

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948
as amended by the Companies Act 1976

Please do not
write in this
binding margin

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

* delete if
inappropriate

† Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

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

Company number

1945759

Name of Company

BLOOM MARTIN

Limited*

I, Edgar Levy
of 72 New Cavendish Street
London W1M 8AU

do solemnly and sincerely declare that I am † Solicitor of the Supreme Court
engaged in the formation

of BLOOM MARTIN Limited*

and that all the requirements of the Companies Acts 1948 to 1976
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 70 New Cavendish Street,
London W1

the 24th day of November
One thousand nine hundred and seventy seven

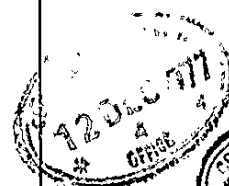
before me Mark Baker M. P. BARBER
A Commissioner for Oaths ‡ Solicitor

Presenter's name, address and
reference (if any)
Bennetts (EL)
72 New Cavendish Street
London W1M 8AU

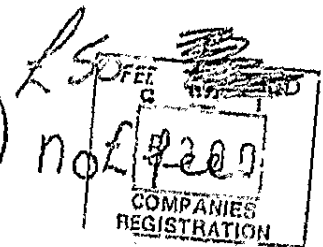
For official use

General section

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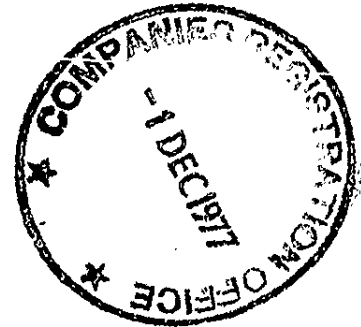


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THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES



Memorandum of Association

OF

Bloom Martin Limited.

1. The name of the Company is BLOOM MARTIN 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 the whole of the issued share capitals of Twin Holdings (Tulse Hill) Limited, Hussar Holdings Limited and Goldie Holdings Limited from the respective shareholders thereof in accordance with the three draft agreements made between the Vendors therein named and the Company which draft agreements have been initialled by the subscribers hereto by way of identification.

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006585



- (B) To acquire and hold shares, stock, debentures, debenture stock, scrip, bonds, obligations, notes, securities and investments issued or guaranteed by any company, corporation or trust, constituted or carrying on business in any part of the world, and the funds or loans or other securities and investments of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad.
- (C) To acquire any such shares, stock, debentures, debenture stock, scrip, bonds, obligations, notes funds, loans, securities or investments by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being.
- (D) To carry on any other trade or business whatsoever 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.
- (E) To purchase, take on lease or by 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, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock 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.

(3)

- (F) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (G) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines 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 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 any arrangement for sharing profits or for co-operation 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 or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (I) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this

(11)

Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.

- (J) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (K) To sell or otherwise dispose of the whole or any part of the undertaking 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.
- (L) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (M) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.
- (N) 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 or raised by mortgage, charge or lien upon the undertaking and 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.
- (O) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills

(5)

of exchange, warrants, debentures and other negotiable or transferable instruments.

- (P) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, 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.
- (Q) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest 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 conducted so as directly or indirectly to benefit this Company.
- (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 service to the Company whether 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.
- (T) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (U) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.

- (V) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (W) To distribute among the Members of the Company in kind any of the 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.
- (X) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (Y) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £150,000 divided into 500,000 "A" Ordinary Shares of 10 pence each 500,000 "B" Ordinary Shares of 10 pence each and 500,000 "C" Ordinary Shares of 10 pence each. The Shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential deferred or other special rights, privileges conditions or restrictions as to dividend, capital, voting or otherwise.

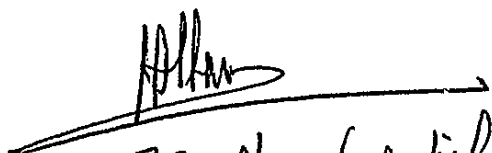
(7)

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. (In Words)
Edgar Levy, 72, New Cavendish Street London W.1 Solicitor	One "A" Ordinary
Harry Gold HARRY GOLD 72 New Cavendish Street London W.1. Solicitor	ONE "B" Ordinary
Harry Charles Seigal 72 New Cavendish Street London W.1. Solicitor	ONE "C" Ordinary

DATED this 24th day of November 1977.

WITNESS to the above Signatures :-


72 New Cavendish Street
London W.1.
Solicitor

COMPANY LIMITED BY SHARES

Articles of Association

OF

Bloom Martin Limited.

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act 1948 and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 24, 29, 53, 61, 75, 79, 84(2), 84(4), 88, 98, 99, 100, 128, 129 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") and regulations 3, 4 and 5 of Table A, Part II, shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 and 6, of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The share capital of the Company is £150,000 divided into 500,000 "A" Ordinary Shares of 10 pence each and 500,000 "B" Ordinary Shares of 10 pence each and 500,000 "C" Ordinary Shares of 10 pence each. Save as hereinafter expressly provided the "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares shall rank pari passu in all respects.

4. Any unissued shares in the capital of the Company for the time being shall unless otherwise provided by Special Resolution of the Company be offered in the first instance to the Members for the time being in proportion (as nearly as circumstances may admit) to the number of shares held by them respectively and so that if such unissued shares consist of "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares there shall be offered to the holders of "A" Ordinary shares for the time being unissued "A" Ordinary Shares and there shall be offered to the holders of "B" Ordinary Shares for the time being unissued "B" Ordinary Shares and there shall be offered to the holders of "C" Ordinary Shares for the time being unissued "C" Ordinary Shares. Upon such offers being made as aforesaid the holders of the shares of each class shall be invited to apply for any shares of such class they are willing to accept in excess of their entitlement. In the event that a holder or holders of any shares of that class does not accept his or their entitlement the shares representing the same shall be offered to the shareholders of that class who have applied for excess shares and so that in so far as the number of such excess shares is the same as or less than the aggregate of the numbers so applied for the same shall be issued in proportion as nearly as may be to the numbers so applied for by the respective holders and in so far as the number of such excess shares is greater than the aggregate of the numbers so applied for the same shall be offered to the holders of the other classes in proportion as nearly as may be to the number of shares of those classes held by them respectively. Any unissued shares which are offered as aforesaid and not accepted in accordance with the foregoing provisions shall be at the disposal of the Directors and they may (subject to the provisions of the Act) allot the same to such persons at such times and on such terms as they think fit.

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5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. The Directors may in their absolute discretion and without assigning any reason therefor decline

to register any transfer of any share whether or not it is a fully paid share but such right to decline registration shall not be exercisable in the case of any transfer made pursuant to Articles 7, 10, 12, 13 or 14.

7. A member holding "A" Ordinary Shares shall be entitled to transfer any "A" Ordinary Share to any other Member holding "A" Ordinary Shares at any price and a Member holding "B" Ordinary Shares shall be entitled to transfer any "B" Ordinary Share to any other Member holding "B" Ordinary Shares at any price and a member holding "C" Ordinary Shares shall be entitled to transfer any "C" Ordinary Share to any other member holding "C" Ordinary Shares at any price.

8. Except in the case of a transfer in accordance with Article 7 and save as hereinafter provided no shares in the capital of the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

9. Subject to Article 7 hereof every Member and every person becoming entitled to dispose of or deal with shares of the Company upon a death or otherwise who is desirous of transferring any shares (hereinafter called "the proposed transferor") shall give a notice (hereinafter called "a transfer notice") in writing of such desire to the Board of Directors of the Company. A transfer notice shall specify the shares which the proposed transferor wishes to sell and shall constitute the Board the Agent of the proposed transferor for the sale of the shares comprised therein at a price to be certified in writing by the Auditors for the time being of the Company as the fair value thereof and subject to the conditions hereinafter set out. A transfer notice shall not be revocable except with the consent of the Board.

10. Upon the price being so certified as aforesaid the Board shall forthwith offer the shares to be sold in the following manner viz:-

- (i) So far as the transfer notice comprises any "A" Shares then such shares shall be offered in the first instance to all the members holding "A" Shares, and so that in the case of competition the shares so offered shall be sold to the holders of

(12)

the "A" Shares accepting the offer in proportion (as nearly as may be and without increasing the number sold to any member beyond the number applied for by him) to their existing holdings of "A" Shares, and if and to the extent to which the holders of the "A" Shares shall not accept such offer such shares shall be dealt with as provided by Article 11 hereof

(ii) So far as the transfer notice comprises any "B" Shares then such shares shall be offered in the first instance to all the members holding "B" Shares, and so that in the case of competition the shares so offered shall be sold to the holders of the "B" Shares accepting the offer in proportion (as nearly as may be and without increasing the number sold to any member beyond the number applied for by him) to their existing holdings of "B" Shares, and if and to the extent to which the holders of the "B" Shares shall not accept such offer such shares shall be dealt with as provided by Article 11 hereof.

(iii) So far as the transfer notice comprises any "C" Shares then such shares shall be offered in the first instance to all the members holding "C" Shares, and so that in the case of competition the shares so offered shall be sold to the holders of the "C" Shares accepting the offer in proportion (as nearly as may be and without increasing the number sold to any member beyond the number applied for by him) to their existing holdings of "C" Shares, and if and to the extent to which the holders of the "C" Shares shall not accept such offer such shares shall be dealt with as provided by Article 11 hereof.

(iv) Any offer under paragraphs (i) (ii) and (iii) hereof shall be in writing and shall be accepted by notice in writing to the Company within fourteen days of its being served stating how many shares the member making such acceptance desires to take and if not so accepted shall be deemed to have been refused.

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- (v) If and to the extent to which any offer is accepted the proposed transferor shall be bound to transfer the shares accepted, and the member accepting the offer be bound to pay for the shares so accepted the fair value thereof.

11. Any share comprised in a transfer notice which under the provisions of sub-paragraphs (i) (ii) or (iii) of Article 10 hereof is to be dealt with under this Article, shall be dealt with as follows :-

- (i) The Board shall forthwith (upon the expiration of the period of 14 days referred to in sub-clause (iv) of Article 10 hereof) offer the shares to be sold being "A" Ordinary Shares to all the holders of "B" Ordinary Shares and "C" Ordinary Shares and being "B" Ordinary Shares to all the holders of "A" Ordinary Shares and "C" Ordinary Shares and being "C" Ordinary Shares to all the holders of the "A" Ordinary Shares and "B" Ordinary Shares of the Company pro-rata in each case to their respective holdings of shares of those classes.

- (ii) Any offer made by the Board pursuant to this Article 11 shall state :-

(a) the total number of shares to be sold;

(b) the fair value of each share so certified as aforesaid;

(c) the number of shares which each such holder shall be respectively entitled as of right to purchase, and shall invite such holders to apply for any shares in excess of such entitlement. In case of competition any excess shares shall be sold to the holders accepting the offer in proportion (as nearly as may be and without increasing the number of excess shares sold to any member beyond the number applied for by him) to their existing holdings of the shares of the class to the holders of which the offer is made. Each such offer shall be made

by writing sent through the post in pre-paid letters addressed to the holders of the shares of the relevant class at their respective addresses as appearing in the Register of Members, and shall state a time not being less than 14 days within which the offer shall be accepted or in default shall be deemed to have been declined.

