Form No. 41

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

41

Please do not write in this binding margin

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

Company number 1445054

Name of Company

DRONMAC

Limited*

* delete if inappropriate

I, Malcolm Roy Chettleburgh

of 140/141, Temple Chambers, Temple Avenue, London, EC4Y OHE

† 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 Dronmac

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 Temple Chambers, Temple Avenue, London, E.C.4.

the 1st day of August

One thousand nine hundred and seventy-nine

before me (Ivan I Henry)

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

A Commissioner for Oaths‡ Justice of the Peace (Inner London)

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

M.R.CHETTLEBURGH LTD
140/141, Temple Chambers
Temple Avenue, London,
E.C.4Y OHE.

For official use

General section

Post room

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

1445954/3

MEMORANDUM OF ASSOCIATION OF

DRONMAC

LIMITED

1. The name of the Company is Dronmac 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 manufacturers, importers, exporters, wholesalers and retailers in articles of all kinds for commercial, domestic and personal use, commodities, raw materials, foodstuffs and natural produce and to carry on business as butchers, grocers, greengrocers, fishmongers, poultry dealers, florists, horticulturalists, confectioners, tobacconists, ironmongers, radio and television dealers, photographic dealers, dealers in clothing, footwear, soft furnishings, furniture, floor and wall coverings, electrical goods and gifts and to operate all forms of retail shops and to carry on business as proprietors of launderettes, dry cleaners hairdressing salons, off licences, travel and ticket agents, employment agents, printers, publishers and stationers.

(b) To carry on business as builders, bricklayers, joiners, carpenters, plumbers, heating engineers, ventilation and air conditioning specialists, plasterers, electricians, gas engineers, tilers, shop front fitters; property dealers and developers, builders merchants, sand and gravel dealers, plant hirers, excavation and demolition contractors, scrap and waste dealers, property managers, financiers and finance agents, estate agents and mortgage and insurance brokers.

(c) To carry on business as hotel and motel proprietors, cafe and restaurant proprietors, market research specialists, advertising agents, motor engineers, garage proprietors, car dealers, coach operators, car hire and taxi proprietors, haulage contractors, removal contractors and general dealers and agents.

(d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.

(e) To purchase or by any other means acquire, sell, lease, rent, licence, surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.

(f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's businesses or any of them.

(g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.

(h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.

(j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.

(k) To act as agents or brokers for any person, firm or company and to undertake and perform sub-contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.

(l) To apply for, register, purchase or by any means acquire and protect and prolong and renew any trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.

(m) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in any other Company.

(n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other Company or person and to give indemnities and guarantees of all kinds whenever considered desirable.

(o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.

(p) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property both present and future including its uncalled capital and to re-issue any debentures at any time paid off.

(q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.

(r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.

(s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any other purpose calculated to enhance the Company's business.

(t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.

(u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.

(v) To grant pensions to employees and ex-employees and Directors and ex-Directors or other Officers of the Company, their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to and assist any charitable association and assist in the promotion thereof.

(w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companie

(x) To distribute any property of the Company in specie among the members of the Company.

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

It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

WE, the persons whose names and addresses are subscribed hereafter 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 the Subscribers	Number of Shares taken by each Subscriber
M. R. Chettleburgh Limited by Malcolm Roy Chettleburgh a duly authorised Officer 140/141 Temple Chambers, Temple Avenue, London EC4Y OHE Company Registration Agents.	One
Chettleburgh International Limited by Malcolm Roy Chettleburgh a duly authorised Officer, 140/141 Temple Chambers Temple Avenue, London EC4Y OHE Company Registration Agents	One

Dated the 30th July 1979

Witness to the above signatures :-

Robert S.Kelford,
5 Artemis Close,
Gravesend,
Kent

Company Director

THE COMPANIES ACTS 1948 to 1976

1445054/4

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

DRONMAC

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 shall apply to this Company.

2. The following Articles of Part I of Table "A" shall not apply to this Company videlicet:- 24, 53, 58, 60, 75, 79, 84(2), 84(4), 88, 89, 90, 91 and 92 and the last sentences of Articles 95 and 97 respectively.

