

G**COMPANIES FORM No. 12****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 lettering

To the Registrar of Companies

For official use

For official use

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Name of company

*insert full name
of company* **POWELL (MAIL ORDER) LIMITED**

I, **MICHAEL JOHN HOPE**, signing on behalf of **London Law Secretarial Limited**
of **84 Temple Chambers,**
Temple Avenue,
London EC4Y 0HP

do solemnly and sincerely declare that I am a person named as secretary of the company in the statement delivered to the registrar under section 10(2) 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 **Temple Chambers,**
Temple Avenue,
in the City of London

Declarant to sign below

the 26th day of October

One thousand nine hundred and ninety three

before me

A Commissioner for Oaths/

~~A Solicitor having the powers conferred on a Commissioner for Oaths~~Presenter's name address and
reference (if any):

The London Law Agency Limited
84 Temple Chambers,
Temple Avenue,
London, EC4Y 0HP
Telephone: 071-353 9471
Telex: 23553

For official use

New Companies Section

Post room

THE LAW SOCIETY
ASSOCIATION**The London Law Agency Limited**Company Registration Agents, Printers and Publishers
TEMPLE CHAMBERS, TEMPLE AVENUE, LONDON EC4Y 0HP Tel: 071-353 9471 (10 lines)

London Law

TEMPLE CHAMBERS, TEMPLE AVENUE
LONDON EC4Y 0HP
TELEPHONE 071-353 9471
FAX 071-583 1531
DX 1053 LONDON CHANCERY LANE

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

For official use

POWELL (MAIL ORDER) LIMITED

Registered office of the company on
incorporation.

RO

84 Temple Chambers

Temple Avenue

Post town London

County/Region —

Postcode EC4Y 0HP

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.

X

RA

Name The London Law Agency Limited

84 Temple Chambers

Temple Avenue

Post town London

County/Region —

Postcode EC4Y 0HP

Number of continuation sheets attached

☐

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

The London Law Agency Limited

84 Temple Chambers

Temple Avenue, London Postcode EC4Y 0HP
45660

Telephone

071-353 9471

Our Ref:

Company Secretary

Name

☐ CS

London Law Secretarial Limited

Address

☐ AD

84 Temple Chambers

Temple Avenue

Post town London

County/Region —

Postcode EC4Y OHP Country England

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

Signed

Consent signature

(Authorised
Signatory)

Date 1st October 1993

Directors

Name

☐ CD

London Law Services Limited

Address

☐ AD

84 Temple Chambers

Temple Avenue

Post town London

County/Region —

Postcode EC4Y OHP Country England

Nationality ☐ NA English
Registered

Business occupation

☐ OC

Limited Company

Other directorships

☐ OD

None

* Voluntary details

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

Signed

Consent signature

(Authorised
Signatory)

Date 1st October 1993

Delete if the form
is signed by the
subscribers.

CHA 5

Page 2

Agents for and on behalf of the Company
The London Law Agency Limited

(Authorised
Signatory)

Signature of agent on behalf of all subscribers Date 1st October 1993

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

2868348



A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

POWELL (MAIL ORDER) LIMITED

1. The Company's name is "POWELL (MAIL ORDER) LIMITED".
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-

(A) To carry on the business of mail order specialists and to promote and carry on by means of advertisements price lists circulars catalogues and correspondence the sale by delivery through the post or by rail or motor or other recognised delivery agency whether for payment by cash or delivery or by instalments or on the hire purchase system or otherwise of every description of clothing household linen soft goods furniture furnishings domestic appliances electrical goods and equipment and goods wares merchandise commodities and articles and to open and establish agencies throughout the world for the collection of orders for the goods and wares dealt in by the Company; to issue to members customers and others checks tickets coupons and the like conferring any privileges and advantages and to make on their behalf arrangements with persons firms or companies engaged in any trade business or profession for the supply of goods and for the concession of any privileges and advantages and to accept by way of deposit or otherwise sums of money paid by members customers and others towards or in connection with any scheme or schemes in the nature of thrift schemes or otherwise with power to pay dividends interest bonuses or commissions on such sums as aforesaid and to carry on the business of hire purchase financiers and in particular to finance the sale by way of hire-purchase or deferred payments or otherwise of goods wares merchandise commodities articles and things of every description and to carry on any business transaction or operation usually or which can conveniently be undertaken or carried on by persons firms or companies engaging in hire-purchase transactions.

OB197

561425

Presented By : THE LONDON LAW AGENCY LIMITED
TEMPLE CHAMBERS, TEMPLE AVE, LONDON EC4Y 0HP

Our Ref : 45660

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(G) To receive money on deposit or loan upon such terms as the Company may approve.