12. At the expiration of the period mentioned in the offers referred to in Articles 10 (iv) and 11 (ii)(c) hereof as appropriate the Board shall allocate the said shares to or amongst the Members who shall have expressed his or their willingness to purchase as aforesaid. Upon such allocation the proposed transferor shall be bound within 21 days of payment of the said price to execute a transfer or transfers of the shares in favour of the purchaser or purchasers. If he makes default in so doing, the Chairman for the time being of the Board of Directors of the Company, or failing him, one of the Directors duly nominated by a resolution of the Board for that purpose shall, upon the expiry of the said period of 21 days, be deemed to be the duly appointed attorney of the proposed transferor with full power to execute, complete and deliver in the name and on behalf of the proposed transferor a transfer or transfers of the shares to the purchasing Member or Members and the Board may receive and give a good discharge for the purchase money on behalf of the proposed transferor and enter the name of the purchaser or purchasers in the Register of Members as holder or holders by transfer of the shares purchased by him or them.

13. In the event of the whole of the shares comprised in a transfer notice not being sold under the provisions of Articles 10, 11 and 12 hereof the proposed transferor shall be entitled upon giving one month's notice in writing to call upon all the Members to purchase at the fair value the shares not sold as aforesaid pro rata after taking into account the number of shares purchased by such Members pursuant to Articles 10, 11 and 12 hereof to the number of shares of all classes held by such Members and such Members shall be obliged to purchase the same within one month of the expiration of the notice hereunder. Payment for such shares shall be made over a period of 10 years or such shorter period as shall be notified in writing by any member

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(other than the proposed transferor) on or before the expiry of the one month's notice hereunder by equal quarterly payments on the usual quarter days with interest on the balance outstanding at the expiration of each quarter at the rate of 4 per centum per annum over Bank of England minimum lending rate.

14. Articles 8 to 13 (inclusive) shall not apply.

(a) to a transfer of shares by any Member to Trustees for such Member.

(b) to a transfer of shares for the purpose only of effecting the appointment of a new trustee.

Any such transfer shall be subject to the decision of the Board as to whether any transfer of shares bona fide falls within the provisions of this Article and any such decision shall be final and binding.

TRANSMISSION OF SHARES

15. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall, upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a Member in respect of the share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt person could have made; but the Directors shall in either case have the same right, if any, to decline registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

PROCEEDINGS AT GENERAL MEETINGS

16. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; for all purposes three Members, one being a holder of "A" Ordinary Shares and one being a holder of "B" Ordinary Shares and one being a holder of "C" Ordinary Shares present in person or by proxy, shall constitute a quorum PROVIDED THAT if such quorum shall not be present at any General Meeting the said meeting shall stand adjourned for seven days and at any General Meeting so adjourned the quorum shall be any three Members present in person or by proxy.

17. 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

18. There shall be not less than three Directors.

19. Subject to the provisions of Article 20 hereof the holders of the "A" Ordinary Shares shall have the right from time to time and at any time to appoint one Director, and the holders of the "B" Ordinary Shares shall have the right from time to time and at any time to appoint one Director and the holders of the "C" Ordinary Shares shall have the right from time to time and at any time to appoint one Director. The holders of the "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares respectively shall each have the right to remove any such Director and appoint another in place of any such Director removed. Any such appointment and removal shall be effected by notice in writing to the Company signed by the holder or holders of not less than 51% of the shares of the relevant class.

20. No appointment of any Director pursuant to Article 19 hereof shall be of any effect unless all the Directors of the Company in office immediately prior to the receipt of the notice in writing thereunder shall approve the appointment.

21. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. A Director may, and the Secretary on the requisition of a director shall, at any time summon a meeting of the directors not less than three nor more than seven days after such requisition has been made.

22. The quorum at Meetings of Directors shall be three one of whom shall be a Director appointed by the holders of the "A" Ordinary Shares, one of whom shall be appointed by the holders of the "B" Ordinary Shares and one of whom shall be appointed by the holders of the "C" Ordinary Shares.

23. Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of equality of votes the Chairman shall have a second or casting vote.

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

25. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

BORROWING POWERS

26. 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

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

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of Section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

28. Any adult person may be appointed or elected as a Director, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ALTERNATE DIRECTOR

29. A Director shall have power to nominate in writing any person to act as an alternate Director in his place during his absence from the place where meetings are held or inability for any reason to act as such Director, and on such appointment being made the alternate Director shall (except as regards remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director while so acting shall exercise and discharge all the powers and duties of the Directors he represents. If the alternate Director is himself a Director of the Company he shall be entitled to vote in his own capacity as Director as well as in the capacity of alternate Director. An alternate Director shall not be entitled to attend or vote at any meeting of the Board at which the Director who appointed him is present. A Director may at any time in writing revoke the appointment of any alternate Director appointed by him and appoint another person in his place, and if a Director making such appointment as aforesaid shall cease to be a Director the person appointed by him shall thereupon cease to have any power or authority as alternate Director. An alternate Director shall look for his remuneration (if any) to the Director appointing him and not to the Company.

30. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by these Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a General Meeting of the Company but for no other purpose.

REMOVAL OF DIRECTORS

31. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office.

ACCOUNTS

32. In Regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of Section

158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

CAPITALISATION OF RESERVES ETC.

33. The Company may by Ordinary Resolution, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company (including profits carried and standing to the credit of any reserve account) not required for paying the fixed dividends on any shares entitled to fixed preferential dividends (whether with or without further participation in profits) or any sum carried to reserve as a result of the sale or revaluation of the assets of the Company (other than goodwill) or any part thereof or, subject as hereinafter provided any sum standing to the credit of the Company's Share Premium Account or Capital Redemption Reserve Fund, and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the Members in the proportions in which such profits or sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends, and to apply such profits or sum on their benefit, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid, or partly in one way and partly in the other.

Provided :

- (i) That so long as the issued share capital of the Company includes "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares the Company shall by the Ordinary Resolution by which it is resolved to capitalise any undivided profits of the Company or any such sum as aforesaid resolve that any shares to be paid up in full and allotted and distributed pursuant to such capitalisation to holders of the "A" Ordinary Shares shall be issued as "A" Ordinary Shares carrying the same rights in all respects as the existing

"A" Ordinary Shares of the Company and any Shares to be paid up in full and allotted and distributed pursuant to such capitalisation to holders of the "B" Ordinary Shares shall be issued as "B" Ordinary Shares carrying the same rights in all respects as the existing "B" Ordinary Shares of the Company and any Shares to be paid in full and allotted and distributed pursuant to such capitalisation to holders of the "C" Ordinary Shares shall be issued as "C" Ordinary Shares carrying the same rights in all respects as the existing "C" Ordinary Shares of the Company and such allotment and distribution of such shares credited as fully paid up shall be accepted by such holders of "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares in full satisfaction of their respective interests in the said capitalised sum.

- (ii) That the Share Premium Account and the Capital Redemption Reserve Fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members as fully paid.

WRITTEN RESOLUTION OF MEMBERS

34. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

WINDING UP

35. 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

36. 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 or 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 or to be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

Names, Addresses and Descriptions of Subscribers.

Edgar Levy
72, New Cavendish Street, London W.1.
Solicitor

Harry Gold
72 New Cavendish Street London W.1.
Solicitor

Harry Charles Sigel
72 New Cavendish Street
London W.1.
Solicitor

DATED this 24th day of November, 1977.

WITNESS to the above Signatures :-



72 New Cavendish Street
London W.1,
Solicitor

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association
OF
Bloom Martin Limited.

BENNETTS,
72 New Cavendish Street
London
W1M 8AU
Solicitors

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum
AND
Articles of Association
OF
Bloom Martin Limited.

BENNETTS,
72 New Cavendish Street
London
W1M 8AU
Solicitors



Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin

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

*delete if
inappropriate

Company number
1345759/5

Name of Company

BLOOM MARTIN

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

312 HIGH ROAD

TOTTENHAM LONDON N15

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

BENNETTS

72 NEW CAVENDISH STREET

LONDON W1M 8AU

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presentor's
reference (if any):

E.L.

For official use
General section

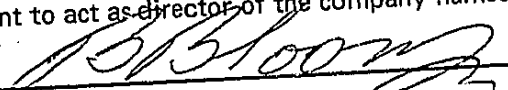
Post room

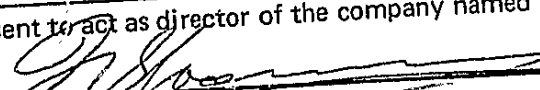


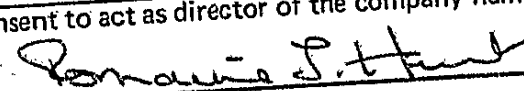
The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

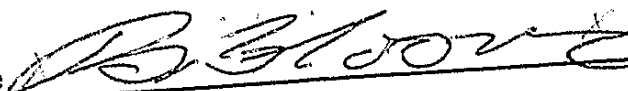
Name (note 2)	BERNARD STANLEY BLOOM	Business occupation	TOY MANUFACTURER
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	64, MEADWAY LONDON N.W.11	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	HUSSAR HOLDING LTD., W. MARTIN & CO. (London) LTD., INVESTMENT HOLDINGS LIMITED, H.B. SUPER HOLDINGS LIMITED, BLOOM THEATRES LIMITED, ASER DISTRIBUTORS LIMITED, TAW PLASTICS LIMITED, REGENT CINEMA CO. (DEAL) LIMITED, ARTHUR GRUNFELD & CO. LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature		Date	22 Nov. 1977

Name (note 2)	JENICE BLOOM	Business occupation	TOY MANUFACTURER
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	"THE CROFT" 12 BEECH HILL, HADLEY WOOD, HERTS.	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	TWIN HOLDINGS (TULSE HILL) LIMITED, W. MARTIN & CO. (LONDON) LIMITED, INVESTMENT HOLDINGS LIMITED, H.B. SUPER HOLDINGS LIMITED, BLOOM THEATRES LIMITED, ASER DISTRIBUTORS LIMITED, TAW PLASTICS LIMITED, REGENT CINEMA CO. (DEAL) LIMITED, ARTHUR GRUNFELD & CO. LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature		Date	22 Nov. 1977

Name (note 2)	ROMAINE JENNIFER HART	Business occupation	CINEMA PROPRIETOR
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	68 HIGHGATE WEST HILL LONDON N6	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	GOLDIE HOLDINGS LIMITED BLOOM THEATRES LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature		Date	22 Nov. 1977

Please do not
write in this
binding margin

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

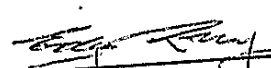
Name (notes 2 & 7)	BERNARD STANLEY BLOOM
Former Name(s) (note 3)	
Address (notes 4 & 7)	64 MEADWAY, LONDON N.W.11
I hereby consent to act as secretary of the company named on page 1	
Signature 	Date 22nd Nov 1977

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

*as required by
section 21 (3) of
the Companies
Act 1976

†delete as
appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature  (Subscriber) (Agent)† Date 24th November 1977

Signature  (Subscriber) (Agent)†

Date 24th November 1977

24th November 1977



1977



CERTIFICATE OF INCORPORATION

No. 1345759

I hereby certify that

BLOOM MARTIN LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the

23RD DECEMBER 1977

A handwritten signature in dark ink, appearing to read 'D. A. Pendlebury'.

