

Company Number: 1889348

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

HARRODS (UK) LIMITED

(the "Company")

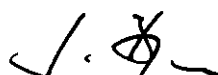
PASSED 24.01. 2007

We, the undersigned, being all of the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings (being corporations by our duly authorised representative), hereby resolve, pursuant to regulation 53 in Table A in the Companies (Tables A to F) Regulations 1985 (as amended) which forms part of the articles of association of the Company, that the following resolution be passed and agree that the same shall have effect as if passed as a special resolution at a general meeting duly convened and held:

"THAT the articles of association annexed to this written resolution be and hereby are adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company."

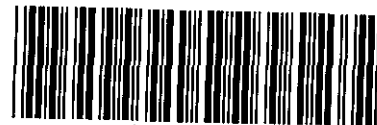


for and on behalf of
HARRODS NOMINEES LIMITED



for and on behalf of
HARRODS HOLDINGS LIMITED

SATURDAY



A24

AYA6ZMKT
27/01/2007
COMPANIES HOUSE

44



ARTICLES OF ASSOCIATION

of

HARRODS (UK) LIMITED

S1

A24

27/01/2007

43

COMPANIES HOUSE

*certified to be a
true copy of the
original dated
24th January 2007*

✓ J. [Signature] Director

PRELIMINARY

1.

1.1 The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 as amended (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles.

1.2 Regulation 1 of Table A shall apply to the Company as if references in it to 'these regulations' included references to these articles; and these articles shall also be interpreted as if the Interpretation Act 1978 applied to them in the same manner as, and to the same extent to which, it applies to Table A.

1.3 In these articles –

1.3.1 references to a power are to a power of any kind, whether administrative, discretionary or otherwise; and

1.3.2 references to the seal are to the common seal (if any) of the Company and an official seal (if any) kept by the Company by virtue of Section 40 of the Act, or either of them as the case may require.

2. Regulations 2, 24, 54, 64 to 69 (inclusive), 87, 94 to 97 (inclusive), and 118 in Table A shall not apply to the Company.

ALLOTMENT OF SHARES

3. The Directors are generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the share capital of the Company created on incorporation of the Company at any time or times during the period of five years from that date and the Directors may after that period allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time be renewed or varied by Ordinary Resolution.

4. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.

SHARE CAPITAL

5. Without prejudice to any special rights previously conferred on the holders of existing shares in the Company and subject, where relevant, to article 6 below, any share in 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 by Ordinary Resolution determine (or in the absence of any such determination as the Directors may determine).

6. Subject to the provisions of Part V of the Companies Act 1985 any share may with the sanction of a Special Resolution be issued on the terms that it is, or at the option of the Company or the shareholder is liable, to be redeemed on such terms and in such manner as the Company before the issue of the share may be Special Resolution determine.
7. Save as authorised by the Companies Act 1985 the Company shall not give, whether directly or indirectly, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company.

SHARE CERTIFICATES

8. Regulation 6 in Table A shall apply to the Company as if the words "shall be sealed with the seal and" were omitted.

CALL ON SHARES

9. The liability of any member in default in respect of a call shall be increased by the addition, after the words "with any interest that may have accrued" in Regulation 18 in Table A, of the words "and all expenses that may have been incurred by the Company by reason of such non-payment". The said Regulation shall be construed accordingly.

TRANSFER OF SHARES

10. The Directors may in the absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.

NOTICE OF GENERAL MEETINGS

11. Notice of every general meeting shall be give to all members (other than any who, under the provisions of these articles or any restrictions attached to any shares, are not entitled to receive such notice) and to the Directors and Auditors. The last sentence of Regulation 38 in Table A shall not apply to the Company.
12. Every notice convening a general meeting shall comply with the provisions of Section 372 of the Companies Act 1985 to giving information to members in regard to their right to appoint proxies; and all communications relating to any general meeting which any member is entitled to receive shall be sent to the Directors and Auditors of the Company.

