

**G****Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block letteringTo the Registrar of Companies  
(Address overleaf)

For official use

For official use

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--

Name of company

\* HAREPLAY LIMITED

\* Insert full  
name of Company

I, Paul Marcus Cato

of Cross House, Westgate Road, Newcastle upon Tyne

NE99 1SR

† delete as  
appropriate

NG do solemnly and sincerely declare that I am a ~~person named as director or secretary of the company in the statement delivered to the registrar under section 10(2)†~~ Solicitor engaged in the formation of the company†  
NG and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it 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 46 Grainger Street

Newcastle Upon Tyne  
Tyne & Wear

the twenty seventh day of February

One thousand nine hundred and ninety one

before me Dick Gilson

Declarant to sign below

Paul Cato

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

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

Dickinson Dees  
Cross House  
Westgate Road  
Newcastle upon Tyne  
NE99 1SR

Ref: TCW

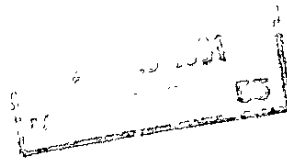
For official Use

New Companies Section

Post room	20 FEB 1991
M	58



COMPANIES HOUSE



10

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

This form should be completed in black.

Company name (in full)

CN

2590185

For official use

2

HAREPLAY LIMITED

Registered office of the company on  
incorporation.

RO

CROSS HOUSE

WESTGATE ROAD

Post town

NEWCASTLE UPON TYNE

County/Region

Postcode

NE99 1SB

If the memorandum is delivered by an  
agent for the subscribers of the  
memorandum mark 'X' in the box  
opposite and give the agent's name  
and address.

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

DICKINSON DEES

CROSS HOUSE

WESTGATE ROAD

Postcode NE99 1SB

Telephone

091 2611911

Extension Ref: PCUW

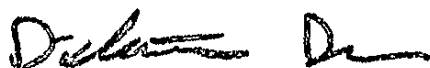
**Company Secretary** (See notes 1 - 5)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Consent signature**

<b>CS</b>		
	DICKINSON DEES	
<b>AD</b>	CROSS HOUSE	
	WESTGATE ROAD	
	Post town	NEWCASTLE UPON TYNE
	County/Region	
	Postcode	NE99 1SB
	Country	ENGLAND
	I consent to act as secretary of the company named on page 1	
Signed		Date 26.2.91

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.


Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

\* Voluntary details

**Consent signature**

<b>CD</b>		
	TIMOTHY JAMES	
	CARE	
<b>AD</b>	2 CELANDINE CLOSE	
	WHITEBRIDGE PARK	
	Post town	GOSFORTH
	County/Region	NEWCASTLE UPON TYNE
	Postcode	NE3 5JW
	Country	ENGLAND
<b>DO</b>	114018611	Nationality <b>NA</b> BRITISH
<b>OC</b>	SOLICITOR	
<b>OD</b>	NEWCASTLE UPON TYNE OPERATIC SOCIETY	
	I consent to act as director of the company named on page 1	
Signed		Date 26/2/91

**Directors** (continued)

(See notes 1 - 6)

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature****CD****AD**

Post town

County/Region

Postcode

Country

**DO**

Nationality

**NA****OC****OD**

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

Signed

Date

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form  
is signed by an  
agent on behalf of  
all the subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed

Paul Cato

Date

26.2.91

Signed

P.D. Cato

Date

26/2/91

Signed

Date

Signed

Date

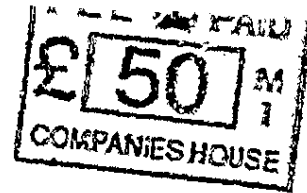
Signed

Date

Signed

Date

THE COMPANIES ACT 1985

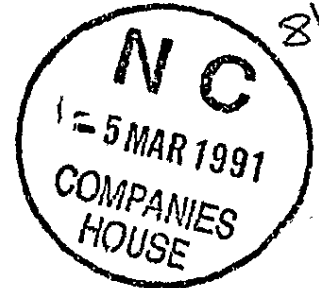


COMPANY LIMITED BY SHARES 2590185

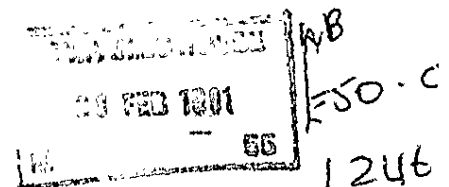
MEMORANDUM OF ASSOCIATION

OF

HAREPLAY LIMITED



1. The name of the Company is Hareplay Limited.
2. The registered office is in England and Wales.
3. The objects for which the Company is established are:-
  - (A) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire or takeover any other business or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.
  - (B) To carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.



