

Number of
Company }

1022904

1

THE COMPANIES ACTS 1948 to 1967

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.*

'V' LINE CARPETS

LIMITED

Presented by

Wragge & Co.,

Presentor's Reference 71/1787/DFH

Windsor House,

3 Temple Row,

Birmingham, B2 5JY.

Form No. 41
(No filing fee payable)

I, DAVID FYALL HENDERSON

of Windsor House, 3 Temple Row, Birmingham, B2 5JY

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 Solicitor of

the Supreme Court engaged in the formation of

of

'V' Line Carpets

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 Birmingham in the
County of Warwick

the 17th day of August

one thousand nine hundred and
seventy one

Before me,

David A. James

D. F. Henderson

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

Number of
Company

1022904

2

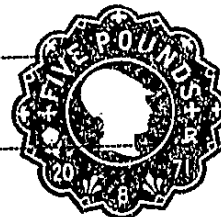
15

STATEMENT OF THE NOMINAL CAPITAL

OF

'V' LINE CARPETS

LIMITED



Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920 and Section 41 of the Finance Act 1933.

THE NOMINAL CAPITAL of the above named Company is £ 1,000.

Signature

Description Solicitors engaged in the formation of the Company

Dated the 17th day of August 19 71

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Presentor's Reference 71/1787/DFH

Wragge & Co.

Windsor House,

3 Temple Row,

Birmingham, B2 5JY.

Form No. 25

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

101 192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;
15 Finsbury Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;
19 C. 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 14-22 Renfrow
Court, Glasgow, G.2.

PRINTED BY THE SOCIETY OF BOOKBINDERS AND FORMS

MEMORANDUM OF ASSOCIATION

- of -

1022904 3

'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:-

(A) To carry on in the United Kingdom or anywhere in the world the following businesses, trades and activities :-

- (i) the business of merchants, factors, dealers, salesmen, agents, importers and exporters of carpets of every description, rugs, mats, tapestries, floor cloth and floor and wall coverings of any material or materials and of any description;
- (ii) the business of manufacturers of carpets of every description, rugs, mats, tapestries, floor cloth and floor and wall coverings of any material or materials and of any description;
- (iii) the business of cotton spinners, doublers cloth manufacturers, flax, hemp, hair and jute spinners, linen, silk (natural and artificial), muslin, wool, rayon, nylon and other fibrous or textile substances, and vinyl manufacturers, flax, hemp, jute, silk (natural and artificial), muslin, wool, rayon, nylon and other fibrous or textile substances, and vinyl merchants, wool combers, worsted spinners, woollen spinners, yarn merchants, worsted stuff manufacturers, bleachers, dyers and makers of vitriol bleaching and dyeing materials; buying and selling, combing, preparing, spinning, dyeing, colouring, printing and finishing, weaving, manufacturing and dealing in flax, hemp, jute, coir textiles, ropes and twines, wool, cotton, silk (natural and artificial), rayon, nylon and other fibrous substances and vinyl; buying and selling and dealing in linen, cloth, silk (natural and artificial), muslin,

vinyl and other goods and fabrics, whether textile, netted or looped, or animal, vegetable or mineral in any state and whether similar to the foregoing substances or not, and to carry on any trade or branch of business, subsidiary or ancillary to or incidental or allied to those before specified or capable of being conveniently carried on in connection therewith, or calculated directly or indirectly to benefit the Company;

- (iv) the trade or business of engineers, including the making or purchasing and installing of power plant and of machinery and the trades or businesses of contractors, ship charters, carriers, importers, warehousemen, planters, growers and producers of all material and produce which can conveniently be carried on in connection with the Company's business and to conduct any operations incidental thereto;
 - (v) manufacturers of, and merchants, factors and dealers in, furniture and upholstery, curtains, blinds, table and other linen, china, crockery, stoneware, earthenware, glass, ironmongery, copperware, tinware, enamelled ware, silver and other plate, and plated goods, cutlery and the like articles; packing case makers, printers, lithographers, and generally of house furnishers and decorators, carpenters, cabinet makers and upholsterers, and of paper hangers and manufacturers of and dealers in wall and other papers, and of painters, glaziers, plumbers, tilers, gas and electric light engineers, water and sanitary engineers and builders, and to undertake and carry out the furnishing, fitting, equipping, lighting, heating, draining, decorating and preparing for occupation any houses, hotels, offices, shops, warehouses or other buildings.
- (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 lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of, or in connection with, the 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 subsidise the erection, construction to or subsidise 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 and 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 and 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 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 institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or the officers of or persons employed by the Company.
- (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 the 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 in 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 so 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 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.