SHARES

3. The shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper, - subject to the provisions of the next following Article and to Regulation 2 of Part II of Table A and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

4. Save as otherwise directed by the Company in General Meeting the shares in the original or any increased capital of the Company shall on issue be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of the same

to such persons at such times and on such terms as they think proper.

LIEN

5. The lien conferred by Article 11 in Part I of Table "A" shall also attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or one of two or more joint holders thereof.

TRANSFER OF SHARES

6. A Member desiring to transfer shares shall give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings 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 a fair value thereof. If within twenty-eight days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions the transferor may 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 but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS

7. At any General Meeting or Meetings of the Directors a Chairman shall be appointed. Any 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 any member in person or by proxy. Unless a poll is 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, 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. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS

8. The Directors of the Company shall not be more than seven but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed Directors accordingly.

9. The Company shall not be subject to section 185 of the Act and accordingly any person may be appointed or elected as a Director, whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

10. Subject to the provisions of Section 199 of the Companies Act 1948 a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, 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 in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY

11. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS

12. The Directors of the Company 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 or 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 DIRECTORS

13. Any Director may in writing appoint any person, who is approved by the majority of the Directors, to be his

alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

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.

DISQUALIFICATION OF DIRECTORS

15. 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 insolvent or enters into any arrangement with his creditors,

(4) If he becomes of unsound mind,

(5) If he is prohibited from being a Director by any order made under Section 188 of the Act,

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

Names, Addresses and Descriptions of the Subscribers

M. R. Chettleburgh Limited
by Malcolm Roy Chettleburgh a duly
authorised Officer
140/141 Temple Chambers
Temple Avenue, London EC4Y OHE

Company Registration Agents

Chettleburgh International Limited
by Malcolm Roy Chettleburgh a duly
authorised Officer
140/141 Temple Chambers
Temple Avenue, London EC4Y OHE

Company Registration Agents

Dated the 30th July 1979

Witness to the above signatures :-

Robert S.Kelford,
5 Artemis Road,
Gravesend,
Kent.

Company Director

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

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

Company number 1445054

Name of Company

DRONMAC Limited*

* delete if inappropriate

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

140/141, Temple Chambers, Temple Avenue, London, E.C.4Y OHE

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

M. R. CHETTLEBURGH LIMITED,
140/141 Temple Chambers, Temple Avenue, London, E.C.4Y OHE.
tele:- 01.353.1441.

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):

M.R.Chettleburgh Ltd
140/141 Temple Chambers
Temple Avenue, London
E.C.4Y OHE.

01-353.1441.

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)	Business occupation
M.R. CHETTLEBURGH LIMITED	Company Registration Agents
Former name(s) (note 3)	Nationality
Address (note 4)	British Company
R.O. 140/141 Temple Chambers, Temple Avenue	Date of birth (where applicable) (note 6)
London, E.C.4Y OHE.	
Particulars of other directorships (note 5)	
None	

I/We hereby consent to act as director of the company named on page 1

Signature A director and duly authorised Officer Date 1st August 1979

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.

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)	
Malcolm Roy Chettleburgh	
Former name(s) (note 3)	
Address (notes 4 & 7)	140/141 Temple Chambers, Temple Avenue
	London E.C.4Y OHE

I hereby consent to act as secretary of the company named on page 1

Signature Date 1st August 1979

* 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 1st August 1979

Signature [Subscriber] [Agent]† Date 1st August 1979

CERTIFICATE OF INCORPORATION

No. 1445054

I hereby certify that

DRONMAC 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 22ND AUGUST 1979

E. A. WILSON

Assistant Registrar of Companies

C.173

Replacement
Copy

THE COMPANIES ACTS 1948 to 1976 No. 1445054

DRONMAC LIMITED

At an Extraordinary General Meeting of the Members of the Company duly convened and held at short notice at 140/141 Temple Chambers, Temple Avenue, London E.C.4. the following Resolution was adopted as a Special Resolution.

SPECIAL RESOLUTION

That the main objects of the Company be changed by the substitution of new clauses 3 (a) (b) and (c) for the existing clauses 3 (a) (b) and (c) which new clauses are contained in the copy Memorandum and Articles of Association attached and signed by way of identification by the Chairman of the Meeting.

