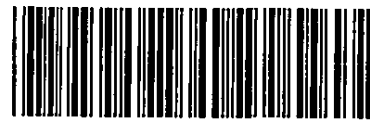


Company Number 01022904

THE COMPANIES ACT 2006

WEDNESDAY



A34 *A82M6PKL* 456
01/12/2010
COMPANIES HOUSE

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

‘V’ LINE CARPETS LIMITED (the “Company”)

Circulation Date: 16 November 2010

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being the sole eligible member of the Company irrevocably agree that the following Resolution numbered (1) below is passed as an ordinary resolution and that the Resolution numbered (2) below is passed as a special resolution

ORDINARY RESOLUTION

- 1 **THAT** for the purpose of paragraph 47 of Part 3 of Schedule 4 to The Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, authorisation of any situation in which a director of the Company has, or can have, an interest which conflicts, or possibly may conflict, with the Company may be given in accordance with section 175(5)(a) Companies Act 2006

SPECIAL RESOLUTION

- 2 **THAT** the regulations contained in the printed document attached to these Resolutions marked “A” and for the purposes of identification signed by the Chairman of the Meeting are approved and adopted as the Articles of

Association of the Company in substitution for and to the exclusion of all the
existing Articles of Association of the Company

Signed

A handwritten signature in black ink, appearing to read 'Alan R. Bullock', with a large, stylized loop at the beginning.

for and behalf of Victoria plc

Print Name

ALAN R BULLOCK

Date of Signature

17. 11. 2010

1 You may either

1 1 agree to both of the above resolutions, or

1 2 decline to agree to either of the above resolutions

You may not agree to one of the resolutions but not the other

2 If you agree to the above resolutions please indicate your agreement by signing and dating this document where indicated and returning it to the Company not later than 11 59 p m on 17 November 2010 using one of the following methods

2 1 **By Hand** deliver it by hand to Terry Danks at Worcester Road, Kidderminster, Worcestershire DY10 1HL,

2 2 **By Post** send it by post to Terry Danks at Worcester Road, Kidderminster, Worcestershire DY10 1HL,

2 3 **By Email** email a scanned copy to terry.danks@victoriacarpets.com marked for the attention of Terry Danks, please enter "Written Resolutions Circulation Date 2010" in the subject line

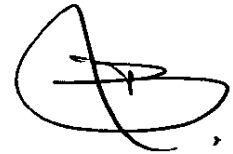
If the Company has not received sufficient agreement by that date, the resolutions will lapse

3 Once you have indicated your agreement to the resolutions, you may not revoke that agreement

4 If you do not agree to the above resolutions, you need not do anything If no response is received from you as indicated above, you will be counted as withholding your agreement to the above resolutions

Private & Confidential

Company Number 01022904



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

'V' LINE CARPETS LIMITED

(Adopted by a Special Resolution passed on 18 November 2010)

1 Defined terms

1.1 In these articles:

“CA 2006” means the Companies Act 2006;

“Default Articles” means the regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1948 as amended;

“eligible director” means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter); and

“Model Articles” means the regulations contained in Schedule 3 to The Companies (Model Articles) Regulations 2008.

1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Model Articles and CA 2006, in each case as in force on the date when these articles become binding on the Company.

1.3 Headings in these articles are used for convenience only and shall not affect the construction or interpretation of these articles.

1.4 A reference in these articles to an “article” is a reference to the relevant article of these articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

(a) any subordinate legislation from time to time made under it, and

(b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

1.6 Any phrase in these articles or the Model Articles introduced by the terms

“including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2 Adoption and variation of Model Articles

- 2.1 The Default Articles shall not apply to the Company.
- 2.2 Subject as provided in these articles the Model Articles shall apply to the Company.
- 2.3 Model Articles 7, 13(3), 16 and 21 shall not apply to the Company.
- 2.4 The Model Articles and these articles take effect always subject to article 16.

3 Directors' interests in transactions or arrangements with the Company

- 3.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is in any way directly or indirectly interested, that director shall be counted as participating in the decision making process for quorum and voting purposes provided that the relevant interest either:
 - (a) has been duly declared in accordance with section 177 or section 182 CA 2006, as the case may require; or
 - (b) is not required by the terms of either of those sections to be declared.
- 3.2 So long as the relevant interest falls within article 3.1(a) or 3.1(b), a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction with the Company:
 - (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
 - (b) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision or majority, in respect of any such matter or proposed matter in which he is interested;
 - (c) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director; and
 - (d) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested.