PROCEEDINGS AT GENERAL MEETINGS

13. Where the Company has only one member, Regulation 40 in Table A shall apply to the Company as if the reference to two persons were a reference to one, and the word "each" were omitted.

VOTES OF THE MEMBERS

14. Subject to any rights or restrictions attached to any shares, on a show of hands every member who is present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote (provided that if he is present in more than one capacity he shall not have more than one vote on a show of hands), and on a poll every member shall have one vote for every share of which he is the holder.

DELIVERY OF PROXIES

15. Regulation 62 in Table A shall apply to the Company as if, after the words "in a manner so permitted", there were inserted the words "or in such other manner as the directors may determine".

DIRECTORS

16. Unless otherwise determined by Ordinary Resolution the number of Directors (other than alternate directors) shall not be subject to any maximum but, except where the Company has only one member, shall not be less than two.

ALTERNATE DIRECTORS

17. Each Director (other than an alternate director) shall have the power at any time to appoint as an alternate director either another Director or any other person approved for that purpose by a resolution of the Directors, and, at any time, to terminate such appointment. Every appointment and removal of an alternate director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the registered office of the Company.
18. An alternate director so appointed shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but shall otherwise be subject to the provisions of Table A and to these articles with respect to Directors. An alternate director shall, during his appointment, be an officer of the Company and shall not be deemed to be an agent of his appointor.
19. An alternate director shall (subject to his giving to the Company an address at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as Director of his appointor and to receive notice of all General Meetings.
20. The appointment of an alternate director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.
21. A Director or any other person may act as alternate director to represent more than one Director and an alternate director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

APPOINTMENT RETIREMENT AND REMOVAL OF DIRECTORS

22. Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 in Table A shall not apply to the Company.
23. A member or members holding a majority in nominal value of the issued shares in the Company may appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, and may remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by a member or members concerned or, in the case of a corporate member, by its duly authorised representative, and delivered to the office or tendered at a meeting of the Directors or a general meeting of the Company.
24. The Directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional Director.
25. The Company may by ordinary resolution appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a Director from office.

26. The removal of a Director under these articles shall be without prejudice to any claim the Director may have for breach of any contract of service between him and the Company,
27. No person shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 or any other age, nor shall it be necessary by reason of his age to give special notice under the Act of any resolution appointing, reappointing or approving the appointment of a Director.
28. Regulation 81 in Table A shall be read and construed as if Regulation 81(c) was substituted for the words "becomes of unsound mind".

DIRECTORS' GRATUITIES AND PENSIONS

29. The Directors may exercise the powers of the Company conferred by Clause 4(T) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers. Accordingly, Regulation 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

30. A Director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the Directors or of a committee of the Directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.
31. Where the Company has only one member and only one Director, that Director may exercise all powers conferred on the Directors by Regulation 70 in Table A or otherwise by virtue of these articles, notwithstanding any restriction in Regulation 89 (as to the quorum for the transaction of the business of the Directors) or Regulation 90 (as to the purposes for which a sole continuing director may act).
32. A meeting of the Directors may consist of a conference between Directors some or all of whom are in different places provided that each director who participates in the meeting is able:
 - (A) to hear the other participating Directors addressing the meeting; and
 - (B) if he so wishes, to address each of the other participating Directors simultaneously,whether directly, by conference telephone or by any other form of communication equipment (whether in use when this article is adopted or developed subsequently) or by a combination of such methods. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number and designation of Directors required to form quorum. A meeting held in this way shall be deemed to take place at the place where the largest group of Directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates at the start of the meeting.

DIVIDENDS

33. Regulation 106 in Table A shall apply to the Company as if, after the words "to the order of", there were inserted the words "or to".

INDEMNITY

34.
 - (A) Every Director or other officer of the Company shall 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 727 or Section 144 of the Companies Act 1985, 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 310 of the Companies Act 1985.

(B) Accordingly, Clause 118 in Table A shall not apply to the Company.

Dated: 24 January 2007