Passed on the 31st August 1979

M. R. Chattleburgh
Chairman

COMPANIES HOUSE
RECEIVED
LONDON 16 NOV 1990 CARDIFF 19 NOV 1990
M 15

91

REPLACEMENT COPY-

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

DRONMAC

LIMITED

1. The name of the Company is: DRONMAC 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 mail order specialists, credit and discount traders, cash and carry traders, manufacturers agents commission and general agents, brokers, factors, warehousemen and agents in respect of raw and manufactured goods of all kinds; to create, establish, set up and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods and commodities dealt in or services rendered by any person, firms or companies.

(b) To carry on business as wholesalers, general merchants and traders, distributors, importers, exporters, factors and shippers of and retail dealers in goods, wares, produce, products, manufactured articles, commodities, fancy goods and merchandise of all descriptions for household, personal, commercial or industrial use and to operate warehouses, supermarkets shops and stores; to act as agents for and enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as thought expedient and to negotiate, assign and mortgage or pledge for cash or otherwise any such agreements and the payments due thereunder and any property the subject thereof.

(c) To buy, lease or otherwise acquire residential and commercial properties; to carry out building works, improvements and modifications thereto and to let out the same on tenancy or lease; to sell the properties to the benefit of the Company and to act as property developers and dealers, builders, estate agents and accommodation agents.

(d) To carry on any other business of any description whatsoever which may seem to the Company or in the opinion of the Directors thereof be advantageously carried on in connection with or ancillary to the objects of the Company or any of them and calculated directly or indirectly to render more profitable the Company's business.

(e) To purchase or by any other means acquire, sell, lease, rent, licen surrender, accept surrenders of, mortgage, charge or otherwise deal in any freehold, leasehold or other property wheresoever situate.

(f) To erect, construct, pull down, dismantle, remove or replace, repair and maintain, alter, hire, enlarge and adapt any buildings both portable and otherwise and use the same for the Company's businesses or any of them.

(g) To buy, sell, import, export, manufacture, exchange or part exchange, let on hire, build, construct, install, erect, enlarge, improve, adapt, dismantle, re-model, repair and maintain any engine, machinery, plant and material of any description capable of being conveniently made, used or sold in any of the businesses or trades aforesaid.

(h) To purchase or by any other means acquire, take over and undertake all or any part of the business, property, liabilities and assets of any person, firm or company carrying on or formed to carry on any business for which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and which is calculated to advance the interests of this Company and make more profitable the Company's business and to pay cash or to issue shares, stock, debentures or debenture stock of this Company as the consideration for such purpose of acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(i) To enter into partnership or any arrangement of any kind with any person, persons, firm or company having for its objects similar objects to those of this Company or any of them with a view to increasing the business of the Company.

(j) To purchase, subscribe for or otherwise acquire shares, stock or other interests in any Company or Corporation.

(k) To act as agents or brokers for any person, firm or company and to undertake and perform sub-contracts for any person, persons, firms or companies and also to appoint such agents, sub-contractors and brokers and to act in any of the businesses of the Company through them.

(l) To apply for, register, purchase or by any means acquire and protect and prolong and renew any trade marks, patents, licences, concessions and designs which may be capable of being dealt with by the Company or likely to benefit the Company and to grant licences or privileges thereout.

(m) To sell, let, licence, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in any other Company.

(n) To guarantee the payment of any debentures, debenture stock, mortgages, charges, bonds, obligations, interests, dividends, securities, monies or shares or the performance of contracts or engagements of any other Company or person and to give indemnities and guarantees of all kinds whenever considered desirable.

(o) To invest and deal with the monies of the Company not immediately required in such shares or upon such securities and in such manner and on such conditions as may from time to time be determined.

(p) To borrow and raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock charged upon all or any of the Company's property both present and future including its uncalled capital and to re-issue any debentures at any time paid off.

(q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable instruments.

(r) To lend and advance money and give credit to any persons, firms or companies on such terms and conditions as the Company may decide.

(s) To make advances to customers and others and allow them credit without security to enable them to purchase the goods, produce or products of the Company or use its services and for any other purpose calculated to enhance the Company's business.