4 Directors' conflicts of interest

- 4.1 For the purposes of section 175(5)(a) CA 2006, the directors may authorise in accordance with these articles any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under section 175(1) CA 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.
- 4.2 In this article and article 5:

“authorise” means to authorise in accordance with section 175(5)(b) CA 2006 and **“authorisation”, “authorised”** and cognate expressions shall be construed accordingly;

a **“conflict of interest”** includes a conflict of interest and duty and a conflict of duties;

“conflicted Director” means a director in relation to whom there is a conflicting matter;

“conflicting matter” means a matter which would or might (if not authorised) constitute or give rise to a breach of the duty of a director under section 175(1) CA 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company; and

an interest or duty is **“material”** unless it cannot reasonably be regarded as likely to give rise to a conflict of interest.

4.3 The provisions of this article apply without prejudice (and subject) to the provisions of section 175(6) CA 2006. Nothing in these articles shall invalidate an authorisation.

4.4 A conflicted director seeking authorisation of any conflicting matter shall disclose to the directors the nature and extent of the conflicting matter as soon as is reasonably practicable. The conflicted director shall provide the directors with such details of the conflicting matter as are necessary for the directors to decide how to address the conflicting matter, together with such additional information as may be requested by the directors.

4.5 Any director (including the conflicted director) may propose that a conflicted director’s conflicting matter be authorised. Any such proposal, and any authorisation given by the directors, shall be effected in the same way as any other matter may be proposed to and resolved on by the directors under the provisions of these articles, except that:

- (a) the conflicted director and any other interested director shall not count towards the quorum nor vote on any resolution giving that authorisation; and
- (b) the conflicted director and any other interested director may, if the directors so decide, be excluded from any meeting of the directors while the conflicting matter and the giving of that authorisation are under consideration.

4.6 Where the directors authorise a conflicted director’s conflicting matter:

- (a) the directors may (whether at the time of giving the authorisation or subsequently):
 - (i) require that the conflicted director is excluded from the receipt of information, the participation in discussions and/or the making of decisions (whether at meetings of the directors or otherwise) related to the conflicting matter; and
 - (ii) impose on the conflicted director such other terms or conditions for the purpose of dealing with any actual or potential conflict of

interest which may arise from the conflicting matter as they may determine;

- (b) the conflicted director shall conduct himself in accordance with any terms or conditions imposed by the directors in giving that authorisation;
- (c) the directors may provide that, where the conflicted director obtains (otherwise than through his position as a director) information that is confidential to a third party, the conflicted director will not be obliged to disclose the information to the Company, or to use or apply the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence;
- (d) the terms of the authorisation shall be recorded in writing (but the authorisation shall be effective whether or not the terms are so recorded); and
- (e) the directors may revoke or vary the authorisation at any time but no such action will affect anything done by the conflicted director prior to that action in accordance with the terms of the authorisation.

4.7 A director who has directly or indirectly an interest or a duty in a matter which is material and which conflicts or may conflict with the interests of the Company shall be counted as participating in the decision making process for quorum and voting purposes, notwithstanding his interest or duty, at any meeting at which the matter is considered provided that:

- (a) he has disclosed the nature and extent of his interest or duty giving rise to his conflict of interest; and
- (b) where his conflict of interest is constituted by or arises from a conflicting matter of his, that conflicting matter (or any breach of his duty under section 175(1) CA 2006 by reason of that conflicting matter) has been authorised or ratified (either in accordance with these articles or by the members) and the director has not been required to be excluded from participation in discussions and/or the making of decisions related to the matter.

5 Additional provisions about directors' interests and conflicts

5.1 A director shall not, by reason of his office or of the resulting fiduciary relationship, be liable to account to the Company for any benefit which he (or a person connected with him) derives from:

- (a) an interest to which article 3.1(a) or article 3.1(b) applies; or
- (b) a conflicting matter authorised by the directors,

and no transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit.

5.2 If a question arises at a meeting of the directors about whether a director (other than the chairman of the meeting) has an interest or a conflict of interest for the purposes of articles 3 or 4, or if he can vote or be counted in the quorum, and the relevant director does not agree to abstain from voting on the issue or not to be counted in the quorum, the question must be referred to the chairman of the

meeting. The ruling of the chairman of the meeting about any other director is final and conclusive, unless the nature or extent of the director's interest (so far as it is known to him) has not been fairly disclosed to the directors.

5.3 If a question of the kind referred to in article 5.2 arises about the chairman of the meeting, the question shall be decided by a resolution of the directors. The chairman of the meeting cannot vote on the question but can be counted in the quorum. The directors' resolution about the chairman of the meeting is conclusive, unless the nature and extent of the chairman's interest (so far as it is known to him) has not been fairly disclosed to the directors.

5.4 The Company may by ordinary resolution ratify any transaction or arrangement which has not been properly authorised by reason of a contravention of these articles.

6 Decision-making by directors

6.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 7.