(S) 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 and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	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 DFH. D.H. van der Solicitor	One

DATED this 17th day of August 1971.

Witness to the above signatures :-

D. F. Hendree
Solicitor, Birmingham

The Companies Acts, 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

'V' LINE CARPETS LIMITED

PRELIMINARY.

1. Subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 2, 3, 5, 24, 52, 53, 55, 75, 77, 79, 88, 101 and 108 of Part I of Table in the First Schedule to the Companies Act 1948 as amended by the Companies Act 1967 (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, subject to the modifications hereinafter expressed, together with regulations 2 to 5 inclusive of Table A, Part II, shall constitute the regulations of the Company.

3. The share capital of the Company is £1,000, divided into 1,000 Shares of £1 each.

4. Any preference shares may, with the sanction of a Special Resolution, be issued in accordance with the provisions of Section 58 of the Act, upon the terms that they are, or at the option of the Company are liable, to be redeemed.

5. Subject to the provisions of the preceding Article and of regulation 4 of Table A, Part I, all shares shall be issued upon such terms and conditions and with such rights, priorities and privileges or such restrictions as the resolution effecting the increase in capital shall prescribe, but, in the absence of any such prescription, all shares whether forming part of the existing or any increased capital shall be at the disposal of the Directors who may issue them, subject to regulation 2 of Table A, Part II, to such persons at such times and generally on such terms and conditions and with such rights, priorities and privileges or such restrictions as they may think proper. Provided that no shares shall be issued at a discount except as permitted by Section 57 of the Act.

LIEN.

6. The lien conferred by regulation 11 of Table A, Part I, shall extend to fully paid 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 several joint holders.

NOTICE OF GENERAL MEETINGS.

7. The words and figures "regulation 134 of these regulations" shall be substituted for the words "the regulations of the Company" in regulation 50 of Table A, Part I.

PROCEEDINGS AT GENERAL MEETINGS.

8. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting with the exception of sanctioning dividends, the consideration of the accounts and balance sheets and the reports of the Directors and the Auditors, and any other documents accompanying or annexed to the balance sheets, the election of Directors and Auditors and other officers in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Directors and Auditors.

9. At any General Meeting of the Company a poll may be demanded by one or more members present in person or by proxy and having the right to vote at the meeting, and paragraphs (b), (c) and (d) of regulations 58 of Table A, Part I, shall be modified accordingly.

10. The Chairman, if any, of the Board of Directors, or in his absence the Deputy Chairman, if any, of the Board of Directors, shall preside as Chairman at every General Meeting of the Company or, if there is no such Chairman or Deputy Chairman, or if neither of them shall be present within fifteen minutes after the time appointed for the holding of the meeting or if, being present, neither of them is willing to act, the Directors present shall elect one of their number to be Chairman of the Meeting.

11. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

12. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two.

13. A Director shall not be required to hold any share qualification.

14. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS.

15. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATION OF DIRECTORS.

16. The office of a Director shall be vacated :-

- (1) If by notice in writing to the Company he resigns the office of Director, not being precluded from so doing by any contract between him and the Company.
- (2) If he becomes bankrupt or enters into any arrangement with his creditors.
- (3) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.
- (4) If he becomes of unsound mind.
- (5) If he be convicted of an indictable offence (not being an offence which, in the opinion of the Board of Directors, does not affect his character or position as a Director of the Company such as an offence under the Road Traffic Acts or any statutory provisions in lieu or in modification thereof).
- (6) If he absents himself from the meetings of Directors for a period of six calendar months without special leave of absence from the other Directors and the Directors resolve that his office be vacated.
- (7) If he is removed from office under Section 184 of the Act.

ROTATION OF DIRECTORS.

17. The words "if willing to continue in office" shall be substituted for the words "if offering himself for re-election" in regulation 92 of Table A, Part I.

POWERS AND DUTIES OF DIRECTORS.

18. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in

the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

19. If any Director being willing shall be called upon to perform extra services, or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate such Director so doing either by a fixed sum and/or by a percentage of profits or otherwise as may be determined by the Directors, and such remuneration may be either in addition to or in substitution for the remuneration provided by these Articles.

20. Without prejudice to any other powers conferred upon the Directors by the Articles of Association of the Company or by law, the Directors shall have power to make and carry out all arrangements and schemes for the benefit of employees, their dependants or connections, grant pensions, gratuities and allowances, and make payments towards insurance, and subscribe or guarantee money for charitable, business or benevolent objects, trade associations, institutions for the benefit of employees or the like, or for any exhibition or public business or for any other object or purpose which the Directors may consider advantageous to or in the interests of the Company.