D. A. PENDLEBURY
Assistant Registrar of Companies

We hereby certify this to be a true copy
THE COMPANIES ACTS 1948 to 1976

1345759

12

COMPANY LIMITED BY SHARES

(Amended by Special Resolution passed 10th December, 1979)
AMENDED **Memorandum**

AND

Articles of Association
OF
Bloom Martin Limited.

Incorporated the 23rd day of December, 1977
No. 1345759

BENNETTS,
72 New Cavendish Street
London

WIM 8AU
Solicitors.



ule

No. 1345759



Certificate of Incorporation

I HEREBY CERTIFY that BLOOM MARTIN LIMITED
is this day incorporated under the Companies Acts
1948 to 1976 and that the Company is Limited.

GIVEN under my hand at Cardiff the 23rd December
1977.

D. A. PENDLEBURY
Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

(Amended by Special Resolution passed 10th December, 1979)

AMENDED

Memorandum of Association

OF

Bloom Martin Limited.

1. The name of the Company is BLOOM MARTIN 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 the whole of the issued share capitals of Twin Holdings (Tulse Hill) Limited, Hussar Holdings Limited and Goldie Holdings Limited from the respective shareholders thereof in accordance with the three draft agreements made between the Vendors therein named and the Company which draft agreements have been initialled by the subscribers hereto by way of identification.

- (B) To acquire and hold shares, stock, debentures, debenture stock, scrip, bonds, obligations, notes, securities and investments issued or guaranteed by any company, corporation or trust, constituted or carrying on business in any part of the world, and the funds or loans or other securities and investments of or issued or guaranteed by any government, state or dominion, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad.
- (C) To acquire any such shares, stock, debentures, debenture stock, scrip, bonds, obligations, notes funds, loans, securities or investments by original subscription, tender, purchase, participation in syndicates, exchange or otherwise, and whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to vary and transpose from time to time as may be considered expedient any of the Company's investments for the time being.
- (D) See attached sheet
- (E) ~~(D)~~ To carry on any other trade or business whatsoever 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.
- (F) ~~(E)~~ To purchase, take on lease or by 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, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock 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.

Added by
Special Resolution
passed 10th
December 1979.

(D) to carry on business as providers of Management Advisory and Financial Services of every and any description to any subsidiary and associated company and to others; to provide consultancy, marketing information, commercial contacts, details on sources of supply import and export information, research data, personnel, printing and other facilities and services of every and any description; and to enter into any contracts and other arrangements of every description with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; to act as representatives on behalf of any client company and to enter into negotiations between manufacturers and sales distributors or between any bodies that the company shall deem fit and to carry on any other business of a like nature.

- (G) (F) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences 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.
- (H) (G) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines 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.
- (I) (H) 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 any arrangement for sharing profits or for co-operation 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 or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (J) (I) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this

(4)

Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.

- (K) ~~(J)~~ To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (L) ~~(K)~~ To sell or otherwise dispose of the whole or any part of the undertaking 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.
- (M) ~~(L)~~ To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (N) ~~(M)~~ To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.
- (O) ~~(N)~~ 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 or raised by mortgage, charge or lien upon the undertaking and 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.
- (P) ~~(O)~~ To draw, make, accept, endorse, discount, execute and issue promissory notes, bills

(5)

of exchange, warrants, debentures and other negotiable or transferable instruments.

- (Q) ~~(P)~~ To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, 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.
- (R) ~~(Q)~~ To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest 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 conducted so as directly or indirectly to benefit this Company.
- (S) ~~(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.
- (T) ~~(S)~~ To remunerate any person, firm or company rendering service to the Company whether 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.
- (U) ~~(T)~~ To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (V) ~~(U)~~ To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.

- (W) ~~(V)~~ To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences calculated to benefit existing or former employees, Officers or Directors of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (X) ~~(W)~~ To distribute among the Members of the Company in kind any of the 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) ~~(X)~~ To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (Z) ~~(Y)~~ To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £150,000 divided into 500,000 "A" Ordinary Shares of 10 pence each 500,000 "B" Ordinary Shares of 10 pence each and 500,000 "C" Ordinary Shares of 10 pence each. The Shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential deferred or other special rights, privileges conditions or restrictions as to dividend, capital, voting or otherwise.

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. (In Words)
<p>EDGAR LEVY 72 New Cavendish Street, London W.1.</p> <p>Solicitor</p>	<p>ONE "A" ORDINARY</p>
<p>HARRY GOLD 72 New Cavendish Street, London W.1.</p> <p>Solicitor</p>	<p>ONE "B" ORDINARY</p>
<p>HARRY CHARLES SEIGAL 72 New Cavendish Street, London W.1.</p> <p>Solicitor</p>	<p>ONE "C" ORDINARY</p>

DATED this 24th day of November, 1977.

WITNESS to the above Signatures :-

S. A. SHAW
72 New Cavendish Street,
London W.1.

Solicitor

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

Articles of Association

OF

Bloom Martin Limited.

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act 1948 and subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 24, 29, 53, 61, 75, 79, 84(2), 84(4), 88, 98, 99, 100, 128, 129 and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") and regulations 3, 4 and 5 of Table A, Part II, shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 and 6, of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3. The share capital of the Company is £150,000 divided into 500,000 "A" Ordinary Shares of 10 pence each and 500,000 "B" Ordinary Shares of 10 pence each and 500,000 "C" Ordinary Shares of 10 pence each. Save as hereinafter expressly provided the "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares shall rank pari passu in all respects.

4. Any unissued shares in the capital of the Company for the time being shall unless otherwise provided by Special Resolution of the Company be offered in the first instance to the Members for the time being in proportion (as nearly as circumstances may admit) to the number of shares held by them respectively and so that if such unissued shares consist of "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares there shall be offered to the holders of "A" Ordinary shares for the time being unissued "A" Ordinary Shares and there shall be offered to the holders of "B" Ordinary Shares for the time being unissued "B" Ordinary Shares and there shall be offered to the holders of "C" Ordinary Shares for the time being unissued "C" Ordinary Shares. Upon such offers being made as aforesaid the holders of the shares of each class shall be invited to apply for any shares of such class they are willing to accept in excess of their entitlement. In the event that a holder or holders of any shares of that class does not accept his or their entitlement the shares representing the same shall be offered to the shareholders of that class who have applied for excess shares and so that in so far as the number of such excess shares is the same as or less than the aggregate of the numbers so applied for the same shall be issued in proportion as nearly as may be to the numbers so applied for by the respective holders and in so far as the number of such excess shares is greater than the aggregate of the numbers so applied for the same shall be offered to the holders of the other classes in proportion as nearly as may be to the number of shares of those classes held by them respectively. Any unissued shares which are offered as aforesaid and not accepted in accordance with the foregoing provisions shall be at the disposal of the Directors and they may (subject to the provisions of the Act) allot the same to such persons at such times and on such terms as they think fit.

LIEN

5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. The Directors may in their absolute discretion and without assigning any reason therefor decline

to register any transfer of any share whether or not it is a fully paid share but such right to decline registration shall not be exercisable in the case of any transfer made pursuant to Articles 7, 10, 12, 13 or 14.

7. A member holding "A" Ordinary Shares shall be entitled to transfer any "A" Ordinary Share to any other Member holding "A" Ordinary Shares at any price and a Member holding "B" Ordinary Shares shall be entitled to transfer any "B" Ordinary Share to any other Member holding "B" Ordinary Shares at any price and a member holding "C" Ordinary Shares shall be entitled to transfer any "C" Ordinary Share to any other member holding "C" Ordinary Shares at any price.

8. Except in the case of a transfer in accordance with Article 7 and save as hereinafter provided no shares in the capital of the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

9. Subject to Article 7 hereof every Member and every person becoming entitled to dispose of or deal with shares of the Company upon a death or otherwise who is desirous of transferring any shares (hereinafter called "the proposed transferor") shall give a notice (hereinafter called "a transfer notice") in writing of such desire to the Board of Directors of the Company. A transfer notice shall specify the shares which the proposed transferor wishes to sell and shall constitute the Board the Agent of the proposed transferor for the sale of the shares comprised therein at a price to be certified in writing by the Auditors for the time being of the Company as the fair value thereof and subject to the conditions hereinafter set out. A transfer notice shall not be revocable except with the consent of the Board.

10. Upon the price being so certified as aforesaid the Board shall forthwith offer the shares to be sold in the following manner viz:-

- (i) So far as the transfer notice comprises any "A" Shares then such shares shall be offered in the first instance to all the members holding "A" Shares, and so that in the case of competition the shares so offered shall be sold to the holders of

the "A" Shares accepting the offer in proportion (as nearly as may be and without increasing the number sold to any member beyond the number applied for by him) to their existing holdings of "A" Shares, and if and to the extent to which the holders of the "A" Shares shall not accept such offer such shares shall be dealt with as provided by Article 11 hereof

- (ii) So far as the transfer notice comprises any "B" Shares then such shares shall be offered in the first instance to all the members holding "B" Shares, and so that in the case of competition the shares so offered shall be sold to the holders of the "B" Shares accepting the offer in proportion (as nearly as may be and without increasing the number sold to any member beyond the number applied for by him) to their existing holdings of "B" Shares, and if and to the extent to which the holders of the "B" Shares shall not accept such offer such shares shall be dealt with as provided by Article 11 hereof.
- (iii) So far as the transfer notice comprises any "C" Shares then such shares shall be offered in the first instance to all the members holding "C" Shares, and so that in the case of competition the shares so offered shall be sold to the holders of the "C" Shares accepting the offer in proportion (as nearly as may be and without increasing the number sold to any member beyond the number applied for by him) to their existing holdings of "C" Shares, and if and to the extent to which the holders of the "C" Shares shall not accept such offer such shares shall be dealt with as provided by Article 11 hereof.
- (iv) Any offer under paragraphs (i) (ii) and (iii) hereof shall be in writing and shall be accepted by notice in writing to the Company within fourteen days of its being served stating how many shares the member making such acceptance desires to take and if not so accepted shall be deemed to have been refused.

(13)

- (v) If and to the extent to which any offer is accepted the proposed transferor shall be bound to transfer the shares accepted, and the member accepting the offer be bound to pay for the shares so accepted the fair value thereof.

11. Any share comprised in a transfer notice which under the provisions of sub-paragraphs (i) (ii) or (iii) of Article 10 hereof is to be dealt with under this Article, shall be dealt with as follows :-

- (i) The Board shall forthwith (upon the expiration of the period of 14 days referred to in sub-clause (iv) of Article 10 hereof) offer the shares to be sold being "A" Ordinary Shares to all the holders of "B" Ordinary Shares and "C" Ordinary Shares and being "B" Ordinary Shares to all the holders of "A" Ordinary Shares and "C" Ordinary Shares and being "C" Ordinary Shares to all the holders of the "A" Ordinary Shares and "B" Ordinary Shares of the Company pro-rata in each case to their respective holdings of shares of those classes.
- (ii) Any offer made by the Board pursuant to this Article 11 shall state :-
- (a) the total number of shares to be sold;
 - (b) the fair value of each share so certified as aforesaid;
 - (c) the number of shares which each such holder shall be respectively entitled as of right to purchase, and shall invite such holders to apply for any shares in excess of such entitlement. In case of competition any excess shares shall be sold to the holders accepting the offer in proportion (as nearly as may be and without increasing the number of excess shares sold to any member beyond the number applied for by him) to their existing holdings of the shares of the class to the holders of which the offer is made. Each such offer shall be made

by writing sent through the post in pre-paid letters addressed to the holders of the shares of the relevant class at their respective addresses as appearing in the Register of Members, and shall state a time not being less than 14 days within which the offer shall be accepted or in default shall be deemed to have been declined.