- (C) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having or about to have, dealings with the Company.
- (D) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (E) To acquire by any means, undertake and carry on the whole or any part of the assets, business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (F) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any corporations companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such governments, authorities, corporations, companies or persons any rights, privileges, charters, licences, authorisations, contracts, decrees and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, licences, authorisations, contracts, decrees and concessions.
- (G) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (H) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, limiting competition, or otherwise with any person or company or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, and to give to any person or company special rights or privileges in connection with or control over the Company, and in particular the right to nominate one or more

Directors of the Company; and to lend money to, guarantee and secure the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares or securities of any such person or company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

- (I) To subsidise, assist, guarantee and secure the payment of money by, or the performance of, any contract, engagement or obligation by any person or company and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- (J) To promote any company for the purpose of acquiring all or any of the property, undertaking and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to place, or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (K) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- (L) Generally to purchase, take on lease, exchange, hire, hire purchase or deferred payments, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (M) To receive money on deposit upon such terms as the Company may approve.
- (N) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (O) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by mortgage, charge or lien, or the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (P) To lend money, or give credit, to any company, firm or person (with or without security) and to give all kinds of indemnities and either with or without the Company receiving any

consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging, charging, or creating a lien upon all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by a combination of such methods, the performance of the obligations of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business and whether or not the Company receives directly or indirectly any consideration or advantage therefrom.

- (Q) To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company, or any such subsidiary, or any of the predecessors of the Company in business, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish, subsidise or subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of, the Company, or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (R) To remunerate any company for services rendered, or to be rendered, in placing, assisting to place, guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company, or of any company in which the Company may be interested or proposes to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company, credited as paid up in full or in part, or otherwise.
- (S) To subscribe for, either absolutely or conditionally, or otherwise acquire and hold, shares, stocks, debentures, debenture stock or other obligation of any other company.
- (T) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.



- (U) To sell, on hire purchase, deferred terms or otherwise, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, on hire purchase, deferred terms or otherwise, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with, all or any part of the property or rights of the Company.
- (V) To adopt such means of making known the services and products of the Company as may seem expedient, and in particular, by advertising in the Press, circulars, the purchase and exhibition of works of art or interest, the publication of books and periodicals, and the granting of prizes, rewards and donations.
- (W) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or which may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person who may have served the Company or its predecessors in business, or any subsidiary, allied or associated company, or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of, or persons employed by, the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.
- (X) To apply for, promote and obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any actions, steps, proceedings or applications, which may seem calculated directly or indirectly to prejudice the Company's interests.
- (Y) To do all or any of the above things in any part of the world, and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and, either by or through agents, trustees, sub-contractors or otherwise, to procure the Company to be registered or recognised in any part of the world.

(Z) To distribute any of the property of the Company in specie among the shareholders.

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

And it is hereby declared that the word "company" in this clause shall, except where used in reference to the Company, be deemed to include any person, partnership or other body of persons, whether corporate or unincorporate or domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Ordinary shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

Number of Shares taken by  
each subscriber

*70.00*

TIMOTHY JAMES CARE

One

Cross House  
Westgate Road  
Newcastle upon Tyne  
NE99 1SB

Solicitor

*Paul Cato*

PAUL MARCUS CATO

One

Cross House  
Westgate Road  
Newcastle upon Tyne  
NE99 1SB

Solicitor

Dated the *26<sup>th</sup>* day of *February* 1991  
Witness to the above Signatures

SUSAN WILSON

*Susan Wilson*

Cross House  
Westgate Road  
Newcastle upon Tyne  
NE99 1SB

Articled Clerk

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HAREPLAY LIMITED

PRELIMINARY

1. (a) The regulations contained in Table A as prescribed by regulations made pursuant to section 8 of the Companies Act 1985 in force at the date of the incorporation of the Company (which Table is hereinafter called "Table A") shall apply to the Company save in so far as they are excluded hereby. The regulations in Table A numbered 41, 52, 64, 73, 74, 75, 77, 94, 95 and 97 shall not apply and the regulations in Table A numbered 24, 45, 46, 53, 79 and 81 shall apply with the modifications set out below. Subject as aforesaid, and in addition to the remaining regulations in Table A, the following shall be the Articles of Association of the Company.
- (b) "the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