21. For the purpose of any scheme instituted by the Company for providing pensions, life assurance or other benefits for its employees, the Managing Directors and Directors holding salaried appointments shall be deemed employees of the Company, and may accordingly (if otherwise qualified under the provisions of the scheme) become members thereof and receive and retain all benefits to which they may become entitled thereunder. The Directors may pay out of the Company's monies any premiums or contributions becoming payable by the Company under the provisions of any such schemes in respect of Directors who are members thereof, and any Director may vote at Board Meetings upon any resolution or matter relating to any such scheme (including resolutions for payment by the Company of contributions thereunder) notwithstanding that he is personally interested in such resolution or matter.

22. A Managing Director or a Director holding a salaried appointment shall receive such remuneration (whether by way of salary, commission or participation in profits, or of any other description, or partly in one way and partly in another) as the Directors may determine. Such remuneration may include the payment to such Managing Director or salaried Director, as the case may be, or his widow, children or dependants of a pension or other benefits on or after retiring from his office as Managing or salaried Director apart from or in addition to the benefits provided by any such pension fund or scheme as is mentioned in the last preceding Article, and such pension or other benefits may be paid notwithstanding that on retirement from such office the Managing or salaried Director remains a Director.

PROCEEDINGS OF DIRECTORS.

23. The Directors may elect a Chairman and Deputy Chairman of their meetings and determine the period for which they are respectively to hold office, but if no such Chairman or Deputy Chairman is elected, or if at any meeting neither is present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

24. The words of regulation 86 of Table A, Part I following sub-paragraph (c) shall not apply to the Company.

25. The Chairman of the Company shall not be entitled to a casting vote either at General Meetings of the Company or at meetings of the Directors of the Company, and regulations 60 and 98 respectively of Table A, Part I, shall be modified accordingly.

26. No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of seventy years or any other age.

ALTERNATE DIRECTORS.

27. Any Director may at any time appoint any person approved by the Board to be an alternate Director of the Company, and may at any time remove any alternate Director appointed by him from office. Any alternate Director so appointed shall not be entitled to receive any remuneration from the Company nor be required to hold any qualification, but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and (in the absence of his appointor from England) generally to perform all the functions of such appointor as a Director. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, provided that if any Director retires by rotation but is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement, shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Directors shall be effected by writing under the hand of the Director making or revoking such appointment left at the registered office of the Company.

LOCAL BOARDS.

28. The Directors may from time to time provide for management and transaction of the affairs of the

Company in any specified locality, whether at home or abroad in such manner as they think fit, and, without prejudice to the general powers conferred by this Article, may from time to time and at any time establish any local board or agency or consultative committee for managing or advising on any of the affairs of the Company in any such specified locality, and may appoint any person (including Directors of the Company) or company to be members of such local board or committee or managers or agents and may fix their remuneration. And the Directors from time to time and at any time may delegate to any person or company so appointed any of the powers authorities and discretions for the time being vested in the Directors, other than their power to make calls, and may authorise the members for the time being of any such local board or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors think fit and the Directors may at any time remove any persons so appointed and may annul or vary any such delegation.

SUBSIDIARY COMPANIES.

29. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on as or through one or more subsidiary companies, and they may, on behalf of the Company, make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any person (whether members of their own body or not) to act as Directors, Managing Directors or Managers of any such company or any other company in which the Company may be interested and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any persons so appointed, and any Directors of this Company may retain any remuneration so payable to them.

ASSISTANT SECRETARY.

30. The Directors may from time to time by resolution appoint an assistant or deputy Secretary who shall be deemed to be the Secretary if the office of Secretary shall become vacant or there is for any other reason no Secretary capable of acting and any assistant Secretary or deputy Secretary so appointed may be removed by the Directors.

DISTRIBUTION OF CAPITAL PROFITS.

31. Subject to the special rights conferred on any shares or class of shares, the Company by Ordinary Resolution may from time to time and at any time resolve that any surplus moneys in the hands of the Company representing the capital profits received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investments representing the same instead of being applied in the purchase of other

capital assets or for other capital purposes be distributed amongst the holders of the ordinary shares on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend. For the purpose of this provision, surplus moneys or investments means moneys or investments in the hands of the Company over and above a sufficiency of other assets to answer in full the whole of the liabilities and paid-up share capital of the Company for the time being and any capital redemption reserve fund.