12. At the expiration of the period mentioned in the offers referred to in Articles 10 (iv) and 11 (ii)(c) hereof as appropriate the Board shall allocate the said shares to or amongst the Members who shall have expressed his or their willingness to purchase as aforesaid. Upon such allocation the proposed transferor shall be bound within 21 days of payment of the said price to execute a transfer or transfers of the shares in favour of the purchaser or purchasers. If he makes default in so doing, the Chairman for the time being of the Board of Directors of the Company, or failing him, one of the Directors duly nominated by a resolution of the Board for that purpose shall, upon the expiry of the said period of 21 days, be deemed to be the duly appointed attorney of the proposed transferor with full power to execute, complete and deliver in the name and on behalf of the proposed transferor a transfer or transfers of the shares to the purchasing Member or Members and the Board may receive and give a good discharge for the purchase money on behalf of the proposed transferor and enter the name of the purchaser or purchasers in the Register of Members as holder or holders by transfer of the shares purchased by him or them.

13. In the event of the whole of the shares comprised in a transfer notice not being sold under the provisions of Articles 10, 11 and 12 hereof the proposed transferor shall be entitled upon giving one month's notice in writing to call upon all the Members to purchase at the fair value the shares not sold as aforesaid pro rata after taking into account the number of shares purchased by such Members pursuant to Articles 10, 11 and 12 hereof to the number of shares of all classes held by such Members and such Members shall be obliged to purchase the same within one month of the expiration of the notice hereunder. Payment for such shares shall be made over a period of 10 years or such shorter period as shall be notified in writing by any member

(other than the proposed transferor) on or before the expiry of the one month's notice hereunder by equal quarterly payments on the usual quarter days with interest on the balance outstanding at the expiration of each quarter at the rate of 4 per centum per annum over Bank of England minimum lending rate.

14. Articles 8 to 13 (inclusive) shall not apply.

(a) to a transfer of shares by any Member to Trustees for such Member.

(b) to a transfer of shares for the purpose only of effecting the appointment of a new trustee.

Any such transfer shall be subject to the decision of the Board as to whether any transfer of shares bona fide falls within the provisions of this Article and any such decision shall be final and binding.

TRANSMISSION OF SHARES

15. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall, upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a Member in respect of the share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt person could have made; but the Directors shall in either case have the same right, if any, to decline registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

PROCEEDINGS AT GENERAL MEETINGS

16. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; for all purposes three Members, one being a holder of "A" Ordinary Shares and one being a holder of "B" Ordinary Shares and one being a holder of "C" Ordinary Shares present in person or by proxy, shall constitute a quorum PROVIDED THAT if such quorum shall not be present at any General Meeting the said meeting shall stand adjourned for seven days and at any General Meeting so adjourned the quorum shall be any three Members present in person or by proxy.

17. 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

18. There shall be not less than three Directors.

19. Subject to the provisions of Article 20 hereof the holders of the "A" Ordinary Shares shall have the right from time to time and at any time to appoint one Director, and the holders of the "B" Ordinary Shares shall have the right from time to time and at any time to appoint one Director and the holders of the "C" Ordinary Shares shall have the right from time to time and at any time to appoint one Director. The holders of the "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares respectively shall each have the right to remove any such Director and appoint another in place of any such Director removed. Any such appointment and removal shall be effected by notice in writing to the Company signed by the holder or holders of not less than 51% of the shares of the relevant class.

20. No appointment of any Director pursuant to Article 19 hereof shall be of any effect unless all the Directors of the Company in office immediately prior to the receipt of the notice in writing thereunder shall approve the appointment.

21. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. A Director may, and the Secretary on the requisition of a director shall, at any time summon a meeting of the directors not less than three nor more than seven days after such requisition has been made.

22. The quorum at Meetings of Directors shall be three one of whom shall be a Director appointed by the holders of the "A" Ordinary Shares, one of whom shall be appointed by the holders of the "B" Ordinary Shares and one of whom shall be appointed by the holders of the "C" Ordinary Shares.

23. Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of equality of votes the Chairman shall have a second or casting vote.

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

25. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

BORROWING POWERS

26. 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

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

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of Section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

28. Any adult person may be appointed or elected as a Director, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ALTERNATE DIRECTOR

29. A Director shall have power to nominate in writing any person to act as an alternate Director in his place during his absence from the place where meetings are held or inability for any reason to act as such Director, and on such appointment being made the alternate Director shall (except as regards remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director while so acting shall exercise and discharge all the powers and duties of the Directors he represents. If the alternate Director is himself a Director of the Company he shall be entitled to vote in his own capacity as Director as well as in the capacity of alternate Director. An alternate Director shall not be entitled to attend or vote at any meeting of the Board at which the Director who appointed him is present. A Director may at any time in writing revoke the appointment of any alternate Director appointed by him and appoint another person in his place, and if a Director making such appointment as aforesaid shall cease to be a Director the person appointed by him shall thereupon cease to have any power or authority as alternate Director. An alternate Director shall look for his remuneration (if any) to the Director appointing him and not to the Company.

30. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by these Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a General Meeting of the Company but for no other purpose.

REMOVAL OF DIRECTORS

31. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office.

ACCOUNTS

32. In Regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of Section

158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

CAPITALISATION OF RESERVES ETC.

33. The Company may by Ordinary Resolution, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company (including profits carried and standing to the credit of any reserve account) not required for paying the fixed dividends on any shares entitled to fixed preferential dividends (whether with or without further participation in profits) or any sum carried to reserve as a result of the sale or revaluation of the assets of the Company (other than goodwill) or any part thereof or, subject as hereinafter provided any sum standing to the credit of the Company's Share Premium Account or Capital Redemption Reserve Fund, and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the Members in the proportions in which such profits or sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends, and to apply such profits or sum on their benefit, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid, or partly in one way and partly in the other.

Provided :

- (i) That so long as the issued share capital of the Company includes "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares the Company shall by the Ordinary Resolution by which it is resolved to capitalise any undivided profits of the Company or any such sum as aforesaid resolve that any shares to be paid up in full and allotted and distributed pursuant to such capitalisation to holders of the "A" Ordinary Shares shall be issued as "A" Ordinary Shares carrying the same rights in all respects as the existing

"A" Ordinary Shares of the Company and any Shares to be paid up in full and allotted and distributed pursuant to such capitalisation to holders of the "B" Ordinary Shares shall be issued as "B" Ordinary Shares carrying the same rights in all respects as the existing "B" Ordinary Shares of the Company and any Shares to be paid in full and allotted and distributed pursuant to such capitalisation to holders of the "C" Ordinary Shares shall be issued as "C" Ordinary Shares carrying the same rights in all respects as the existing "C" Ordinary Shares of the Company and such allotment and distribution of such shares credited as fully paid up shall be accepted by such holders of "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares in full satisfaction of their respective interests in the said capitalised sum.

- (ii) That the Share Premium Account and the Capital Redemption Reserve Fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members as fully paid.

WRITTEN RESOLUTION OF MEMBERS

34. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

WINDING UP

35. 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

36. 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 or about the execution of the duties of his office or otherwise in relation thereto, including any

(21)

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 or to be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

(22)

Names, Addresses and Descriptions of Subscribers.

EDGAR LEVY
72 New Cavendish Street.
London W.1.

Solicitor

HARRY GOLD
72 New Cavendish Street,
London W.1.

Solicitor

HARRY CHARLES SEIGAL
72 New Cavendish Street,
London W.1.

Solicitor

DATED this 24th day of November, 1977.

WITNESS to the above Signatures :-

S. A. SHAW
72 New Cavendish Street,
London W.1.

Solicitor

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

(Amended by Special Resolution
passed 10th December, 1979)
AMENDED ~~Memorandum~~

AND

Articles of Association

OF

Bloom Martin Limited.

Incorporated
the 23rd day of December, 1977

BENNETTS,
72 New Cavendish Street
London
WIM 6AU
Solicitors.

No. 1345759

THE COMPANIES ACTS 1948 to 1976

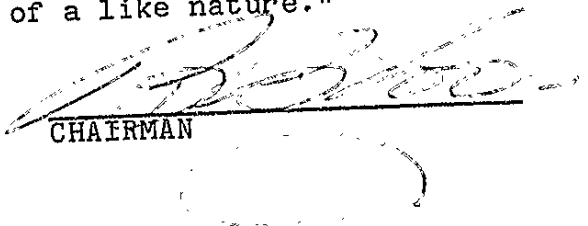
BLOOM MARTIN LIMITED

SPECIAL RESOLUTION
Passed 10th December 1979

At an Extraordinary General Meeting of the above-named Company duly convened and held on 10th December 1979 the following resolution was duly passed as a SPECIAL RESOLUTION:-

"That the provisions of the Company's Memorandum of Association with respect to its objects be altered by inserting after sub-clause (C) of clause 3 of the said Memorandum the following new sub-clause (D) and for the remaining paragraph identifying letters to be reallocated:-

(D) to carry on business as providers of Management Advisory and Financial Services of every and any description to any subsidiary and associated company and to others; to provide consultancy, marketing information, commercial contacts, details on sources of supply import and export information, research data, personnel, printing and other facilities and services of every and any description; and to enter into any contracts and other arrangements of every description with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise; to act as representatives on behalf of any client company and to enter into negotiations between manufacturers and sales distributors or between any bodies that the company shall deem fit and to carry on any other business of a like nature."


CHAIRMAN



13

No. of Company 1345759
THE COMPANIES ACTS 1948 to 1976
COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS OF BLOOM MARTIN LIMITED
PASSED 10th MARCH 1981

At an Extraordinary General Meeting of the above-named Company duly convened and held at 64 Meadway, London, N.W.11. on the 10th day of March 1981 the following Resolutions were duly passed as Ordinary and Special Resolutions.

ORDINARY RESOLUTION

- (A) That the Share Capital of the Company be increased to £170,000 by the creation of an additional 200,000 "D" Ordinary Shares of 10p each.

SPECIAL RESOLUTIONS

- (B) That the Articles of Association of the Company be altered in the manner set out below:-

- (i) In Article 3: deleting "£150,000" and inserting "£170,000".
By adding after "500,000 "C" Ordinary Shares of 10p each" the words "and 200,000 "D" Ordinary Shares of 10p each.
In the penultimate line after the words "'C" Ordinary Shares" add "and "D" Ordinary Shares"
- (ii) In Article 4: in the 9th line thereof after the words "'C" Ordinary Shares" add "and "D" Ordinary Shares"
In line 16 immediately after the words "'C" Ordinary Shares" add the words "and there shall be offered to the holders of "D" Ordinary Shares for the time being unissued



"D" Ordinary Shares."

