

FILE COPY



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

Company No. 3053035

The Registrar of Companies for England and Wales hereby certifies that
CHRISTOPHER HYDE LIMITED

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

Given at Companies House, Cardiff, the 3rd May 1995



N030530356

E. P. Owen

MRS. E. P. OWEN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B



12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

CHRISTOPHER HYDE LIMITED



F012001J

I,

PENELOPE HYDE-SMITH

of

26 SUFFIELD CLOSE SOUTH CROYDON SURREY

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

P. Hyde-Smith

Declared at

Robert House, Grosvenor Place, London SW1X 7AE

the

25th

day of

April

One thousand nine hundred and ninety

Five

① Please print name.

before me ①

MARTIN GRAHAME SILL

Signed

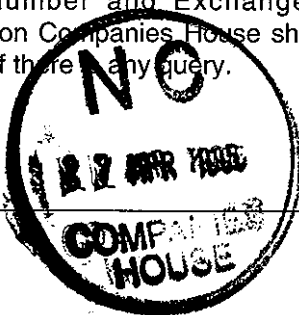
M. Grahame Sill

Date

25-4-95

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.



MRS. P. HYDE-SMITH 26 SUFFIELD
CLOSE SOUTH CROYDON SURREY
CR2 8SZ Tel 0181 651 4120

DX number

DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



COMPANIES HOUSE

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full



F010001H

CHRISTOPHER HYDE LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

26 SUFFIELD CLOSE

Post town

SOUTH CROYDON

County / Region

SURREY

Postcode

CR2 8SZ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

MRS. P. HYDE-SMITH 26 SUFFIELD

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for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

CHRISTOPHER HYDE LIMITED

NAME *Style / Title

MRS.

*Honours etc

* Voluntary details

Forename(s)

PENELOPE

Surname

HYDE-SMITH

Previous forename(s)

-

Previous surname(s)

CRAVEN

Address

26 SUFFIELD CLOSE

Usual residential address

For a corporation, give the registered or principal office address.

SOUTH CROYDON

Post town

County / Region

SURREY

Postcode

CR2 8SZ

Country

ENGLAND

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

Consent signature

P Hyde-Smith

Date

26/4/95

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR.

*Honours etc

Forename(s)

CHRISTOPHER ROWLEY NEWBURN

Surname

HYDE-SMITH

Previous forename(s)

Previous surname(s)

Address

26 SUFFIELD CLOSE

Usual residential address

For a corporation, give the registered or principal office address.

SOUTH CROYDON

Post town

County / Region

SURREY

Postcode

CR2 8SZ

Country

ENGLAND

Day Month Year

Date of birth

12 12 39

Nationality

IRISH

Business occupation

IMPORTER

Other directorships

NONE

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

Consent signature

C.R. Hyde-Smith

Date

26/4/95

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
	Address	<input type="text"/>		
Usual residential address		<input type="text"/>		
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>
		Day	Month	Year
	Nationality	<input type="text"/>		
	Business occupation	<input type="text"/>		
	Other directorships	<input type="text"/>		
		<input type="text"/>		
	I consent to act as director of the company named on page 1			
	Consent signature	<input type="text"/>	Date	<input type="text"/>

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

(i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,

- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

35
3053088

THE COMPANIES ACTS 1985 to 1989
Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

CHRISTOPHER HYDE LIMITED

1. The name of the Company is "CHRISTOPHER HYDE LIMITED"
2. The registered Office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are:-
 - (a) To carry on business as Manufacturers of Lighting and Lighting Equipment, assemblers, importers, exporters, wholesale and retail dealers, specialists, agents for lighting and lighting equipment including bulbs, tubes, lamps, lamp-shades, plugs and fittings, plant, accessories, apparatus and supplies of every description and to carry on business as electrical, mechanical, radio, chemical, automobile, hydraulic, heating, sanitary, gas, water and general engineers and contractors, wood, metal and wire workers and refiners, radio specialists and dealers, garage and charging plant proprietors, carriers, general store-keepers and to engage in all branches of trade or business connected with the electrical trade and all articles or apparatus used in connection therewith.
 - (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
 - (c) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects, develop or otherwise deal with and adapt the same to the advantage of the Company.

