

The Companies Act 1985  
PRIVATE COMPANY LIMITED BY SHARES

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Memorandum and articles of association of

DRUMMOND'S OF BRAMLEY ARCHITECTURAL ANTIQUES  
LIMITED

Incorporated 21st April 1988  
Registered number 2246807

as amended by special resolutions passed  
up until 20th December 1996



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BANKES ASHTON,  
81A Guildhall Street,  
Bury St. Edmunds,  
Suffolk, IP33 1PZ.  
Ref: DJB/JAA/Comm7(2)

CERTIFICATE OF INCORPORATION

OF A PRIVATE LIMITED COMPANY

No. 2246807

I hereby certify that

IFFIRTH LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the Company is limited

Given under my hand at the Companies Registration Office, Cardiff the 21 April 1988

F.A. JOSEPH

an authorised officer

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 2246807

I hereby certify that

IFFIRTH LIMITED

having by special resolution changed its name,

is now incorporated under the name of

DRUMMOND'S OF BRAMLEY ARCHITECTURAL

ANTIQUES LIMITED

Given under my hand at the Companies Registration  
Office, Cardiff the 4 November 1988

D. JAMES

an authorised officer

THE COMPANIES ACT 1985

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PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

of

DRUMMOND'S OF BRAMLEY ARCHITECTURAL  
ANTIQUES LIMITED

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as amended by special resolutions passed  
up until 20th December 1996

1. THE company's name is "Drummond's of Bramley Architectural Antiques Limited".
2. THE company's registered office is to be situated in England.
3. THE company's objects are:-
  - (1) To carry on the business by wholesale and/or retail of dealers in architectural antiques, reclaimed building materials, new building materials, timber, masonry, plumbing and electrical apparatus, glass, household fittings, furniture, ornaments, chimneys, fireplaces, ironwork, the businesses of pine stripping and sand blasting, the sale of garden furniture, flowers, seeds, plants, the businesses of blacksmithing, joinery, tool hire, building, design, demolition, contracting, auctioneering and including the provision of refreshment facilities and the provision of all other things and services capable of being provided in connection with the foregoing and in the maintenance repair and manufacture thereof
  - (2) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights
  - (3) To purchase, take on lease or in exchange, hire or otherwise acquire any real and

personal property and any rights or privileges which the company may think necessary or convenient for the purposes of its business

- (4) To develop and turn to account any land acquired by the company or in which the company is interested, and in particular by laying-out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or by building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others
- (5) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the company is authorised to carry on, or possessed of property suitable for the purposes of the company
- (6) To make payments to any university, university college, polytechnic, technical college or similar institution for the purposes of technical education specially requisite for persons employed in the business or in any of the businesses carried on by the company
- (7) To sell, improve, manage, work, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the company
- (8) To take or otherwise acquire and hold shares in 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 the company
- (9) To borrow, or raise, or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debentures, debenture stock or unsecured loan stock, perpetual or otherwise, whether charged upon all or any of the company's property, both present and future, including its uncalled capital, or unsecured and to purchase, redeem, or pay all or any such securities

- (10) To guarantee the due performance or discharge of the obligations or liabilities of any person, firm or company and whether a director of or otherwise interested in the company or not
- (11) To receive money on deposit and to lend money or supply goods on credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the company
- (12) To invest and deal with the moneys of the company not immediately required, in such manner as may from time to time be determined
- (13) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (14) To pay the costs, charges, and expenses preliminary and incidental to the formation, registration and issue of the capital of the company
- (15) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others
- (16) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them

None of the foregoing sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause.

4. THE liability of the members is limited.

5. THE company's share capital is £500,000.00 divided into 500,000 shares of £1.00 each.

We the subscribers to this memorandum of association wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND ADDRESSES  
OF SUBSCRIBERS

Number of shares  
taken by each  
subscriber

Robert Chisholm Stark  
Gable Cottage  
Green Road  
Woolpit  
Bury St. Edmunds

1

Deborah Cross  
3 The Drift  
Culford  
Bury St. Edmunds  
Suffolk

1

Total shares taken

2

Dated 30th March 1988

WITNESS to the above signatures:-

S. Gould  
81A Guildhall Street  
Bury St. Edmunds  
Suffolk

THE COMPANIES ACT 1985

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

DRUMMOND'S OF BRAMLEY ARCHITECTURAL  
ANTIQUES LIMITED

---

as amended by special resolutions passed  
up until 20th December 1996

PRELIMINARY

1. THE regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") shall apply to the company except in so far as they are excluded or varied by these articles. References to "regulation(s)" in these articles are reference to regulations in Table A. Regulations 41, 50, 59, 64, 73, 74, 75, 80, 89, 90 and 98 shall not apply to the company and all references in Table A to retirement of directors by rotation shall be disregarded. In addition to the remaining regulations of Table A, as varied by these articles, the following shall be the articles of the company.

LIEN

2. THE lien conferred by regulation 8 shall 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 of the shares or shall be one of two or more joint holders.

ALLOTMENT OF SHARES

3. ALL the authorised share capital of the company from time to time shall be under the control of the directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit and sections 89(1) and 90(1) to (6) of the Companies Act 1985 shall not apply to such transactions PROVIDED that in relation to acts of



the directors governed by Section 80 of the said Act this authority shall unless renewed by the company cease to have effect five years after 20th December 1996

PROCEEDINGS AT GENERAL MEETINGS

4. IF within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall stand adjourned to the same time in the next week at the same time and place or such time and place as the directors may determine and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed for the general meeting the members present shall be a quorum.

VOTES OF MEMBERS

5. A copy of any authority under which an instrument appointing a proxy is executed may be certified by a solicitor of the Supreme Court (rather than notarially) and regulation 62 shall be modified accordingly.

DIRECTORS

6. UNLESS otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be more than five.
7. THE first director of the company shall be Robert Chisholm Stark

PROCEEDINGS OF DIRECTORS

8. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulations 85, 94, 95, 96 and 97 shall be modified accordingly and no objection shall be taken to any such contract or arrangement on the grounds of any profit resulting therefrom to any director or promoter of the company or of the board approving the same on behalf of the company not being an independent board.
9. THE chairman of the directors shall not in the event of an equality of votes at a meeting of directors have a second or casting vote and regulation 88 shall be modified accordingly.
10. THE quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one

if there is a sole continuing director and two if there are two directors. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. A sole continuing director shall have authority to exercise all the powers and directions given to the directors of the company by these articles.

NAMES ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Robert Chisholm Stark  
Gable Cottage  
Green Road  
Woolpit  
Bury St. Edmunds  
Solicitor

Deborah Cross  
3 The Drive  
Culford  
Bury St. Edmunds  
Suffolk  
Solicitor

Dated the 30th day of March 1988

WITNESS to the above signatures:-

S. Gould  
81A Guildhall Street  
Bury St. Edmunds  
Suffolk