- (iii) In Article 7: at the end thereof add the following words:- "and a Member holding "D" Ordinary Shares shall be entitled to transfer any "D" Ordinary Share to any other Member holding "D" Ordinary Shares at any price"
- (iv) In Article 10: by redesignating paragraphs (iv) and (v) as (v) and (vi) respectively and inserting the following paragraph as new paragraph (iv):-
"(iv) So far as the transfer notice comprises any "D" Shares then such shares shall be offered in the first instance to all the Members holding "D" Shares, and so that in the case of competition the Shares so offered shall be sold to the holders of the "D" Shares accepting the offer in proportion (as nearly as may be and without increasing the number sold to any Member beyond the number applied for by him) to their existing holdings of "D" Shares, and if and to the extent to which the holders of the "D" Shares shall not accept such offer such shares shall be dealt with as provided by Article 11 hereof."
In Paragraph (v) (as redesignated):-
Delete the word "and" in the first line and add "and (iv)" in the second line.
- (v) In Article 11: delete line 3 and substitute the following:-
"(ii), (iii) or (iv) of Article 10 hereof is to be dealt".
In sub-paragraph (i):-
redesignate "sub-clause (iv) as sub-clause (v).
In the pre-penultimate line after the words

"of the Company" insert the following "and being "D" Ordinary Shares to all the holders of the "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares of the Company"

(vi) In Article 12: Line 2 redesignate the reference

to Article 10 (iv) as Article 10 (v).

(vii) In Article 13: In Line 6 after the words "all the Members" add the words "holding "A", "B" or "C" Shares". Delete line 10 and substitute:-

"to the number of the "A", "B" and "C" Shares held by such".

(viii) In Article 33: After the word "provided" at the end of the first main paragraph add the words "subject to any Special Resolution to the contrary".

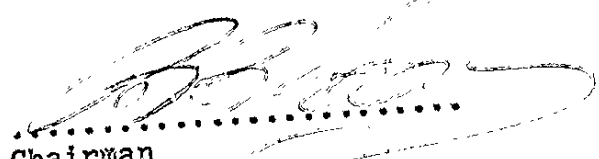
Sub-paragraph (i):-

In line 3 after the words "C" Ordinary Shares" add the words "and "D" Ordinary Shares"

After the words "in all respects as the existing "C" Ordinary shares of the Company" insert the following:-
"and any shares to be paid up in full and allotted and distributed pursuant to such capitalisation to holders of the "D" Ordinary Shares shall be issued as "D" Ordinary Shares carrying the same rights in all respects as the existing "D" Ordinary Shares of the Company"

At the beginning of the penultimate line add the words "and "D" Ordinary Shares"

(C) IT WAS RESOLVED that the provisions of proviso (i) to Article 33 should not apply to the capitalisation proposed in the following Ordinary Resolution.


Chairman

Dated the

16th day of

1981

No. of Company1345759.....

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company BLOOM MARTIN Limited*

hereby gives you notice that by ordinary/extraordinary/special ** resolution of the company dated the
10th March 1981, the nominal capital of the company has been increased by the
addition thereto of a sum of £20,000 beyond the registered capital of £150,000

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
200,000	"D" ORDINARY	10 Pence

The conditions (eg voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been
or are to be issued are as follows:-

(If any of the shares are preference shares state whether they are redeemable or not)
Pari passu with existing "A" "B" & "C" Ordinary Shares save for right
to appoint Directors and other minor matters specified in amended
Articles of Association

Signed

State whether

DIRECTOR

Director or Secretary

Date16th MARCH 1981.....

*Delete "Limited" if not applicable
**Delete as necessary

(see notes overleaf)

Presented by: BENNETTS
72 New Cavendish Street,
London, W1M 8AU.



Presenter's reference E. LEVY

Form No. 10

Number of } 1345759
Company }

CHANTREY VELLACOTT
RUSSELL SQUARE HOUSE,
10 12, RUSSELL SQUARE,
LONDON, WC1B 5LF

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

BLOOM MARTIN LIMITED

Passed 9th November, 1990

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at HOWARD ROAD, EATON SOCON,
ST. NEOTS, CAMBRIDGESHIRE, PE19 3ET

on the 9th day of November, 1990, the subjoined
SPECIAL RESOLUTION were duly passed, viz.:—

RESOLUTION

(A) THAT, the Articles of Association of the Company be altered as follows:

(i) by insertion a new Article to be numbered 5 namely:

'5. Subject to the provisions of the Companies Act 1985, the Company may purchase its own shares (including any redeemable shares) from the date of the adoption of this Article and if the Company so wishes make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.'

(ii) by renumbering the existing Articles 5 to 36 inclusive as Articles 6 to 37 respectively.

Signature
.....

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company

13 NOV 1990
24 DEC 1990

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

P.T.O.



The Solicitors' Law Stationery Society plc, One House, 27 Chancery Street, London EC1A 3HS

- (B) THAT, the purchase of shares in the capital of the Company on the terms of the proposed contract to be made between the Company and Jacqueline Carolina Cutts, Annex A hereto, and laid before the Meeting and initialled by the Chairman for purpose of identification be and is hereby approved.

Number of } 1345759
Company }

CHANTREY VELLACOTT
RUSSELL SQUARE HOUSE,
10-12, RUSSELL SQUARE,
LONDON, WC1B 5LF

The Companies Acts ~~1948-1985~~ 1985

COMPANY LIMITED BY SHARES

Extraordinary Resolution

(Pursuant to s. 141 (1) of the Companies Act 1948)

OF

BLOOM MARTIN

LIMITED

Passed 9th November, 1990

SEPARATE CLASS

AT an ~~EXTRAORDINARY GENERAL~~ MEETING of the above-named Company, duly convened, and held at HOWARD ROAD, EATON SOCON, ST NEOTS, CAMBRIDGESHIRE, PE19 3ET

on the 9th day of November, 1990, the subjoined Extraordinary Resolution was duly passed, viz.:—

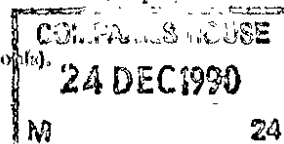
RESOLUTION

THAT this Separate Class Meeting of the holders of the "C" Ordinary Shares of 10p each in the Capital of the Company hereby sanctions the passing of the Resolutions set out in the Notice dated 9th October 1990, convening an Extraordinary General Meeting of the Company on 9th November 1990 (a copy of such Notice having been produced to this Meeting and for the purpose of identification signed by the Chairman thereof) and hereby sanctions each and every variation, modification or abrogation of rights and privileges attached or belonging to the "C" Ordinary Shares affected thereby or necessary to give effect thereto.

Signature 

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company

NOTE.—To be filed within 15 days after the passing of the Resolution(s).
See Section 143 (1) and (4) printed overleaf.



The Solicitors' Law Society, Limited,
One House, Breams Buildings, Fetter Lane, London, E.C.4, and at Birmingham, Cardiff, Liverpool,
Manchester and Glasgow.

Number of } 1345759
Company }

CHANTREY VELLACOTT
RUSSELL SQUARE HOUSE,
10-12, RUSSELL SQUARE,
LONDON, WC1B 5LF

The Companies Acts 1985

COMPANY LIMITED BY SHARES

Extraordinary Resolution

(Pursuant to s. 141 (1) of the Companies Act 1948)

OF

BLOOM MARTIN

LIMITED

Passed 9th November, 1990

SEPARATE CLASS

AT an ~~Extraordinary General~~ MEETING of the above-named Company, duly convened, and held at HOWARD ROAD, EATON SOCON, ST NEOTS, CAMBRIDGESHIRE, PE19 3ET

on the 9th day of November, 1990, the subjoined Extraordinary Resolution was duly passed, viz.:—

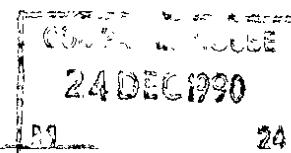
RESOLUTION

THAT this Separate Class Meeting of the holders of the "D" Ordinary Shares of 10p each in the Capital of the Company hereby sanctions the passing of the Resolutions set out in the Notice dated 9th October 1990, convening an Extraordinary General Meeting of the Company on 9th November 1990 (a copy of such Notice having been produced to this Meeting and for the purpose of identification signed by the Chairman thereof) and hereby sanctions each and every variation, modification or abrogation of rights and privileges attached or belonging to the "D" Ordinary Shares affected thereby or necessary to give effect thereto.

Signature

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



Oyez Publishing Limited, Oyez House, 277 Long Lane, London EC1 4PT.
a subsidiary of The Solicitors' Law Stationery Society, Limited.

Number of } 1345759
Company }

CHANTREY VELLACOTT
RUSSELL SQUARE HOUSE,
10-12, RUSSELL SQUARE,
LONDON, WC1B 5LF

The Companies Act 1985

COMPANY LIMITED BY SHARES

Extraordinary Resolution

(Pursuant to s. 141 (1) of the Companies Act 1948)

OF

BLOOM MARTIN

LIMITED

Passed 9th November, 1990

SEPARATE CLASS

AT an ~~XXXXXXXXXXXX~~ MEETING of the above-named
Company, duly convened, and held at HOWARD ROAD, EATON SOCON,
ST NEOTS, CAMBRIDGESHIRE, PE19 3ET

on the 9th day of November, 1990, the subjoined
Extraordinary Resolution was duly passed, viz:—

RESOLUTION

THAT this Separate Class Meeting of the holders of the "B" Ordinary Shares of 10p each in the Capital of the Company hereby sanctions the passing of the Resolutions set out in the Notice dated 9th October 1990, convening an Extraordinary General Meeting of the Company on 9th November 1990 (a copy of such Notice having been produced to this Meeting and for the purpose of identification signed by the Chairman thereof) and hereby sanctions each and every variation, modification or abrogation of rights and privileges attached or belonging to the "B" Ordinary Shares affected thereby or necessary to give effect thereto.

Signature

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company

NOTE.—To be filed within 15 days after the passing of the Resolution.
See Section 143 (1) and (4) printed overleaf.

COMPANIES HOUSE

24 DEC 1990

M

24

The Solicitors' Law Stationery Society, Limited,
Oney House, Oney Buildings, Peter Lane, London, E.C. 4, and at Birmingham, Cardiff, Liverpool,
Manchester and Glasgow.

Number of } 1345759
Company }

CHANTREY VELLACOTT
RUSSELL SQUARE HOUSE,
10-12, RUSSELL SQUARE,
LONDON, WC1B 5LF

The Companies Acts ~~1948 to 1987~~ 1985

COMPANY LIMITED BY SHARES

Extraordinary Resolution

(Pursuant to s. 141 (1) of the Companies Act 1948)

OF

BLOOM MARTIN

LIMITED

Passed 9th November, 1990

SEPARATE CLASS

AT an ~~Extraordinary General~~ MEETING of the above-named Company, duly convened, and held at HOWARD ROAD, EATON SOCON, ST NEOTS, CAMBRIDGESHIRE, PE19 3ET

on the 9th day of November, 1990, the subjoined Extraordinary Resolution was duly passed, viz.:—

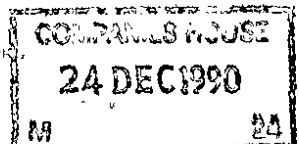
RESOLUTION

THAT this Separate Class Meeting of the holders of the "A" Ordinary Shares of 10p each in the Capital of the Company hereby sanctions the passing of the Resolutions set out in the Notice dated 9th October 1990, convening an Extraordinary General Meeting of the Company on 9th November 1990 (a copy of such Notice having been produced to this Meeting and for the purpose of identification signed by the Chairman thereof) and hereby sanctions each and every variation, modification or abrogation of rights and privileges attached or belonging to the "A" Ordinary Shares affected thereby or necessary to give effect thereto.