(H) To lend money to any company, firm or person 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, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities 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 or otherwise associated with the Company in business.

(I) 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 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 or otherwise associated with 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 and subsidise or subscribe to any institutions, associations, 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 establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

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

(L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(U) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the Company or the Company's Holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the Company or the Company's Holding company as may be lawful.

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

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

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the Members is limited.


5. The Company's share capital is £1,000,000 divided into 1,000,000 shares of £1 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
For and on behalf of LONDON LAW SERVICES LIMITED, Temple Chambers, Temple Avenue, London EC4Y 0HP.	One
For and on behalf of LONDON LAW SECRETARIAL LIMITED, Temple Chambers, Temple Avenue, London EC4Y 0HP.	One
Total Shares taken	Two

Dated the 1st day of October, 1993.

Witness to the above Signatures:-



COLIN A LAY,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

POWELL (MAIL ORDER) LIMITED

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 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby; that is to say, Clauses 8 and 64 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

SHARES

2. (A) Subject to Sub-Article (B) hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.

(B) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated; and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.

(C) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

(D) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.

3. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof.

GENERAL MEETINGS

4. A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.

5. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

6. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", 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".

DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. 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 or Table A; and Clause 89 of Table A shall be modified accordingly.

8. If the resolution or instrument by which a Director is appointed so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 73 to 75 (inclusive) of Table A shall not apply to any Permanent Director.

9. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

10. A Director may vote as a Director on any resolution concerning 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; and Clause 94 of Table A shall be modified accordingly.

INDEMNITY

11. Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

TRANSFER OF SHARES

12. 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; and Clause 24 of Table A shall be modified accordingly.

NAMES AND ADDRESSES OF SUBSCRIBERS

R. Leghorne

For and on behalf of
LONDON LAW SERVICES LIMITED,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

For and on behalf of
LONDON LAW SECRETARIAL LIMITED,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

Dated the 1st day of October, 1993.

Witness to the above Signatures:-

Colin A Lay
COLIN A LAY,
Temple Chambers,
Temple Avenue,
London EC4Y 0HP.

FILE COPY



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

No. 2868348

I hereby certify that

POWELL (MAIL ORDER) 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 2 NOVEMBER 1993


MRS. L. J. Y.

an authorised officer

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

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

To the Registrar of Companies
(Address overleaf)

Company number

2868348

Name of company

* POWELL (MAIL ORDER) 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 1 2

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



Designation† DIRECTOR

Date 7th January, 1994

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

WINTERS
CHARTERED ACCOUNTANTS
20 LUDGATE HILL
LONDON EC4M 7JE

For official use
O.E.B.

Post room



The London Law Agency Limited

Company Registration Agents, Printers and Publishers
100 TEMPLE AVENUE, LONDON EC4Y 0HP Tel: 071-353 9471 (10 lines)

2868348

PRESENTED

31-1-94

210407

THIS AGREEMENT is made the 31st day of December, 1993 between

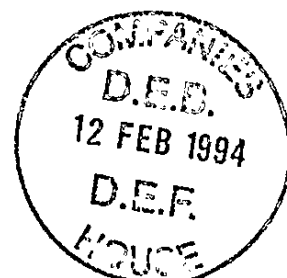
- 1 Cambrian Engineering Industries Limited incorporated in England No. 301559 and having its registered office at 29 Ludgate Hill, London EC4M 7JE (hereinafter called the Vendor).
- 2 Rowell (Mail Order) Limited incorporated in England No. 2868348 and having its registered office at 29 Ludgate Hill, London EC4M 7JE (hereinafter called the Purchaser).

The Vendor and the Purchaser have agreed for part of the business of the Vendor to be transferred to the Purchaser subject to the terms contained in this Agreement.