(t) To promote the Company's interests by advertising its products, works or services in any manner and to take part in competitions, displays and exhibitions and offer prizes, gifts and concessions to customers or prospective customers as might seem desirable.

(u) To remunerate any person, firm or company rendering services to this Company in any manner whatsoever.

(v) To grant pensions to employees and ex-employees and Directors and ex-Directors or other Officers of the Company, their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to and assist any charitable association and assist in the promotion thereof.

(w) To pay all and any expenses incurred in connection with the promotion, formation and incorporation of this Company and to promote or aid in the promotion of any other companies.

(x) To distribute any property of the Company in specie among the members of the Company.

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

It is declared that the foregoing sub-clauses or any of them shall be construed independently of each other and none of the objects herein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clauses.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 shares of £1 each with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting or otherwise as the Articles of Association may from time to time prescribe.

WE, the persons whose names and addresses are subscribed hereafter 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 the Subscribers	Number of Shares taken by each Subscriber
M. R. Chettleburgh Limited by Malcolm Roy Chettleburgh a duly authorised Officer 140/141 Temple Chambers, Temple Avenue, London EC4Y OHE Company Registration Agents.	One
Chettleburgh International Limited by Malcolm Roy Chettleburgh a duly authorised Officer, 140/141 Temple Chambers Temple Avenue, London EC4Y OHE Company Registration Agents	One

Dated the 30th July 1979

Witness to the above signatures :-

Robert S.Kelford,
5 Artemis Close,
Gravesend,
Kent

Company Director

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

DRONMAC

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 shall apply to this Company.

2. The following Articles of Part I of Table "A" shall not apply to this Company videlicet:- 24, 53, 58, 60, 75, 79, 84(2), 84(4), 88, 89, 90, 91 and 92 and the last sentences of Articles 95 and 97 respectively.

SHARES

3. The shares shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons at such times and on such terms as they think proper, - subject to the provisions of the next following Article and to Regulation 2 of Part II of Table A and provided that no shares shall be issued at a discount except as provided by Section 57 of the Act.

4. Save as otherwise directed by the Company in General Meeting the shares in the original or any increased capital of the Company shall on issue be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them. Any such offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time any shares not accepted and any shares which, by reason of the ratio which the shares to be issued bear to the shares held by persons entitled to an offer thereof, cannot, in the opinion of the Directors, conveniently be offered under this Article, shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of the same

to such persons at such times and on such terms as they think proper.

LIEN

5. The lien conferred by Article 11 in Part I of Table "A" shall also attach to fully paid up shares and to all shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or one of two or more joint holders thereof.

TRANSFER OF SHARES

6. A Member desiring to transfer shares shall give notice in writing handed personally or sent by registered or recorded delivery post to their correct and last known address of such intention to the Company, the Directors and all the shareholders of the Company giving particulars of the shares in question. The Directors as agent for the member giving such notice may dispose of such shares or any of them to members of the Company in a direct and pro rata proportion to their existing holdings 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 a fair value thereof. If within twenty-eight days of the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares on such conditions the transferor may 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 but the Directors may in their absolute discretion and without assigning any reason therefore decline to register any such transfer whether or not it is in respect of a fully paid up share or shares.

PROCEEDINGS AT GENERAL MEETINGS

7. At any General Meeting or Meetings of the Directors a Chairman shall be appointed. Any 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 any member in person or by proxy. Unless a poll is 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, 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. In the event of an equality of votes the Chairman shall not have a second or casting vote.

DIRECTORS

8. The Directors of the Company shall not be more than seven but if and so long as there is a sole Director such Director may act alone in exercising all the powers and authorities by Table A or these Articles vested in the Directors generally. The first Directors of the Company shall be the person or persons named in the Statement delivered to the Registrar of Companies prior to the formation of the Company pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed Directors accordingly.

9. The Company shall not be subject to section 185 of the Act and accordingly any person may be appointed or elected as a Director, whatever his age and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

10. Subject to the provisions of Section 199 of the Companies Act 1948 a Director may contract with and participate in the profits of any contracts or arrangements as if he were not a Director. A Director shall also be capable of voting in respect of such contracts or arrangements, 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 in respect of the terms thereof and may be counted in the quorum at any Meeting at which any such matter is considered.