- (d) To apply for, purchase or otherwise acquire any letters patent, brevets d'invention, licenses, concessions, inventions and secret processes, and to use, exercise, sell, assign, develop or grant licenses in respect thereof or otherwise turn the same to the advantage of the Company.
- (e) To erect, construct, alter and maintain buildings, erections and works of all kinds, whether on the property of the Company or not.
- (f) To invest the money of the Company in any manner that the Company may think fit.
- (g) To enter into partnership or into any arrangement with or to make any agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof or to amalgamate with any such company, firm or person.
- (h) To sell or otherwise dispose of the whole or any part of the undertaking of the Company for cash, shares, debentures or for any other consideration as the Company may think fit.
- (i) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on business which this Company is authorised to carry on or possessed of property suitable to the purpose of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition.
- (j) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of obligations and contracts by any persons or companies.
- (k) To borrow money and secure the repayment thereof by the creation and issue of mortgages, debentures,

debenture stock or other securities.

- (l) To draw, make, accept, endorse, discount execute and issue promissory notes, bills, warrants and negotiable instruments of all kinds.
- (m) To remunerate any company, firm or person for services rendered in the promotion of the Company or the issue or placing of the shares, stock debentures, debenture stock or other obligations of the Company and to pay all expenses incurred in connection with such promotion or the creation, issue and placing of any such shares, stock, debentures, debenture stock or other obligation.
- (n) To grant pensions to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company their widows, children and dependants and to subscribe to benevolent and other funds for the benefit of any such persons and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object.
- (o) To promote or assist in the promotion of any company having objects similar to or complementary to the objects of the Company and to subscribe, underwrite, buy or hold the shares, stock, debentures, debenture stock or other obligations of such company.
- (p) To promote the Company's interests by advertising its products and services in any manner and in particular to give prizes or gifts to customers or potential customers and to promote or take part in competitions, displays and exhibitions.
- (q) To distribute all or any of the assets of the Company in specie between the members of the Company in accordance with their rights.
- (r) To do all or any other acts and things which in the opinion of the Company may be conducive or incidental to the objects of the Company.

**THE COMPANIES ACTS 1985 to 1989
Private Company Limited by Shares**

ARTICLES OF ASSOCIATION

of

CHRISTOPHER HYDE LIMITED

1. In these Articles, if not inconsistent with the subject or context:

"ACT" means the Companies Act 1985 as amended or re-enacted from time to time

"TABLE A" means Table A in the Schedule to the Companies (Tables A-F) Regulations 1985.

Table A

2. The regulations contained in Table A apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.
3. Regulations 8, 24, 41, 59, 64, 65, 73 to 78, 80, 94 and 118 of Table A do not apply to the Company.

Share capital

4. Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are unconditionally authorised to allot, create, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such times as they think fit, but no shares shall be issued at a discount.
5. The maximum nominal amount of share capital which the directors may allot or otherwise dispose of in accordance with article 4 is the nominal amount of unissued shares at the date of incorporation of the Company or such other amount as is authorised by the Company in general meeting.

6. The authority conferred on the directors by articles 4 and 5 shall remain in force for a period of 5 years from the date of incorporation of the Company. This authority may be renewed by the Company in general meeting in accordance with section 80 of the Act.
7. The provisions of section 89(1) of the Act do not apply to the Company.

Lien

8. The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company shall also have a first and paramount lien on all shares registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person, whether as a member or not and whether such moneys are presently payable or not. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article. The Company's lien on a share shall extend to any amount payable in respect of it.

Transfer of shares

9. The directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share whether or not it is a fully paid share.

Proceedings at general meetings

10. If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present

shall be a quorum.