Signature

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company

NOTE.—To be filed within 15 days after the passing of the Resolution.
See Section 143 (1) and (4) printed overleaf.



The Solicitors' Law Stationery Society, Limited,
Oyez House, Streams Buildings, Fetter Lane, London, E.C. 4, and at Birmingham, Cardiff, Liverpool,
Manchester and Glasgow.

Companies 7*

1254 (12/85-0)

G

COMPANIES FORM No. 169

Return by a company purchasing its own shares

169

Pursuant to section 169 of the Companies Act 1985

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of company**Note**This return must be
delivered to the
Registrar within a
period of 28 days
beginning with the
first date on which
shares to which it
relates were
delivered to the
company§ A private company
is not required to
give this
information

To the Registrar of Companies



For official use

Company number

[] [] [] []

1345759

Please do not write
in the space below.
For Inland Revenue
use only.

Name of company

* BLOOM MARTIN LIMITED

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares	"p" ORDINARY		
Number of shares purchased	40,000		
Nominal value of each share	10p		
Date(s) on which the shares were delivered to the company	9/11/90		
Maximum prices paid \$ for each share			
Minimum prices paid \$ for each share			

The aggregate amount paid by the company for the shares
to which this return relates was:

£ 14,000

Stamp duty payable pursuant to section 66 of the Finance Act
1986 on the aggregate amount at 50p per £100 or part of £100 £70† Insert Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver (Scotland)
as appropriate

Signed

Designation: DIRECTOR

Date 9/11/90

Presentor's name address and
reference (if any):For official Use
General SectionCLEARED FOR
FILING

11 JAN 1991

STAMP OFFICE

Post room

28 DEC 1990



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

1987 Edition 487 F7300

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Companies G169

Company No. 1345759

COMPANIES ACT 1985
SPECIAL RESOLUTIONS
of
BLOOM MARTIN LIMITED

Passed on the 14 day of October 1992

At an Extraordinary General Meeting of the Company duly convened and held at 72 New Cavendish Street, London W1 on the 14 day of October 1992 at 12.00 am/pm the following resolutions were duly passed as Special Resolutions of the Company-

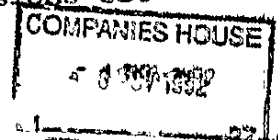
SPECIAL RESOLUTIONS

I THAT:-

- (a) Those B Ordinary Shares in the capital of the Company registered at the close of business on the 14 day of October 1992 set out opposite the members names following:

Shareholder	Number of B Ordinary Shares and their identifying numbers	
Jenice Bloom	38,500	548,001 - 586,500
Marjorie Constance Bloom	38,500	673,001 - 711,500
Terence Anthony Bloom	86,500	625,001 - 673,000
		750,000 - 788,500
Robin Marcus Bloom	86,500	500,001 - 548,000
		875,001 - 913,500

be and are hereby converted into new B Class I Ordinary Shares at the rate of 1 new B Class I Ordinary Share for each existing B Ordinary Share having attached thereto the rights and privileges and being subject to the restrictions and provisions set



out in the Articles of Association of the Company as amended by the second resolution to be proposed at this meeting:

- (b) Those B Ordinary Shares in the capital of the Company registered at the close of business on the day of 1992 set out opposite the members names following

Shareholder	Number of B Ordinary Shares and their identifying numbers	
Jenice Bloom	38,500	586,501 - 625,000
Marjorie Constance Bloom	38,500	711,501 - 750,000
Terence Anthony Bloom	86,500	788,501 - 875,000
Robin Marcus Bloom	86,500	913,501 - 1,000,000

be and are hereby converted into new B Class II Ordinary Shares at the rate of one new B Class II Ordinary Share for each existing B Ordinary Share having attached thereto the rights and privileges and being subject to the restrictions and provisions set out in the Articles of Association of the Company as amended by the second resolution proposed at this meeting.

- (c) Those D Ordinary Shares in the capital of the Company registered at the close of business on the day of 1992 set out opposite the members names following:-

Shareholder	Number of D Ordinary Shares and their identifying numbers	
Jenice Bloom	3,750	1,515,001 - 1,518,750
Marjorie Constance Bloom	3,750	1,518,751 - 1,522,500
Terence Anthony Bloom	3,750	1,522,501 - 1,526,250
Robin Marcus Bloom	3,750	1,526,251 - 1,530,000

be and are hereby converted into new D Class I

Ordinary Shares at the rate of 1 new D Class I Ordinary Share for each existing D Ordinary Share having attached thereto the rights and privileges and being subject to the restrictions and provisions set out in the Articles of Association of the Company as amended by the second resolution proposed at this meeting.

II THAT the Articles of Association of the Company be altered by repealing Article 3 and adopting the following new Article 3 in substitution therefor and to the exclusion thereof:-

"3.1 The authorised share capital of the Company at the date of adoption of this Article is £170,000 divided into

- 3.1.1 500,000 A Ordinary Shares of 10 pence each
- 3.1.2 250,000 B Class I Ordinary Shares of 10 pence each
- 3.1.3 250,000 B Class II Ordinary Shares of 10 pence each
- 3.1.4 500,000 C Ordinary Shares of 10 pence each
- 3.1.5 15,000 D Class I Ordinary Shares of 10 pence each
- 3.1.6 185,000 D Ordinary Shares of 10 pence each

3.2 Save as expressly provided herein the A Ordinary Shares and C Ordinary Shares and D Ordinary Shares shall rank pari passu in all respects.

3.3 The rights attached to the B Class I Ordinary Shares shall be as follows:-

- 3.3.1 The right to receive a dividend in specie consisting of the entire issued share capital in the Company's wholly-owned subsidiary Spearmark International Limited (incorporated with registered number 242587)

("Spearmark") and following the aforementioned distribution the holders of B Class I Ordinary shares shall have no further rights to participate in any dividend or distribution.

3.3.2 The right to receive in a winding up or on a return of capital a distribution in specie consisting of the entire issued share capital in Spearmark and subject thereto no further or other right to participate in the capital assets of the Company until the holders of shares of all the other classes (other than B Class I, B Class II and D Class I Ordinary shareholders) shall have received value amounting to £2 million per share.

3.3.3 Until such time as the holders of the B Class I Ordinary Shares have received, whether by way of dividend, return of capital or otherwise, the entire issued share capital in Spearmark, each B Class I Ordinary Share shall entitle its holder to one vote at all general meetings of the Company, thereafter the holder shall not be entitled to any vote.

3.4 The rights attached to the B Class II Ordinary Shares shall be as follows:-

3.4.1 The right to receive a dividend in specie consisting of the entire issued share capital in the Company's wholly-owned subsidiary Regent Cinema Company (Deal) Limited (incorporated with registered number 276351) ("Regent") and following the aforementioned distribution the holders of B Class II Ordinary shares shall have no

further rights to participate in any dividend or distribution.

- 3.4.2 The right to receive in a winding up or on a return of capital a distribution in specie consisting of the entire issued share capital in Regent and subject thereto no further or other right to participate in the capital assets of the Company until the holders of shares of all the other classes (other than B Class II, B Class I and D Class I Ordinary shareholders) shall have received value amounting to £2 million per share.

- 3.4.3 Until such time as the holders of the B Class II Ordinary Shares have received, whether by way of dividend, return of capital or otherwise, the entire issued share capital in Regent, each B Class II Ordinary Share shall entitle its holder to one vote at all general meetings of the Company, thereafter the holder shall not be entitled to any vote.

- 3.5 The rights attached to the D Class I Ordinary Shares shall be as follows:-

- 3.5.1 As to dividend
The shares confer no rights to a dividend.

- 3.5.2 As to capital
The right to receive on a winding up (but only after the holders of shares of all the other classes other than D Class I, B Class I and B Class II Ordinary shareholders have received value amounting to £2 million per share) the nominal value of the share and no further or other right to participate in the capital of the Company.

3.5.3 As to vote.

Until such time as the holders of the B Class I Ordinary Shares and B Class II Ordinary Shares cease to have a vote, one vote per share, thereafter no votes."

III (a) That on the recommendation of the directors a dividend shall be declared with respect to the B Class I Ordinary shares which shall be satisfied by the distribution by the Company of all of the shares in Spearmark to the holders of the B Class I Ordinary shares or as they shall direct.

(b) That on the recommendation of the directors a dividend shall be declared with respect to the B Class II Ordinary shares which shall be satisfied by the distribution by the Company of all the shares in Regent to the holders of the B Class II Ordinary shares or as they shall direct.

IV That notwithstanding the regulations contained in Regulations 11, 12 and 13 of the Articles of Association of the Company as to preemption rights and other like matters (which for the purposes set out herein shall be waived) the directors shall be authorised to register the transfers to A Ordinary shareholders and C Ordinary shareholders of all of the B Class I, B Class II and D Class I Ordinary shares of the Company to be implemented at a meeting of the Board of Directors of the Company to be held immediately following this Extraordinary General Meeting.

V That in the event of and immediately following such transfers of B Class I, B Class II and D Class I Ordinary shares as are referred to in resolution IV hereof, without further resolution:-


(a) Those B Class I Ordinary Shares registered in the name of A shareholders shall convert into and become A Ordinary Shares at the rate of one A Ordinary Share

for each B Class I Ordinary Share.

- (b) Those B Class II Ordinary Shares registered in the name of A shareholders shall convert into and become A Ordinary Shares at the rate of one A Ordinary Share for each B Class II Ordinary Share.
- (c) Those D Class I Ordinary Shares registered in the name of A shareholders shall convert into and become A Ordinary Shares at the rate of one A Ordinary Share for each D Class I Ordinary Share.
- (d) Those D Ordinary Shares registered in the name of A shareholders shall convert into and become A Ordinary Shares at the rate of one A Ordinary Share for each D Ordinary Share.
- (e) Those B Class I Ordinary Shares registered in the name of C shareholders shall convert into and become C Ordinary Shares at the rate of one C Ordinary Share for each B Class I Ordinary Share.
- (f) Those B Class II Ordinary Shares registered in the name of C shareholders shall convert into and become C Ordinary Shares at the rate of one C Ordinary Share for each B Class II Ordinary Share.
- (g) Those D Class I Ordinary Shares registered in the name of C shareholders shall convert into and become C Ordinary Shares at the rate of one C Ordinary Share for each D Class I Ordinary Share.
- (h) Those D Ordinary Shares registered in the name of C shareholders shall convert into and become C Ordinary Shares at the rate of one C Ordinary Share for each D Ordinary Share.

and all shares in the Company converted pursuant to this resolution shall thereupon immediately rank pari passu in all

respects with the other shares of the class into which they shall have been converted.


