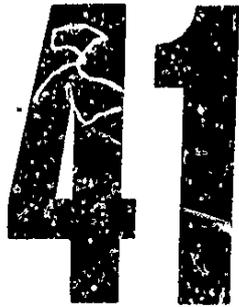




THE COMPANIES ACTS 1948 TO 1976

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

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

Company number

1118822/1

Name of Company

P & A SHOWMAN OPTICIANS OPTHALMIC OPTICIANS Limited*

* delete if inappropriate

I, BERNARD OLSBERG of 2 ST JOHN STREET MANCHESTER M3 4BT

† 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

do solemnly and sincerely declare that I am † A PERSON NAMED AS SECRETARY OF THE COMPANY IN THE STATEMENT DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT 1976

of P & A SHOWMAN OPTICIANS OPTHALMIC OPTICIANS 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 Manchester in the County of Greater Manchester

the twenty seventh day of November One thousand nine hundred and seventy eight

before me A Commissioner for Oaths

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

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

For official use General section. Includes stamps: 10 JAN 1978, 29 NOV 1978, 15 FEB 1978

COMPANY LIMITED BY SHARES

Memorandum of Association



OF

1418822 / 3

~~OPHTHALMIC~~ RO

P & A SHOWMAN ~~OPHTHALMIC~~ OPTICIANS LIMITED

~~OPHTHALMIC~~ RO

1. The name of the Company is P & A SHOWMAN ~~OPHTHALMIC~~ OPTICIANS LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - (A)

to carry on business as opticians, dispensing opticians and ophthalmic opticians, to act as wholesalers, retailers, importers, exporters, agents, dealers and distributors of spectacles, contact lenses, eye-glasses of all descriptions, cameras, binoculars, telescopes, microscopes and general photographic equipment.



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(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised, or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other Company.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the under-taking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company

(Q) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

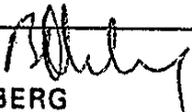
(T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each.
6. The shares in the original or any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 72 of the Companies Act, 1948, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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.

Name, Address and Descriptions of Subscribers	Number of Shares taken by each Subscriber. (in words).
 B. OLSBERG 2 St. John Street, Manchester M3 4BT Chartered Accountant	One
 R. H. OLSBERG 2 St. John Street, Manchester M3 4BT Estate Agent	One

DATED the 27 NOVEMBER 1978

WITNESS to the above Signatures:-
H Weisz (Miss) *H Weisz*
2 St John Street
Manchester
M3 4BT

Secretary

THE COMPANIES ACT, 1948 - 1967

COMPANY LIMITED BY SHARES

Articles of Association

1418822/4

OF

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OPHTHALMIC
DA Ro
P & A SHOWMAN ~~OPHTHALMIC~~ OPTICIANS LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations set out in Part II of Table "A" in the First Schedule to the Companies Act, 1948 (as amended) (including the Regulations referred to in Clause 1 thereof) shall apply to this Company.
2. The following clauses of Part I of the Said Table "A" shall not apply to this Company videlicet:— 24, 53, 58, 60, 75, 79, 84(2), 84(4), 89, 90, 91, 92 and 93

PRIVATE COMPANY

3. The Company is a Private Company within the meaning of the Act.

SHARES

4. The Directors may allot or otherwise dispose of the shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine, but so that, except as provided by the Statutes, no shares shall be issued at a discount.

LIEN

5. The lien conferred by Clause II of Part I of Table "A" shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

6. Clause 3 of Part II of Table "A" shall not apply to any transfer to a person who is already a member of the Company.
7. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may, subject to Clause 3 of Part II of Table "A", dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS

8. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than ten, and the names of the first Directors shall be determined by the Subscribers to the Memorandum of Association of the Company.
10. A person may be appointed a Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining that or any other age.
11. Subject to the provisions of Section 199 of the Act, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

12. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, 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.

ALTERNATE DIRECTOR

13. Any Director being or being about to go abroad may by notice in writing to the Company appoint some other person to be his alternate or substitute Director during his absence, such alternate Director having in all respects the same rights and powers as the Appointor. Any person who has been so appointed may be, in like manner, removed by the person who appointed him.