PRIVATE COMPANY

2. The Company is a private company.

SHARE CAPITAL

3. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.
4. (a) Subject to the provisions of these Articles and of the Act any unissued shares for the time being in the capital of the Company shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons (including any director), on such terms and conditions and at such time or times as they may think proper but so that no shares shall be issued at a discount.
- (b) The directors are generally and unconditionally authorised pursuant to the Act to exercise all powers of the Company to allot relevant securities (as defined in section 80 of the Act) to a maximum nominal amount of the authorised but unissued share capital of the Company at the date of the

incorporation of the Company, provided that this authority shall expire on the day preceding the fifth anniversary of the incorporation of the Company save that this authority allows the Company to make an offer or agreement before such expiry which would or might require relevant securities to be allotted after such expiry.

- (c) Section 89(1), section 90(1) to (5) and section 90(6) of the Act are hereby excluded in their application to allotments by the Company of equity securities (as defined in section 94 thereof).

#### TRANSFER OF SHARES

5. The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share. The first sentence of regulation 24 in Table A shall not apply.

#### PROCEEDINGS AT GENERAL MEETINGS

6. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

7. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. The last two sentences of regulation 45 in Table A shall not apply.

8. A poll may be demanded by any member having the right to vote at the meeting. Regulation 46(b) in Table A shall not apply.

9. No notice need be given of a poll. Regulation 52 in Table A shall not apply.

10. Regulation 53 in Table A shall apply with the words "An ordinary, special or extraordinary resolution (as the case may be)" substituted for the words "A resolution".

#### NUMBER OF DIRECTORS

11. Unless and until otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum and need not exceed one. If and so long as there is a sole director he may exercise all the powers and authorities vested in the directors by these Articles and Table A.

#### POWERS OF DIRECTORS

12. The directors may by resolution exercise all the powers of the Company to make provision (in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any subsidiary of the Company) for the benefit of persons employed or formerly employed by the Company or that subsidiary.

### APPOINTMENT AND RETIREMENT OF DIRECTORS

13. A director shall not retire by rotation. References in Table A to the rotation of directors shall not apply.
14. No person shall be or become incapable of being appointed a director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.
15. The last two sentences of regulation 79 in Table A shall not apply.
16. Regulation 81(d) in Table A shall not apply. In addition to the remaining provisions of regulation 81 the office of director shall be vacated if the director:-
- (a) not being a managing director or a director holding an executive office for a fixed period, resigns his office by notice in writing to the Company; or
  - (b) being a managing director or a director holding an executive office, is dismissed from such office.
17. Without prejudice to the provisions of sections 303 and 304 of the Act, the Company may by extraordinary resolution of which special notice has been given in accordance with section 379 of the Act remove from office any director notwithstanding anything in these Articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.

### DIRECTORS' APPOINTMENTS AND INTERESTS

18. A managing director or director holding an executive office for a fixed period shall not be entitled to resign as a director of the Company.

### PROCEEDINGS OF DIRECTORS

19. A director may vote as a director in regard to any contract, arrangement or any other proposal whatsoever in which he is interested or upon any matter arising therefrom, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract, arrangement or proposal is under consideration.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

*TJC*  
TIMOTHY JAMES CARE

Cross House  
Westgate Road  
Newcastle upon Tyne  
NE99 1SB

Solicitor

*Paul Cato*  
PAUL MARCUS CATO

Cross House  
Westgate Road  
Newcastle upon Tyne  
NE99 1SB

Solicitor

Dated the *26<sup>th</sup>* day of *February* 1991  
Witness to the above Signatures

SUSAN EDITH WILSON

*Susan Wilson*  
Cross House  
Westgate Road  
Newcastle upon Tyne  
NE99 1SB

Articled Clerk

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2590185

I hereby certify that

**HAREPLAY 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 8 MARCH 1991

*A. M. Evans*  
A. M. EVANS

an authorised officer



COMPANY NUMBER:

2590185

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HAREPLAY LIMITED

passed on 2nd July 1991



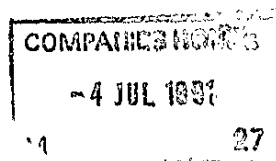
At an Extraordinary General Meeting of the above named Company duly convened and held on 2nd July 1991 the following resolution was duly proposed and passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

That the name of the Company be changed to "Domnick Hunter Nihon Limited".