6.2 If:

(a) the Company only has one director; and

(b) no other provision of the articles requires it to have more than one director,

the general rule does not apply, article 7 does not apply, the quorum for meetings of the directors shall be one and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making, subject to articles 6.3 and 6.4.

6.3 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

6.4 Where a decision of the directors is taken by electronic means, that decision must be recorded in permanent form, so that it may be read with the naked eye.

7 Directors' decisions

7.1 Subject to article 7.2, a decision of the directors is taken in accordance with this article when either:

(a) all eligible directors indicate to each other by any means that they share a common view on a matter (and such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing, or may be in electronic form); or

(b) a proposed decision has been notified (by any means permitted by these articles) to all eligible directors and a majority of eligible directors indicate to each other by any means that they agree on that decision (and such a decision may take the form of a resolution in writing, copies of which have been signed by a majority of the eligible directors or to which a majority of

eligible directors has otherwise indicated agreement in writing, or may be in electronic form).

- 7.2 A decision may not be taken in accordance with this article or Model Article 18 if the eligible directors would not have formed a quorum at a directors' meeting.
- 7.3 Model Article 10(2) shall be read as if the final word was deleted and the words "two eligible directors" were added in its place.
- 7.4 For the purposes of any meeting (or part of a meeting) held in accordance with article 4 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for that meeting (or part of a meeting) is one eligible director.
- 7.5 Model Article 14(2) shall be read as if the words "to be counted" to "voting purposes" inclusive were omitted and the words "an eligible director for the purposes of that meeting (or part of a meeting)" were added in their place.
- 7.6 For the purposes of Model Articles 17 and 18, a written resolution of the directors may be in electronic form.

8 Officers' expenses

- 8.1 Model Article 24 shall be amended by the insertion of the words "(including alternate directors) and the secretary" before the words "properly incur".

9 General meetings and written resolutions

- 9.1 Model Article 80 has effect in relation to the right to receive notices of general meetings and proposed written resolutions and shall also apply to any person nominated in accordance with article 14 to receive any notice or document.
- 9.2 Article 14 has effect in relation to the right to be sent notices of general meeting and copies of proposed written resolutions.
- 9.3 A proxy or a representative appointed in accordance with section 323 CA 2006 may chair a general meeting if appointed to do so in accordance with Model Article 31(2).
- 9.4 Model Article 36(3) shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article.
- 9.5 Model Article 38(1) shall be amended by the insertion of the words "and a proxy notice which is not delivered in that form and that manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article.
- 9.6 For the purposes of section 297(1) CA 2006, a proposed written resolution lapses if it is not passed before the end of the period of fourteen days beginning with the circulation date.
- 9.7 No voting rights attached to a share may be exercised on any written resolution unless all amounts payable to the Company in respect of that share have been paid.

10 Allotment of shares

10.1 For the purposes of section 551 CA 2006 and subject to the provisions of articles 10.3 and 10.4, the directors are unconditionally authorised by this article at any time or times during the period of five years from the date of incorporation of the Company:

- (a) to allot equity securities in the capital of the Company (as defined in section 560 CA 2006); and
- (b) to make at any time before the expiry of the above authority any offer or agreement which would or might require equity securities to be allotted after the expiry of that authority,

but the authority given by this article may, subject to CA 2006, be renewed, revoked or varied by the Company at any time during that period by ordinary resolution and unless so renewed, revoked or varied, that authority shall expire at the end of that period.

10.2 The maximum nominal amount of share capital which or in respect of which the directors may allot, grant options or subscription or conversion rights, create, deal or otherwise dispose of in accordance with this article shall be £1000 or such other amount as shall be authorised by the company in accordance with article 10.1.

10.3 Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, all shares shall be issued to the persons, on the terms and conditions and with the rights, priorities, privileges or restrictions in each case as provided in the resolution creating or issuing the relevant shares. In the absence of any such provision, all shares shall be at the disposal of the directors who may issue them, subject to section 551 CA 2006, to such persons at such times and generally on such terms and conditions and with such rights, priorities, privileges or restrictions as they may think fit. Accordingly, and in accordance with section 570 CA 2006, sections 561(1) and 562 CA 2006 shall not apply to the Company.

10.4 No share shall be issued to any infant, bankrupt or person who, by reason of that person's mental health, is subject to a court order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have.

11 Transmission of shares

11.1 Nothing in these articles or the Model Articles releases the estate of a deceased member from any liability in respect of a share solely or jointly held by that member.

11.2 Model Article 68 shall be amended by the insertion of the words “, or the name of any person nominated under Model Article 66(1)(a),” after the words “the transmittee's name”.

12 Payment of dividends and other distributions

12.1 If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly.

12.2 Model Article 72(1) shall apply as if the words “either in writing or as the directors

may otherwise decide” were deleted from each of paragraphs (a) to (d) inclusive and replaced in each case by the words “in writing”.