.....
Chairman

Dated:  1992

1365459
(136)

THE COMPANIES ACTS 1948 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

BLOOM MARTIN LIMITED

(Amended by Special Resolutions passed on the 10th March, 1981
and 6 October, 1992)

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act 1948 and subject as hereinafter provided, the regulations contained or incorporated in Part 11 of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

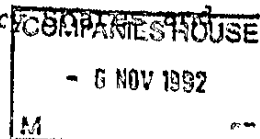
2. Regulations 24, 29, 53, 61, 75, 79, 84(2), 84(4), 88, 98, 99, 100, 128, 129, and 136 of Part I of Table A in the said Schedule (hereinafter referred to as "Table A, Part I") and regulations 3, 4 and 5 of Table A, Part II, shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 and 6, of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES

3.1 The authorised share capital of the Company at the date of adoption of this Article is £170,000 divided into

- 3.1.1 500,000 A Ordinary Shares of 10 pence each
- 3.1.2 250,000 B Class I Ordinary Shares of 10 pence each
- 3.1.3 250,000 B Class II Ordinary Shares of 10 pence each
- 3.1.4 500,000 C Ordinary Shares of 10 pence each
- 3.1.5 15,000 D Class I Ordinary Shares of 10 pence each
- 3.1.6 185,000 D Ordinary Shares of 10 pence each

3.2 Save as expressly provided herein the A Ordinary



C Ordinary Shares and D Ordinary Shares shall rank pari passu in all respects.

3.3 The rights attached to the B Class I Ordinary Shares shall be as follows:-

3.3.1 The right to receive a dividend in specie consisting of the entire issued share capital in the Company's wholly-owned subsidiary Spearmark International Limited (incorporated with registered number 242587) ("Spearmark") and following the aforementioned distribution the holders of B Class I Ordinary shares shall have no further rights to participate in any dividend or distribution.

3.3.2 The right to receive in a winding up or on a return of capital a distribution in specie consisting of the entire issued share capital in Spearmark and subject thereto no further or other right to participate in the capital assets of the Company until the holders of shares of all the other classes (other than B Class I, B Class II and D Class I Ordinary shareholders) shall have received value amounting to £2 million per share.

3.3.3 Until such time as the holders of the B Class I Ordinary Shares have received, whether by way of dividend, return of capital or otherwise, the entire issued share capital in Spearmark, each B Class I Ordinary Share shall entitle its holder to one vote at all general meetings of the Company, thereafter the holder shall not be entitled to any vote.

3.4 The rights attached to the B Class II Ordinary Shares shall be as follows:-

3.4.1 The right to receive a dividend in specie consisting of the entire issued share capital in the Company's wholly-owned subsidiary Regent Cinema Company (Deal) Limited (incorporated with registered number 276351) ("Regent") and following the aforementioned distribution the holders of B Class II Ordinary shares shall have no further rights to participate in any dividend or distribution.

3.4.2 The right to receive in a winding up or on a return of capital a distribution in specie consisting of the entire issued share capital in Regent and subject thereto no further or other right to participate in the capital assets of the

Company until the holders of shares of all the other classes (other than B Class II, B Class I and D Class I Ordinary shareholders) shall have received value amounting to £2 million per share.

- 3.4.3 Until such time as the holders of the B Class II Ordinary Shares have received, whether by way of dividend, return of capital or otherwise, the entire issued share capital in Regent, each B Class II Ordinary Share shall entitle its holder to one vote at all general meetings of the Company, thereafter the holder shall not be entitled to any vote.

3.5 The rights attached to the D Class I Ordinary Shares shall be as follows:-

- 3.5.1 As to dividend

The shares confer no rights to a dividend.

- 3.5.2 As to capital

The right to receive on a winding up (but only after the holders of shares of all the other classes other than D Class I, B Class I and B Class II Ordinary shareholders have received value amounting to £2 million per share) the nominal value of the share and no further or other right to participate in the capital of the Company.

- 3.5.3 As to vote.

Until such time as the holders of the B Class I Ordinary Shares and B Class II Ordinary Shares cease to have a vote, one vote per share, thereafter no votes.

4. Any unissued shares in the capital of the Company for the time being shall unless otherwise provided by Special Resolution of the Company be offered in the first instance to the Members for the time being in proportion (as nearly as circumstances may admit) to the number of shares held by them respectively and so that if such unissued shares consist of "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares and "D" Ordinary Shares there shall be offered to the holders of "A" Ordinary Shares for the time being unissued "A" Ordinary Shares and there shall be offered to the holders of "B" Ordinary Shares for the time being unissued "B" Ordinary Shares and there shall be offered to the holders of "C" Ordinary Shares for the time being unissued "C" Ordinary Shares and there shall be offered to the holders of "D" Ordinary Shares for

the time being unissued "D" Ordinary Shares. Upon such offers being made as aforesaid the holders of the shares of each class shall be invited to apply for any shares of such class they are willing to accept in excess of their entitlement. In the event that a holder or holders of any shares of that class does not accept his or their entitlement the shares representing the same shall be offered to the shareholders of that class who have applied for excess shares and so that in so far as the number of such excess shares is the same as or less than the aggregate of the numbers so applied for the same shall be issued in proportion as nearly as may be to the numbers so applied for by the respective holders and in so far as the number of such excess shares is greater than the aggregate of the numbers so applied for the same shall be offered to the holders of the other classes in proportion as nearly as may be to the number of shares of those classes held by them respectively. Any unissued shares which are offered as aforesaid and not accepted in accordance with the foregoing provisions shall be at the disposal of the Directors and they may (subject to the provisions of the Act) allot the same to such persons at such times and on such terms as they think fit.

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5. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

6. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share but such right to decline registration shall not be exercisable in the case of any transfer made pursuant to Articles 7, 10, 12, 13 or 14.

7. A Member holding "A" Ordinary Shares shall be entitled to transfer any "A" Ordinary Share to any other Member holding "A" Ordinary Shares at any price and a Member holding "B" Ordinary Shares shall be entitled to transfer any "B" Ordinary Share to any other Member holding "B" Ordinary Shares at any price and a Member holding "C" Ordinary Shares shall be entitled to transfer any "C" Ordinary Share to any other Member holding "C" Ordinary Shares at any price and a Member holding "D" Ordinary Shares shall be entitled to transfer any "D" Ordinary Share to any other Member holding "D" Ordinary Shares at any price.

8. Except in the case of a transfer in accordance with Article 7 and save as hereinafter provided no shares in the capital of the Company shall be transferred unless and until the rights of pre-emption hereinafter conferred shall have been exhausted.

9. Subject to Article 7 hereof every Member and every person becoming entitled to dispose of or deal with shares of the Company upon a death or otherwise who is desirous of transferring any shares (hereinafter called "the proposed transferor") shall give a notice (hereinafter called "a transfer notice") in writing of such desire to the Board of Directors of the Company. A transfer notice shall specify the shares which the proposed transferor wishes to sell

and shall constitute the Board the Agent of the proposed transferor for the sale of the shares comprised therein at a price to be certified in writing by the Auditors for the time being of the Company as the fair value thereof and subject to the conditions hereinafter set out. A transfer notice shall not be revocable except with the consent of the Board.

10. Upon the price being so certified as aforesaid the Board shall forthwith offer the shares to be sold in the following manner viz:-

(i) So far as the transfer notice comprises any "A" Shares then such shares shall be offered in the first instance to all the Members holding "A" Shares, and so that in the case of competition the shares so offered shall be sold to the holders of the "A" Shares accepting the offer in proportion (as nearly as may be and without increasing the number applied for by him) to their existing holdings of "A" Shares, and if and to the extent to which the holders of the "A" Shares shall not accept such offer such shares shall be dealt with as provided by Article 11 hereof.

(ii) So far as the transfer notice comprises any "B" Shares then such shares shall be offered in the first instance to all the Members holding "B" Shares, and so that in the case of competition the shares so offered shall be sold to the holders of the "B" Shares accepting the offer in proportion (as nearly as may be and without increasing the number sold to any Member beyond the number applied for by him) to their existing holdings of "B" Shares, and if and to the extent to which the holders of the "B" Shares shall not accept such offer such shares shall be dealt with as provided by Article 11 hereof.

(iii) So far as the transfer notice comprises any "C" Shares then such shares shall be offered in the first instance to all the Members holding "C" Shares, and so that in the case of competition the shares so offered shall be sold to the holders of the "C" Shares accepting the offer in proportion (as nearly as may be and without increasing the number sold to any Member beyond the number applied for by him) to their existing holdings of "C" Shares, and if and to the extent to which the holders of the "C" Shares shall not accept such offer such shares shall be dealt with as provided by Article 11 hereof.

(iv) So far as the transfer notice comprises any "D" Shares then such shares shall be offered in the first instance to all the Members holding "D" Shares, and so that in the case of competition the Shares so offered shall be sold to the holders of the "D" Shares accepting the offer in proportion (as nearly as may be and without increasing the number sold to any Member beyond the number applied for by him) to their existing holdings of "D" Shares, and if and to the extent to which the holders of the "D" Shares shall not accept such offer such shares shall be dealt with as provided by Article 11 hereof.

(v) Any offer under paragraphs (i) (ii) (iii) and (iv) hereof shall be in writing and shall be accepted by notice in writing to the Company within fourteen days of its being served stating how many shares the Member making such acceptance desires to take and if not so accepted shall be deemed to have been refused.

(vi) If and to the extent to which any offer is accepted the proposed transferor shall be bound to transfer the shares accepted, and the member accepting the offer be bound to pay for the shares so accepted the fair value thereof.

11. Any share comprised in a transfer notice which under the provisions of sub-paragraphs (i) (ii) (iii) or (iv) of Article 10 hereof is to be dealt with under this Article, shall be dealt with as follows:-

(i) The Board shall forthwith (upon the expiration of the period of 14 days referred to in sub-clause (v) of Article 10 hereof) offer the shares to be sold being "A" Ordinary Shares to all the holders of "B" Ordinary Shares and "C" Ordinary Shares and being "B" Ordinary Shares to all the holders of "A" Ordinary Shares and "C" Ordinary Shares and being "C" Ordinary Shares to all the holders of the "A" Ordinary Shares and "B" Ordinary Shares of the Company and being "D" Ordinary Shares to all the holders of the "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares of the Company pro-rata in each case to their respective holdings of shares of those classes.

(ii) Any offer made by the Board pursuant to this Article 11 shall state:-

(a) the total number of shares to be sold;

(b) the fair value of each share so certified as aforesaid;

(c) the number of shares which each such holder shall be respectively entitled as of right to purchase, and shall invite such holders to apply for any shares in excess of such entitlement. In case of competition any excess shares shall be sold to the holders accepting the offer in proportion (as nearly as may be and without increasing the number of excess shares sold to any Member beyond the number applied for by him) to their existing holdings of the shares of the class to the holders of which the offer is made. Each such offer shall be made by writing sent through the post in pre-paid letters addressed to the holders of the shares of the relevant class at their respective addresses as appearing in the Register of Members, and shall state a time not being less than 14 days within which the offer shall be accepted or in default shall be deemed to have declined.

12. At the expiration of the period mentioned in the offers referred to in Articles 10 (v) and 11 (ii) (c) hereof as appropriate the Board shall allocate the said shares to or amongst the Members who shall have expressed his or their willingness to purchase as aforesaid. Upon such allocation the proposed transferor shall be bound within 21 days of payment of the said price to execute a transfer or transfers of the shares in favour of the purchaser or purchasers. If he makes default in so doing, the Chairman for the time being of the Board of Directors of the Company, or failing him, one of the Directors duly nominated by a resolution of the Board for that purpose shall, upon the expiry of the said period of 21 days, be deemed to be the duly appointed attorney of the proposed transferor with full power to execute, complete and deliver in the name and on

behalf of the proposed transferor a transfer or transfers of the shares to the purchasing Member or Members and the Board may receive and give a good discharge for the purchase money on behalf of the proposed transferor and enter the name of the purchaser or purchasers in the Register of Members as holder or holders by transfer of the shares purchased by him or them.