NOW IT IS HEREBY AGREED as follows:-


- 1 The Vendor shall sell and the Purchaser shall purchase with effect from 31st December, 1993 (hereinafter called the transfer date) part of the Business of the Vendor on a going concern basis comprising those assets and liabilities of the Vendor as shown in the accounts of the Vendor as at 31st December, 1993 and as itemised in the schedule attached to this agreement.
- 2 The goodwill and undertaking of part of the Business with the exclusive right for the Purchaser to represent itself as carrying on that part of the Business in continuation and in succession to the Vendor.
- 3 The benefit (but subject to the burden) of all subsisting contracts placed by or with the Vendor relating to such Business.
- 4 The consideration for the sale and purchase shall be the asset value for those items transferred as shown in the audited accounts of the Vendor as at 31st December, 1993 and shall be satisfied by the issue to the shareholders of the Vendor on the basis of one ordinary share of £1 each in the capital of the purchaser credited as fully paid for each ordinary share of £1 each held in the capital of the Vendor at the 31st December, 1993.
- 5 All employees of the Vendor (save for those who are also directors of the Vendor) who are engaged in the Business to be transferred shall be transferred to the purchaser as at the Transfer Date, whereupon the liability of the Vendor for all wages, PAYE, national insurance, pension contributions, holiday pay and all other related liabilities shall be assumed by the Purchaser.
- 6 Possession of all the assets hereby agreed to be transferred shall be given to the Purchaser on the Transfer Date.



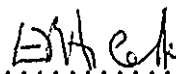
- 7 It is agreed and declared between the parties hereto that the Purchaser has entered into this Agreement without reliance on any warranties or representations made by the Vendor.
- 8 The Vendor will make arrangements for the transfer of title to any property which is the subject of this Agreement. The Purchaser will pay the legal costs for the preparation and registration of any such documents and for the duties payable thereon.

As witness the hands of the parties hereto the day and the year first above written

For and on behalf of
Cambrian Engineering Industries Limited


.....
Director
A.V.N. Powell

For and on behalf of
Powell (Mail Order) Limited


.....
Director
Mrs. E.P. Arlette

SCHEDULE TO AGREEMENT DATED 31ST DECEMBER, 1993
MADE BETWEEN CAMBRIAN ENGINEERING INDUSTRIES LIMITED
AND POWELL (MAIL ORDER) LIMITED

ASSETS TRANSFERRED TO POWELL (MAIL ORDER) LIMITED

£

AT WRITTEN DOWN VALUES

Stock	41,342
Fixtures and fittings	10,000
Motor vehicles	16,743
Computer equipment	<u>19,200</u>
	87,285

AT COST

Leasehold premises - additions	16,288
Motor vehicle	10,907
Computer equipment	<u>1,320</u>
	<u>28,515</u>

£115,800

=====

Represented by:

Share capital	15,339
Share premium account	<u>100,461</u>

£115,800

=====

NUMBER OF COMPANY 2868348

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

POWELL (MAIL ORDER) LIMITED

Passed 22nd April, 1994

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Burry Port, Dyfed, SA16 0LS on 22nd April, 1994 the subjoined ORDINARY RESOLUTION was duly passed, viz:

RESOLUTION

That the directors be and are hereby authorised to capitalise the sum of £1,994 being part of the amount for the time being standing to the credit of the company's Share Premium Account and accordingly that such sum be set free for distribution amongst the members and be applied in paying up in full at par 1,994 ordinary shares of £1 each in the capital of the company to be allotted and distributed credited as fully paid to and amongst such members in the proportion of 13 new ordinary shares of £1 each for every 100 ordinary shares of £1 each held by the shareholders appearing in the Register of Members at 6th April, 1994 and that the directors be and they are hereby authorised and directed to apply the said sum of £1,994 and to issue the said 1,994 ordinary shares accordingly and that such shares shall rank for all purposes pari passu with the existing ordinary shares of £1 each in the capital of the company, and that the issue be in the form of renounceable share certificates in the following rounded amounts.

Cont'd.../2



A0FB E11Q

A051 RECEIPT DATE: 24/05/94

NUMBER OF COMPANY 2868348

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

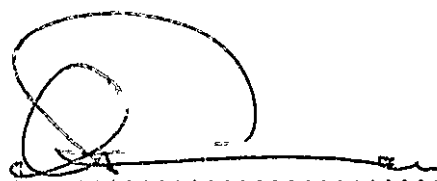
OF

POWELL (MAIL ORDER) LIMITED

Passed 22nd April, 1994

Cont'd.

<u>Shareholders</u>	<u>No. of Shares</u>	
	<u>Current Holdings</u>	<u>New shares</u>
Mrs. S.J. Blazek	3,300	429
Mrs. D.L. Brown	306	40
J.N.P. Brown	766	100
A.V.N. Powell	5,251	682
A.V.N. Powell, O.C. Chess & Mrs. E.P. Arlette as Trustees for Cambrian Engineering Industries Limited Small Self Administered Retirement Benefit Scheme	1,967	256
C.F.N. Powell	2,099	273
Mrs. J.M. Campbell	325	42
Mrs. L.G. Chess	825	107
O.C. Chess	500	65
	15,339	1,994
	=====	=====


.....
Chairman



A0FBC110

A051RECEIPT DATE:24/05/94