13 Unclaimed distributions

- 13.1 Model Article 75(3)(a) shall apply as if the words “twelve years” were deleted and the words “six years” were inserted in their place.

14 Enjoyment or exercise of members’ rights

- 14.1 Any member may by notice in writing to the Company nominate another person or persons as entitled to enjoy or exercise all or any specified rights of that member in relation to the Company in accordance with section 145 CA 2006.
- 14.2 A member who has made a nomination in accordance with article 14.1 may vary or terminate that nomination by notice in writing to the Company.
- 14.3 The Company shall act in accordance with every notice of nomination, variation or termination given in accordance with article 14.1 or article 14.2.

15 Delivery of documents and information

- 15.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
 - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address; and
 - (c) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a working day.

- 15.2 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by CA 2006.
- 15.3 For the purposes of section 1147(3) CA 2006, where a document or information is sent or supplied by the Company to any member by electronic means, and the Company is able to show that it was properly addressed, it is deemed to have been received by the intended recipient one hour after it was sent (but subject to section 1147(5)).
- 15.4 Article 15.1 does not apply where a document or information is in electronic form

but is delivered by hand or by post or by other non-electronic means.

- 15.5 Where a document or information is sent or supplied to the Company by one person (the “agent”) on behalf of another person (the “sender”), the Company may require reasonable evidence of the authority of the agent to act on behalf of the sender.

16 Rights of holding company

- 16.1 Whenever Victoria plc (Registered Number 00282204) (the “holding company”), or any 90% subsidiary of the holding company, holds not less than 90% of the share capital of the Company conferring the right to attend and vote at all general meetings of the Company, the following provisions shall apply and to the extent of any inconsistency between this article and the other provisions of these articles, this article 16 shall prevail:

- (a) the holding company may at any time and from time to time appoint any person to be a director or remove from office any director (however that director was appointed), but so that in the case of a director holding an executive office his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract between him and the Company;
- (b) no shares or other securities shall be issued or agreed to be issued or put under option by the Company without the consent of the holding company; and
- (c) any or all powers of the directors (or any of them) shall be restricted in such respects and to such extent as the holding company may by notice to the Company from time to time prescribe.

- 16.2 Any appointment, removal, consent or notice as is referred to in article 16.1 shall be in writing served on the Company at its registered office and signed on behalf of the holding company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose.

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The Companies Acts 1948 to 1983

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

'V' LINE CARPETS LIMITED

1. The name of the Company is "'V' Line Carpets Limited".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (1) (A) To acquire (by purchase, subscription, exchange or otherwise) and in any way to deal in all or any of the shares, stock, securities or obligations or other the investments, rights or interests of or in any company or companies or public body or public bodies and to purchase, acquire and deal in any freehold, leasehold or other property whatsoever and to carry on a business of a share, property and dealing company in all its branches.
 - (B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any land, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any other real or personal property of any kind necessary or convenient for the purposes of, or in connection with, the



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Company's business or any branch or department thereof

- (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subside the erection, construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society
- (F) To mortgage and charge the undertaking and all or any of the real or personal property and assets, present or future, and all or any of the uncalled capital for the time being, of the Company and to issue at par or at a premium or discount, and for such consideration and with such rights, powers, privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance
- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- *(I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants of such persons and to establish and support, or to aid in the establishment

* Amended by Special Resolution passed 20th September 1984

and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to establish and subsidise and subscribe to any other institutions, associations, clubs or funds or any charitable or public object calculated to be for the benefit of or to advance the interests and well being of the Company or any officers or employees of the Company or any wives widows families and dependants of such officers or employees including (without limitation) any employees's share scheme within the meaning of Section 87(1) of the Companies Act 1980 and to do any of the matters aforesaid either alone or in conjunction with any other person

- (J) To draw, make, endorse, negotiate, discount, accept and execute promissory notes, bills of exchange and other negotiable instruments
- (K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business of the Company in or upon such investments and in such manner as may from time to time be determined
- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without deferred or preferred or guaranteed rights, in respect of dividend or repayment of capital or otherwise, or debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such

terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired

- (N) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on ~~as~~ directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interest in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company
- (O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit
- (Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law
- (R) To do all or any of the above things in any part of the world, and either as principals, agents trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(8) To do all such other things as are incidental or conducive to the above objects or any of them.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 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 out opposite our respective names.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
Ian Keith Lennox, Windsor House, 3 Temple Row, Birmingham 2. Articled Clerk	One
William George Ames, Windsor House, 3 Temple Row, Birmingham 2. Solicitor.	One

Dated this 17th day of August 1971

Witness to the above Signatures:-

D.F. Henderson,
Solicitor,
Birmingham.