13. In the event of the whole of the shares comprised in a transfer notice not being sold under the provisions of Articles 10, 11 and 12 hereof the proposed transferor shall be entitled upon giving one month's notice in writing to call upon all the Members holding "A", "B" or "C" Shares to purchase at the fair value the shares not sold as aforesaid pro rata after taking into account the number of shares purchased by such Members pursuant to Articles 10, 11 and 12 hereof to the number of the "A", "B" and "C" Shares held by such Members and such Members shall be obliged to purchase the same within one month of the expiration of the notice hereunder. Payment for such shares shall be made over a period of 10 years or such shorter period as shall be notified in writing by any Member (other than the proposed transferor) on or before the expiry of the one month's notice hereunder by equal quarterly payments on the usual quarter days with interest on the balance outstanding at the expiration of each quarter at the rate of 4 per centum per annum over Bank of England minimum lending rate.

14. Articles 8 to 13 (inclusive) shall not apply

(a) to a transfer of shares by any Member to Trustees for such Member;

(b) to a transfer of shares for the purpose only of effecting the appointment of a new trustee.

Any such transfer shall be subject to the decision of the Board as to whether any transfer of shares bona fide falls within the provisions of this Article and any such decision shall be final and binding.

TRANSMISSION OF SHARES

15. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall, upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a Member in respect of the share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt person could have made; but the Directors shall in either case have the same right, if any, to decline registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

PROCEEDINGS AT GENERAL MEETINGS

16. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business; for all purposes three Members, one being a holder of "A" Ordinary Shares and one being a holder of "B" Ordinary Shares and one being a holder of "C" Ordinary Shares present in person or by proxy, shall constitute a quorum PROVIDED THAT if

such quorum shall not be present at any General Meeting the said meeting shall stand adjourned for seven days and at any General Meeting so adjourned the quorum shall be any three Members present in person or by proxy.

17. 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

18. There shall be not less than three Directors.

19. Subject to the provisions of Article 20 hereof the holders of the "A" Ordinary Shares shall have the right from time to time and at any time to appoint one Director, and the holders of the "B" Ordinary Shares shall have the right from time to time and at any time to appoint one Director and the holders of the "C" Ordinary Shares shall have the right from time to time and at any time to appoint one Director. The holders of the "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares respectively shall each have the right to remove any such Director and appoint another in place of any such Director removed. Any such appointment and removal shall be effected by notice in writing to the Company signed by the holder or holders of not less than 51% of the shares of the relevant class.

20. No appointment of any Director pursuant to Article 19 hereof shall be of any effect unless all the Directors of the Company in office immediately prior to the receipt of the notice in writing thereunder shall approve the appointment.

21. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors not less than three nor more than seven days after such requisition has been made.

22. The quorum at meetings of Directors shall be three one of whom shall be a Director appointed by the holders of the "A" Ordinary Shares, one of whom shall be appointed by the holders of the "B" Ordinary Shares and one of whom shall be appointed by the holders of the "C" Ordinary Shares.

23. Questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of equality of votes the Chairman shall have a second or casting vote.

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

25. A Director and alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company, and at any separate meeting of the holders of any class of shares in the Company.

BORROWING POWERS

26. 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

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

(1) If by notice in writing to the Company he resigns the office of Director.

(2) If he ceases to be a Director by virtue of Section 182 of the Act.

(3) If he becomes bankrupt or enters into any arrangement with his creditors.

(4) If he is prohibited from being a Director by an order made under any of the provisions of Section 188 of the Act.

(5) If he becomes of unsound mind.

(6) If he is removed from office by a resolution duly passed under Section 184 of the Act.

28. Any adult person may be appointed or elected as a Director, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

ALTERNATE DIRECTORS

29. A Director shall have power to nominate in writing any person to act as an alternate Director in his place during his absence from the place where meetings are held or inability for any reason to act as such Director, and on such appointment being made the alternate Director shall (except as regards remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and each alternate Director while so acting shall exercise and discharge all the powers and duties of the Directors he represents. If the alternate Director is himself a Director of the Company he shall be entitled to vote in his own capacity as Director as well as in the capacity of alternate Director. An alternate Director shall not be entitled to attend or vote at any meeting of the Board at which the Director who appointed him is present. A Director may at any time in writing revoke the appointment of any alternate Director appointed by him and appoint another person in his place, and if a Director making such appointment as aforesaid shall cease to be a Director the person appointed by him shall thereupon cease to have any power or authority as alternate Director. An alternate Director shall look for his remuneration (if any) to the Director appointing him and not to the Company.

30. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by these Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of summoning a General Meeting of the Company but for no other purpose.

REMOVAL OF DIRECTORS

31. In addition and without prejudice to the provisions of Section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office.

ACCOUNTS

32. In Regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of Section 158 (1) (c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

CAPITALISATION OF RESERVES ETC

33. The Company may by Ordinary Resolution, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company (including profits carried and standing to the credit of any reserve account) not required for paying the fixed dividends on any shares entitled to fixed preferential dividends (whether with or without further participation in profits) or any sum carried to reserve as a result of the sale or revaluation of the assets of the Company (other than goodwill) or any part thereof or, subject as hereinafter provided any sum standing to the credit of the Company's Share Premium Account or Capital Redemption Reserve Fund, and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the Members in the proportions in which such profits or sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends, and to apply such profits or sum on their benefit, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid, or partly in one way and partly in the other.

Provided, subject to any Special Resolution to the contrary:-

(i) That so long as the issued share capital of the Company includes "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares and "D" Ordinary Shares the Company shall by Ordinary Resolution by which it is resolved to capitalise any undivided profits of the Company or any such sum as aforesaid resolve that any shares to be paid up in full and allotted and distributed pursuant to such capitalisation to holders of the "A" Ordinary Shares shall be issued as "A" Ordinary Shares carrying

the same rights in all respects as the existing "A" Ordinary Shares of the Company and any Shares to be paid up in full and allotted and distributed pursuant to such capitalisation to holders of the "B" Ordinary Shares shall be issued as "B" Ordinary Shares carrying the same rights in all respects as the existing "B" Ordinary Shares of the Company and any Shares to be paid in full and allotted and distributed pursuant to such capitalisation to holders of the "C" Ordinary Shares shall be issued as "C" Ordinary Shares carrying the same rights in all respects as the existing "C" Ordinary Shares of the Company and any shares to be paid up in full and allotted and distributed pursuant to such capitalisation to holders of the "D" Ordinary Shares shall be issued as "D" Ordinary Shares carrying the same rights in all respects as the existing "D" Ordinary Shares of the Company and such allotment and distribution of such shares credited as fully paid up shall be accepted by such holders of "A" Ordinary Shares and "B" Ordinary Shares and "C" Ordinary Shares and "D" Ordinary Shares in full satisfaction of their respective interests in the said capitalised sum.

(ii) That the Share Premium account and the Capital Redemption Reserve Fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members as fully paid.

WRITTEN RESOLUTION OF MEMBERS

34. A resolution in writing signed by all the Members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.

WINDING UP

35. 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

36. 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 or 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 judgement 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. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

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Pursuant to section 122 of the Companies Act 1985

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For official use

Company number

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bold block lettering

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1345759

Name of company

BLOOM MARTIN LIMITED

* insert full name
of company

gives notice that:

on 6th October 1992 the following B Ordinary shares were converted into new B Class I Ordinary shares at the rate of one new B Class I Ordinary share for each existing B Ordinary share subject to the Articles of Association of the company as amended by the attached special resolution dated 6th October 1992:-

38,500 being numbers 548,001 - 586,500	(Jenice Bloom)
38,500 being numbers 673001 - 711500	(Marjorie Bloom)
86,500 being numbers 625001 - 673000	(Terence Bloom)
750000 - 788500	
86,500 being numbers 500001 - 548000	(Robin Bloom)
875001 - 913500	

† delete as
appropriate

Signed

[Director][Secretary] Date 6 Nov 92

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

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1345759

Name of company

* BLOOM MARTIN LIMITED

* insert full name
of company

gives notice that:

On 6th October 1992 the following B Ordinary shares were converted into new B Class II Ordinary shares at the rate of one new B Class II Ordinary share for each existing B Ordinary share subject to the Articles of Association of the company as amended by the attached special resolution dated 6th October 1992:-

38,500 being numbers 586501 - 625000 (Jenice Bloom)
38,500 being numbers 711501 - 750000 (Marjorie Bloom)
86,500 being numbers 788501 - 875000 (Terence Bloom)
86,500 being numbers 913501 - 1000000 (Robin Bloom)

† delete as
appropriate

Signed

[Director][Secretary]† Date 6.10.92

Presenter's name address and
reference (if any)

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Name of company

* BLOOM MARTIN LIMITED* insert full name
of company

gives notice that:

on 6th October 1992 the following D Ordinary shares were converted into new D Class I Ordinary shares at the rate of one new D Class I Ordinary share for each existing D Ordinary share subject to the Articles of Association of the company as amended by the attached special resolution dated 6th October 1992:-

3,750 being numbers 1,515,001 - 1,518,750 (Jenice Bloom)
3,750 being numbers 1,518,751 - 1,522,500 (Marjorie Bloom)
3,750 being numbers 1,522,501 - 1,526,250 (Terence Bloom)
3,750 being numbers 1,526,251 - 1,530,000 (Robin Bloom)

† delete as
appropriate

Signed



[Director][Secretary]† Date

6 10 92

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Name of company

* BLOOM MARTIN LIMITED

gives notice that:

Following the transfer of B Class I, B Class II and D Class I Ordinary shares to A Ordinary shareholders and C Ordinary shareholders and pursuant to special resolutions passed on 6th October 1992

(a) all D Ordinary shares registered in the name of A shareholders shall convert into and become A Ordinary shares at the rate of one A Ordinary share for each D Ordinary share and shall thereupon immediately rank pari Passu in all respects with the other shares of that class.

(b) all D Ordinary shares registered in the name of C shareholders shall convert into and become C Ordinary shares at the rate of one C Ordinary share for each D Ordinary share and shall thereupon immediately rank pari passu in all respects with the other shares of that class.

† delete as
appropriate

Signed

[Director][~~Secretary~~]† Date 6.10.92Presentor's name address and
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1345759

Name of company

BLOOM MARTIN LIMITED

* insert full name
of company

gives notice that:

Following the transfer of B Class I, B Class II and D Class I Ordinary shares to A Ordinary shareholders and C Ordinary shareholders and pursuant to special resolutions passed on 6th October 1992

(a) all B Class I, B Class II and D Class I ordinary shares transferred into the name of A Ordinary shareholders of the company shall forthwith convert into and become A Ordinary shares at the rate of one A Ordinary share for each B Class I, B Class II or D Class I Ordinary share and shall immediately rank pari passu with effect from 6th October 1992 in all respects with the other A Ordinary shares presently in existence.

(b) all B Class I, B Class II and D Class I ordinary shares transferred into the name of C Ordinary shareholders of the company shall forthwith convert into and become C Ordinary shares at the rate of one C Ordinary share for each B Class I, B Class II or D Class I Ordinary share and shall immediately rank pari passu with effect from 6th October 1992 in all respects with the other C Ordinary shares presently in existence.

† delete as
appropriate

Signed

[Signature]

[Director][Secretary]† Date 6 10 92

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