11/7.

..... *F. J. L.* .....  
Director



Lloyd  
128268  
ES0



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2590185

I hereby certify that

**HAREPLAY LIMITED**

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

**DOMNICK HUNTER NIHON LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 11 JULY 1991

A handwritten signature in dark ink, appearing to read 'F. A. Joseph'.

**F. A. JOSEPH**

an authorised officer

COMPANY NUMBER: 2590185

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTION  
of  
HAREPLAY LIMITED

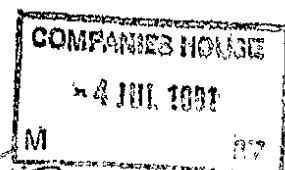
passed on 2nd July 1991

At an Extraordinary General Meeting of the above named Company duly convened and held on 2nd July 1991 the following resolution was duly proposed and passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

That the Memorandum of Association of the Company be amended by the deletion of paragraph (A) of clause 3 thereof and the substitution therefor of the following paragraph:-

- (A)(i) To carry on business as mechanical and general engineers and as manufacturers, repairers and letters on hire of and wholesale and retail dealers in and agents for the supply of machinery, rolling stock, implements, tools, accessories, hardware and engineering equipment of every kind and as tin plate, steel and metal workers, steel makers, ironfounders, smelters, refiners, welders, electrical, hydraulic, marine, gas, water and ventilation engineers, metallurgists, chemists, distillers, electricians, tool and pattern makers, stampers, press tool and capstan workers, builders, carriers machinists, smiths, soap merchants, fuel merchants, machinery, metal and wooden goods manufacturers.
- (ii) To establish a branch in Japan to carry on any of the foregoing businesses and to provide technical advisory services to the users of filtration products in Japan plus after sales service and to develop the Japanese market.



.....  
Director

## THE COMPANIES ACT 1985

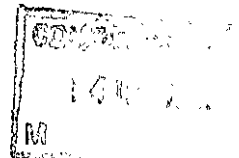
## COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

## OF

## HAREPLAY LIMITED

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2. The registered office is in England and Wales.
3. The objects for which the Company is established are:-
  - (A)(i) To carry on business as mechanical and general engineers and as manufacturers, repairers and letters on hire of and wholesale and retail dealers in and agents for the supply of machinery, rolling stock, implements, tools, accessories, hardware and engineering equipment of every kind and as tin plate, steel and metal workers, steel makers, ironfounders, smelters, refiners, welders, electrical, hydraulic, marine, gas, water and ventilation engineers, metallurgists, chemists, distillers, electricians, tool and pattern makers, stampers, press tool and capstan workers, builders, carriers machinists, smiths, soap merchants, fuel merchants, machinery, metal and wooden goods manufacturers.
  - (ii) To establish a branch in Japan to carry on any of the foregoing businesses and to provide technical advisory services to the users of filtration products in Japan plus after sales service and to develop the Japanese market.
- (B) To carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.



- (C) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having or about to have, dealings with the Company.
- (D) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (E) To acquire by any means, undertake and carry on the whole or any part of the assets, business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (F) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any corporations companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such governments, authorities, corporations, companies or persons any rights, privileges, charters, licences, authorisations, contracts, decrees and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, licences, authorisations, contracts, decrees and concessions.
- (G) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions, which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (H) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, limiting competition, or otherwise with any person or company or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, and to give to any person or company special rights or privileges in connection with or control over the Company, and in particular the right to nominate one or more

Directors of the Company; and to lend money to, guarantee and secure the contracts of, or otherwise assist any such person or company, and to take or otherwise acquire shares or securities of any such person or company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

- (I) To subsidise, assist, guarantee and secure the payment of money by, or the performance of, any contract, engagement or obligation by any person or company and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- (J) To promote any company for the purpose of acquiring all or any of the property, undertaking and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company, and to place, or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid.
- (K) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- (L) Generally to purchase, take on lease, exchange, hire, hire purchase or deferred payments, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (M) To receive money on deposit upon such terms as the Company may approve.
- (N) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (O) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by mortgage, charge or lien, or the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (P) To lend money, or give credit, to any company, firm or person (with or without security) and to give all kinds of indemnities and either with or without the Company receiving any

consideration or advantage, direct or indirect, for giving any such guarantee, to guarantee either by personal covenant or by mortgaging, charging, or creating a lien upon all or any part of the undertaking, property and assets present and future and uncalled capital of the Company, or by a combination of such methods, the performance of the obligations of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company in business and whether or not the Company receives directly or indirectly any consideration or advantage therefrom.