SECRETARY

11. The first Secretary of the Company shall be the person or persons named as Secretary in the Statement delivered pursuant to Section 21 of the Companies Act 1976 and deemed to be appointed accordingly.

BORROWING POWERS OF THE DIRECTORS

12. The Directors of the Company 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 or 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 DIRECTORS

13. Any Director may in writing appoint any person, who is approved by the majority of the Directors, to be his

alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, and where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the Director appointing him, and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

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.

DISQUALIFICATION OF DIRECTORS

15. 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 insolvent or enters into any arrangement with his creditors,

(4) If he becomes of unsound mind,

(5) If he is prohibited from being a Director by any order made under Section 188 of the Act,

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

Names, Addresses and Descriptions of the Subscribers

M. R. Chettleburgh Limited
by Malcolm Roy Chettleburgh a duly
authorised Officer
140/141 Temple Chambers
Temple Avenue, London EC4Y OHE

Company Registration Agents

Chettleburgh International Limited
by Malcolm Roy Chettleburgh a duly
authorised Officer
140/141 Temple Chambers
Temple Avenue, London EC4Y OHE

Company Registration Agents

Dated the 30th July 1979

Witness to the above signatures :-

Robert S.Kelford,
5 Artemis Road,
Gravesend,
Kent.

Company Director

No. of Company 1645054

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 DRON MAC Limited*

hereby gives you notice that by ordinary/~~extraordinary/special~~** resolution of the company dated the 18 March 1980., the nominal capital of the company has been increased by the addition thereto of a sum of £ 9900 beyond the registered capital of £ 100

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
9900	ORDINARY	£1

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)

The same as for the existing share capital

Signed [signature]

State whether Director or Secretary Director

Date 18th March 1980

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

(see notes overleaf)

Margin reserved for binding

Presented by:

Form No 10

Presentor's reference: D 17

Special resolution of DRONMAC Limited

passed on....16th November, 1981...

At an extraordinary general meeting of the above named company duly convened and held at the company's registered office on...16th November, 1981, the subjoined SPECIAL RESOLUTION was duly passed, viz:

Resolution:

That the company's name be changed to:

ASPECT MAIL ORDER LIMITED

COMPANIES REGISTRATION OFFICE
24 NOV 1981
"B"

COMPANIES REGISTRATION OFFICE
M
16 NOV 1981
34

Signed.....
Chairman

.....
Secretary

FILE COPY

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 1445054/24

I hereby certify that

DRONMAC LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

ASPECT MAIL ORDER LIMITED

Given under my hand at Cardiff the 5TH JANUARY 1982

Assistant Registrar of Companies

C172

Form No. 3

A

THE COMPANIES ACTS 1948 TO 1976

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

3

Please do not write in this binding margin

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

To the Registrar of Companies

For official use: 25

Company number: 1445054

Name of company

*delete if inappropriate

ASPECT MAIL ORDER Limited*

Note

Please read notes 1 to 5 overleaf before completing this form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day	Month
31	07

†delete as appropriate

The current accounting reference period of the company is to be treated as ~~[shortened]~~ [extended]† and ~~[is to be treated as having come to an end]~~ [will come to an end]† on

Day	Month	Year
31	07	1982

See note 4(c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

‡delete as appropriate

The company is a [subsidiary] [holding company]‡ of _____

_____, company number _____

the accounting reference date of which is _____

§delete as appropriate

Signed [signature] [Director] [~~Secretary~~] §Date 7.3-82

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

REGIONAL BUSINESS SERVICES LTD.
REGIONAL HOUSE,
LISTER HILL,
HOR...
LEEDS ... Z

For official use

General section

Post room

COMPANIES REGISTRATION
10 MAR 82
40

£40.