NOTICES.

32. In regulation 131 of Table A, Part I, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted therefrom.

WINDING UP.

33. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division" and the word "members" shall be substituted for the word "contributories".

INDEMNITY.

34. Subject to the provisions of Section 205 of the Act, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Ian Keith Lennox

Windsor House

3 Temple Row

Birmingham 2

Articled Clerk

William George Ames

Windsor House

3 Temple Row

Birmingham 2

Solicitor

17th August 1971

Witness to the above signatures:-

D. F. Henderson.

Solicitor

Birmingham

J



CERTIFICATE OF INCORPORATION

No. 1022904

I hereby certify that

'V' LINE CARPETS 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 **1st September 1971**


(F. L. KNIGHT)

Assistant Registrar of Companies

Number of Company: 1022904

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

'V' LINE CARPETS LIMITED

Passed the 30th day of March, 1979

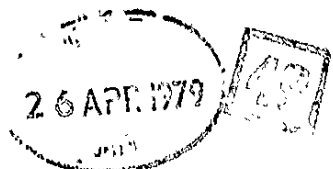
AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Green Street, Kidderminster, Worcestershire DY10 1HL the following resolution was passed as a SPECIAL RESOLUTION, viz:-

SPECIAL RESOLUTION

THAT Clause 3(A) of the Company's Memorandum of Association be deleted and that the following Clause be inserted in its place:-

"3(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 the business of a share, property and dealing company in all its branches."

.....*C. W. W. W.*.....
CHAIRMAN



Number of Company: 1022904

23

THE COMPANIES ACTS 1948 TO 1976

COMPANY LIMITED BY SHARES

Memorandum

[REDACTED]

[REDACTED]

OF

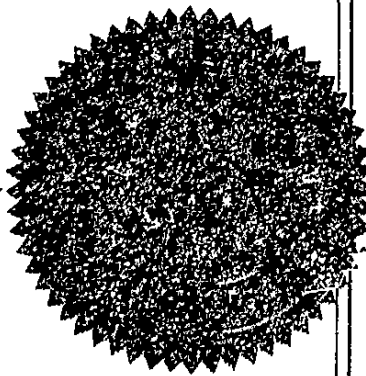
'V' LINE CARPETS

LIMITED

(As amended by Special Resolution passed
the 30th day of March 1979)

Incorporated on the 1st day of September 1971.

We hereby certify that
this is a copy of the
Memorandum of the Company
as amended by a Special
Resolution passed on the
day of 1979.



Director

Secretary

WRAGGE & CO.,
SOLICITORS,
BIRMINGHAM, B2 5JY

M. W. Allman

COMPANY LIMITED BY SHARES

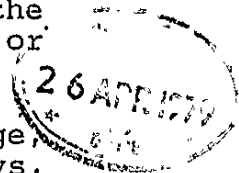
MEMORANDUM OF ASSOCIATION

- of -

'V' LINE CARPETS LIMITED

(As amended by Special Resolution passed the
30th day of March 1979.)

-
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:-
 - (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 the 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 lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of, or in connection with, the the 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 subsidise 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 and 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 and 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 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 institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or the officers of or persons employed by the Company.
- (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 monies of the Company not immediately required for the purposes of the 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 in 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 so 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 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.

(S) 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 and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares take 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.

Number of Company: 1022904 / 32 -

The Companies Acts 1948 to 1983

SPECIAL RESOLUTION

of

"V" LINE CARPETS LIMITED

(Passed on the 20th day of September 1984)

By Resolution in writing signed by all the Members (or their duly authorised representatives) for the time being entitled to receive notice of and to attend and vote at General Meetings dated the 20th day of September 1984 the following Special Resolution was passed in accordance with the provisions of Regulation 5 of Part II of Table A in the First Schedule to the Companies Act 1948 which applies to the Company

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be amended by the deletion of subclause (I) of clause 3 thereof and the substitution therefor of the following new subclause (I):-

"(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 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' 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."

.....
Chairman

Number of Company: 1022904

M&A/4.47

35
The Companies Acts 1948 to 1983

C O M P A N Y L I M I T E D B Y S H A R E S

MEMCRANDUM 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



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 so 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.

4. The

5. The
into 1,0

(S) 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.

One

Articled Clerk

William George Ames,
Windsor House,
3 Temple Row,
Birmingham 2.

One

Solicitor.

Dated this 17th day of August 1971

Witness to the above Signatures:-

D.F. Henderson,
Solicitor,
Birmingham.