWELL.

6. 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; Clause 34 of Table A shall be modified accordingly.
7. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or by all the members of a committee for the time being shall

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be as valid and effectual as a resolution passed at a meeting of the Board or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed by one or more Directors or members of the Committee concerned.

8. CLAUSE 58 of Table A shall be modified to the extent that a poll may be demanded by two members present in person or by proxy instead of three members as therein provided.

9. CLAUSE 88 of Table A shall not apply to the Company.

10 THE office of a Director shall be vacated -

- (a) If he become bankrupt or insolvent or compound with his creditors.
- (b) If he become of unsound mind or be found a lunatic.
- (c) If he be convicted of an indictable offence (other than and except an offence arising out of or connected with the ownership or driving of a motor or other vehicle, or an offence connected with any such vehicle, or in anywise relating thereto).
- (d) If he absent himself from the Meetings of Directors for a period of six months without special leave of absence from the other Directors.
- (e) If he resigns his office by one calendar month's notice in writing given to the Directors.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Minute Book stating that such Director has ceased to be a Director of the Company.

11. THERE shall not be any age limit for Directors and Section 185, Sub-sections (1) to (6) of the Act shall not apply to the Company.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Signature *Albert John Howell*
residential address SYLVAN LODGE
BROAD ROAD
SALE CHESHIRE
occupation COMPANY SECRETARY.

Signature *William Charles Michael Jones*
residential address STANFORD LODGE
COTE BROOK NEAR TILFORD
CHESHIRE
occupation SYNTHETIC FIBRE MERCHANT

DATED this 14th day of February 1969

Witness to the above Signatures :-

Signature of witness
residential address
occupation

Jonathan Sils
ROOKERY FARM.
MANLEY.
CHESHIRE
SALES DIRECTOR.



CERTIFICATE OF INCORPORATION

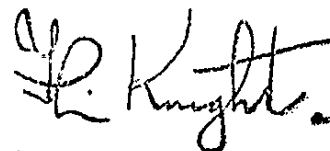
No. 948872

I hereby certify that

EXTRUDED FABRICS LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **27TH FEBRUARY, 1969.**



Assistant Registrar of Companies