10.12.84

FEE O PAID
£40.00
COMPANIES REGISTRATION

No. 1445054

31

ASPECT MAIL ORDER LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held on 3rd December 1984 the following Resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

THAT subject to the approval of the Secretary of State for Trade and Industry the name of the Company be changed to:-

"Fir Trading Limited"

.....
Chairman

COMPANIES REGISTRATION M -7 DEC 1984 96 OFFICE

Bore
026557
£200/PS

FILE COPY

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 1445054

I hereby certify that

ASPECT MAIL ORDER LIMITED

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

FIR TRADING LIMITED

Given under my hand at the Companies Registration Office, Cardiff the 12TH DECEMBER 1984

E. Jones.

MRS. E. J. JONES

an authorised officer

C.172

1744505

G. D. Deverell F.C.A.

Chartered Accountant

4 East View
Middleton-one-Row
Nr. Darlington
Co. Durham
DL2 1BA

Telephone: (0325) 332585

7th September, 1986

The Company Secretary,
Fir Trading and J L Box Company Ltd.,
(formerly Aspect Mail Order Ltd and Worldlike Ltd)
Riverside,
The Terrace
Boston Spar,
North Yorks,
LS23 6AH.

Dear Sir,

I wish to resign as Auditor of the above Companies from today's date. My reasons for resignation are purely personal and the members and creditors of the Company need not be notified of them.

Would you please notify the Registrar of Companies.

Yours faithfully,

G D Deverell, F.C.A.

12 SEP 1986

COMPANIES FORM No. 386

Notice of passing of resolution removing an auditor

386

Please do not write in this margin

Pursuant to section 386 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number 1445054

Name of company

* insert full name of company

* FIR TRADING LTD.

gives notice that by a resolution passed at a general meeting of the company on 26 FEBRUARY 19 90

§ insert name and address of removed auditor(s)

§ MESSRS DICKSON KETTLEWELL

of TEMPLE HOUSE
RAYLAN STREET
HARROGATE
Postcode: HG1 1LE.

was removed as auditor before the expiration of his term of office, with effect from

ø delete or complete as appropriate

[the passing of the resolution]ø
[26 FEBRUARY 19 90]ø

‡ Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed [signature] Designation‡ DIRECTOR. Date 30-3-90

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

CRAYFORD
CHARTERED ACCOUNTANTS
46 LOWTOWN, PUDSEY,
LEEDS. LS28 7EB
TEL: LEEDS 561084

For official Use
General Section

Post room

COMPANIES HOUSE
-3 APR 1990
M
45

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number 1445054

Name of company

* FIR TRADING LIMITED

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day 31 Month 12

Note
Please read notes 1 to 4 overleaf before completing this form

The current accounting reference period of the company is to be treated as [shortened][~~extended~~]† and [~~is to be treated as having come to an end~~][will come to an end]† on

Day 31 Month 12 Year 1993

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed _____ Designation† DIRECTOR Date 19-10-93

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

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

CRAYFORD
CHARTERED ACCOUNTANTS
43 CHURCH LANE, PUDSEY,
LEEDS. LS28 7RR
TEL: LEEDS 561084

For official Use
General Section

Post room

COMPANIES PR44 '23 OCT 1993 HOUSE

1445057

ANNUAL GENERAL MEETING OF FIR TRADING LIMITED held on 14 September 1993 at the company's registered office.

MEMBERS PRESENT

D.I. Himsworth
J. Himsworth

Notice

The Secretary read the notice covering the meeting.

Director's Remuneration

The Director's remuneration as shown in the accounts for the year ended 31 July 1993 was approved.

Dividend

It was resolved that no dividend be paid on the shares of the company for the year ended 31 July 1993.

Letter of Representation

The Letter of Representation to the auditors was read and approved by the Board.

Elective Resolutions

It was also resolved:-

1. That in accordance with the provisions of Section 252 of the Companies Act 1985 the Company does hereby dispense with the laying of accounts and reports before the company in general meeting in respect of the year ended 31 July 1993 and subsequent financial years.

2. That in accordance with the provisions of Section 266A of the Companies Act 1985 the Company does hereby dispense with the holding of the annual general meeting for 1994 and subsequent years.

3. That in accordance with the provisions of Section 386 of the Companies Act 1985 the Company does hereby dispense with the obligation to appoint auditors annually.

Signed .....
Chairman

COMPANIES
PR36
26 NOV 1993
HOUSE