11. A poll may be demanded at any general meeting by any member entitled to vote at it. Regulation 46 of Table A shall be modified accordingly.
12. On a show of hands or on a poll votes may be given either personally or by proxy.

Number of directors

13. Unless otherwise determined by ordinary resolution, the number of directors is not subject to any maximum. The minimum number of directors is one.

Alternate directors

14. A director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him.
15. When an alternate director is also a director or acts as an alternate director for more than one director, he shall have one vote for every director represented by him (in addition to his own vote if he is himself a director) and, when acting, shall be considered as two directors for the purpose of making a quorum if the quorum exceeds two.

Delegation of powers

16. The following sentence shall be inserted after the first sentence of regulation 72 of Table A:

A committee of directors has the power, unless the directors direct otherwise, to appoint as member of the committee for any specific purpose a person who is not a director of the Company.

Appointment and retirement of directors

17. The directors are not subject to retirement by rotation. The final two sentences of regulation 79 of Table A do not apply to the Company.
18. The Company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director.
19. A member or members holding a majority in nominal amount of the issued share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, either as an additional director or to fill a vacancy, and may remove from office any director however appointed. The appointment or removal shall be effected by notice in writing to the Company signed by the member or members giving it or, in the case of a corporate member, signed by a director or by a person authorised by resolution of the directors or other governing body. The appointment or removal shall take effect when the notice is delivered to the registered office or to the secretary of the Company, or is produced at a meeting of the directors. The removal of a director shall be without prejudice to any claim which he may have under any contract with the Company.
20. There is no age limit for directors of the Company.
21. A director is not required to hold any qualification shares in the Company.

Disqualification and removal of directors

22. Regulation 81 of Table A shall be amended by substituting the following provisions for paragraphs (c) and (e):
 - (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director; or

- (e) he is otherwise dully removed from office.

Remuneration of directors

23. Regulation 82 of Table A shall be amended by the addition of the following:

The remuneration shall be divided amongst the directors in such proportions and manner as the directors unanimously determine or in default of a determination equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in the division in proportion to the fraction of the year or other period during which he held office. A director who, at the request of the directors, performs special services or goes or resides abroad for any purpose of the Company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the directors determine.

Proceedings of directors

24. Regulation 88 of Table A shall be amended by adding to the sentence:

It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom

the words

unless he has given to the Company an address outside the United Kingdom to which notices should be sent.

25. If and so long as the minimum number of directors specified under these Articles is one:

- (a) a sole director may exercise all the powers conferred on the directors by the Articles, and shall do so by written resolution under his hand; and
- (b) regulations 88 to 90 of Table A shall not apply

to the Company and article 23 of these Articles shall have no effect.

26. A director may participate in a meeting of the directors or a committee of directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.
27. Subject to disclosure in accordance with section 317 of the Act, a director shall be entitled to vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.

The seal

28. In accordance with section 39 of the Act the Company may have an official seal for use in any territory, district or place elsewhere than in the United Kingdom.

Notices

29. Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail. A notice communicated by immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 of Table A shall be amended accordingly.

Indemnity

30. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director, secretary, auditor or other officer of the Company is entitled to

be indemnified by the Company against all losses and liabilities sustained or incurred by him in the execution of his duties or in the exercise of his powers or otherwise in connection with this office, including any liability incurred by him (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or (b) in connection with any application in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.

Names, addresses and descriptions of subscribers

SIGNED CHRISTOPHER ROWLEY
NEWBURGH HYDE-SMITH
26 Suffield Close South Croydon
Surrey CR2 8SZ
Importer

) Christopher Hyde-Smith
)
)
)

SIGNED PENELOPE HYDE-SMITH
26 Suffield Close South Croydon
Surrey CR1 8SZ
Solicitor

)
)
) P. Hyde-Smith
)

DATED 13/15 April 1995

Witness to the above signatures

PHS42

4 PENDENNIS ROAD
STREATHAM SL16 2SW

SECRETARY . 7