- (Q) To establish and maintain, or procure the establishment and maintenance of, any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's holding or subsidiary company as defined by Section 736 of the Companies Act 1985, or otherwise associated with the Company, or any such subsidiary, or any of the predecessors of the Company in business, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish, subsidise or subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of, the Company, or of any such other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- (R) To remunerate any company for services rendered, or to be rendered, in placing, assisting to place, guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company, or of any company in which the Company may be interested or proposes to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company, credited as paid up in full or in part, or otherwise.
- (S) To subscribe for, either absolutely or conditionally, or otherwise acquire and hold, shares, stocks, debentures, debenture stock or other obligation of any other company.
- (T) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.

- (U) To sell, on hire purchase, deferred terms or otherwise, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, on hire purchase, deferred terms or otherwise, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with, all or any part of the property or rights of the Company.
- (V) To adopt such means of making known the services and products of the Company as may seem expedient, and in particular, by advertising in the Press, circulars, the purchase and exhibition of works of art or interest, the publication of books and periodicals, and the granting of prizes, rewards and donations.
- (W) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or which may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person who may have served the Company or its predecessors in business, or any subsidiary, allied or associated company, or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of, or persons employed by, the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.
- (X) To apply for, promote and obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any actions, steps, proceedings or applications, which may seem calculated directly or indirectly to prejudice the Company's interests.
- (Y) To do all or any of the above things in any part of the world, and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and, either by or through agents, trustees, sub-contractors or otherwise, to procure the Company to be registered or recognised in any part of the world.



(2) To distribute any of the property of the Company in specie among the shareholders.

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

And it is hereby declared that the word "company" in this clause shall, except where used in reference to the Company, be deemed to include any person, partnership or other body of persons, whether corporate or unincorporate or domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Ordinary shares of £1 each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS

Number of Shares taken by  
each subscriber

T J Care

TIMOTHY JAMES CARE

One

Cross House  
Westgate Road  
Newcastle upon Tyne  
NE99 1SB

Solicitor

P M Cato

PAUL MARCUS CATO

One

Cross House  
Westgate Road  
Newcastle upon Tyne  
NE99 1SB

Solicitor

Dated the 26th day of February 1991  
Witness to the above Signatures

SUSAN WILSON

Cross House  
Westgate Road  
Newcastle upon Tyne  
NE99 1SB

Articled Clerk

G

COMPANIES FORM No. 224

**Notice of accounting reference date**  
(to be delivered within 9 months of  
incorporation)

224

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989

To the Registrar of Companies  
(Address overleaf)

Company number

2590185

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

Name of company

\* Hareplay Limited

\* Insert full name  
of company

gives notice that the date on which the company's accounting reference period is to be treated as  
coming to an end in each successive year is as shown below:

**Important**

The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3 1 0 3

5 April  
Day Month

0 5 0 4

30 June  
Day Month

3 0 0 6

31 December  
Day Month

3 1 1 2

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

Signed

B. Dees

Designation†

Director &  
Company Secretary

Date

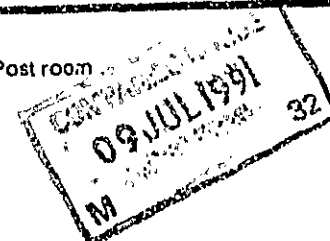
3/7/91

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

Dickinson Dees  
Cross House  
Westgate Road  
Newcastle upon Tyne  
NE99 1SE  
Ref TC

For official use  
D.E.B.

Post room



# G

COMPANIES FORM No. 225(1)

# 225(1)

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

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

For official use

Company number


2590185

Name of company

\*insert full name of company

\* DOMNICK HUNTER NIHON LIMITED

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

†Delete as appropriate

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 Month

3	1	1	2
---	---	---	---

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

3	1	1	2	1	9	9	1
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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

\* insert  
Director,  
Secretary,  
Receiver,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

Designation†

Director

Date 31<sup>st</sup> Dec 91

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

Gimden  
22 Tudor Street  
London  
EC4  
UK NW

For official use  
General Section

Post room