INDEMNITY

14. Subject to Section 205 of the Act and in addition to such indemnity as is contained in Clause 136 of Part I of Table "A", every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

SECRETARY

15. The first Secretary of the Company shall be Bernard Olsberg.

Names, Addresses and Descriptions of Subscribers
<p>B. OLSBERG, 2 St. John Street, Manchester M3 4BT Chartered Accountant</p> <p><i>R. H. Olsberg</i> R. H. OLSBERG, 2 St. John Street, Manchester M3 4BT Estate Agent</p>

DATED the 27 NOVEMBER 1978

WITNESS to the above Signatures:-

H Weisz (Miss) *H Weisz*
2 St John Street
Manchester
M3 4BT

Secretary



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

1

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

Company number

1418822/3

Name of Company

~~OPTICAL MISC~~

P & A SHOWMAN OPTICIANS

Limited*

* delete if inappropriate

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

2 ST JOHN STREET

MANCHESTER

M3 4BT

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

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

Presenter's reference (if any):

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:

Name (note 2)	RACHEL HANNAH OLSEBERG	Business occupation	ESTATE AGENT
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	7 NEW HALL AVENUE SALFORD 7 LANCS	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)	ELDERLENE LIMITED		
I hereby consent to act as director of the company named on page 1			
Signature	R.H. OLSEBERG	Date	27 NOVEMBER 1978

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Name (note 2)		Business occupation	
Former name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

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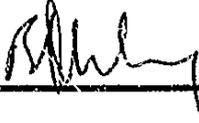
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The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

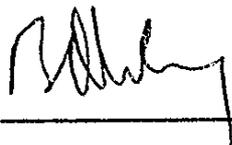
Name (notes 2 & 7)	BERNARD OLSBERG
Former name(s) (note 3)	
Address (notes 4 & 7)	7 NEW HALL AVENUE SALFORD 7 LANGS
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 27 NOVEMBER 1978

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

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

† delete as appropriate

Signature		[Subscriber] [Agent]†	Date	27 NOVEMBER 1978
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Signature	R. H. Olsberg	[Subscriber] [Agent]†	Date	27 NOVEMBER 1978
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CERTIFICATE OF INCORPORATION

No. 1418822

I hereby certify that

P & A SHOWMAN OPTICIANS LIMITED

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

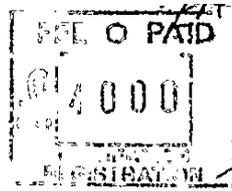
Given under my hand at Cardiff the

10TH MAY 1979

A handwritten signature in cursive script, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies



Number of Company

18822 ✓

10

9.2.84

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

~~P & A SHOWMAN OPTICIANS LIMITED~~ ✓

~~KIMKED~~

Passed 1st February, 19 84.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 114 Mauldeth Road

· Withington Greater Manchester

· on the 1st day of February, 19 84, the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

"that the name of the company be changed to ~~Look Right Limited~~"

Signature 
Director

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

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

BANK 0768

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1418822

I hereby certify that

P & A SHOWMAN OPTICIANS
LIMITED

having by special resolution changed its name, is now
incorporated under the name of

LOOK RIGHT LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 27TH FEBRUARY 1984

D. G. Blackstock

D. G. BLACKSTOCK
an authorised officer

THE COMPANIES ACTS 1948 to 1981

No. 1,418,822.

A PRIVATE COMPANY LIMITED BY SHARES.

LOOK RIGHT LIMITED

20

SPECIAL RESOLUTION PROPOSED AND ADOPTED BY ALL THE MEMBERS OF THE COMPANY PURSUANT TO REGULATION 73A OF PART I OF TABLE A OF THE FIRST SCHEDULE OF THE COMPANIES ACT 1948 AS INTRODUCED BY REGULATION 36(4) OF THE THIRD SCHEDULE OF THE COMPANIES ACT 1980.

SPECIAL RESOLUTION.

That pursuant to the provisions of Section 24(1) of Part II of the Companies Act, 1981 the name of the Company be changed to:-

SHOWMAN OPTICIANS LIMITED

Dated the 1st day of February, 1985



Anthony Ivor Showman

A. I. Showman

Paul Terry Showman

P. T. Showman



*MID. £540-00
008719*

Being all the Members for the time being entitled to receive notice of and attend and vote at the Meetings of the Company.

1418822/MC2

R. CHATFIELD LTD.
TEMPLE HOUSE,
23 HOLYWELL ROW,
LONDON EC2A 4JB.
TEL. 01-377 0581

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1418822

I hereby certify that

LOOK RIGHT LIMITED

21

having by special resolution changed its name, is now
incorporated under the name of
SHOWMAN OPTICIANS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 17TH APRIL 1985

C. Israel

MRS. C. ISRAEL

an authorised officer