

FILE COPY



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

Company No. 3080405

The Registrar of Companies for England and Wales hereby certifies that
SHRINK SLEEVE 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 17th July 1995



N030804057

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



COMPANIES HOUSE

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full



F012001J

† Please delete as appropriate.

I, **SIDNEY FELDMAN** signing on behalf of **NOTEHOLD LIMITED**
of **6 STOKE NEWINGTON ROAD LONDON NL6 7XN**

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 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.

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

[Signature]

Declared at

250/256 ST. ANN'S RD - N.15

the

10th 10 JUL 1995 day of

One thousand nine hundred and ninety

FIVE

● Please print name.

before me ●

GERALD MARCH

Signed

[Signature]

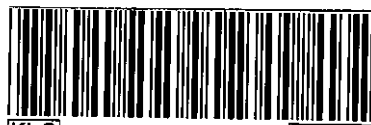
Date

10-7-95

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.

GERALD MARCH	
Solicitor	
R. G. FREEMAN & Co.	
250/256 ST. ANN'S ROAD	
TOTTENHAM, LONDON N15 5BN	
Tel	Tel: 0181-802 1666 Fax: 0181-802 0044
DX 57759 HARINGEY	
DX number	DX exchange



KLO *KJT3HCYQ* 1171
COMPANIES HOUSE 10/07/95

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

SHRINK SLEEVE LIMITED



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

IMPERIAL CHAMBERS, 10/17 SEVENWAYS PARADE

WOODFORD AVENUE, GANTS HILL

Post town

ILFORD

County / Region

ESSEX

Postcode

IG2 6TX

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

Clifton Secretarial Agency Ltd

Address

6 Stoke Newington Road,
London N16 7XN

Tel: 0171-254 4599 Fax: 0171-254 5282

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.

Clifton Secretarial Agency Ltd
6 Stoke Newington Road,
London N16 7XN
Tel: 0171-254 4599 Fax: 0171-254 5282

DX number

DX exchange



KLO *KJT3ICYR* 1172
COMPANIES HOUSE 10/07/95

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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

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

MRS

*Honours etc

* Voluntary details

Forename(s)

Jacqueline Ann

Surname

Sweeney

Previous forename(s)

Previous surname(s)

Address

Camion

Usual residential address

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

MILL LANE

Post town

SEVENDAKS

County / Region

KENT

Postcode

TN14 5BX

Country

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

Consent signature

J. J. Sweeney

Date

3-7-95

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

ANTHONY JOHN

Surname

Sweeney

Previous forename(s)

Previous surname(s)

Address

Camion

Usual residential address

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

MILL LANE

Post town

SEVENDAKS

County / Region

KENT

Postcode

TN14 5BX

Country

Day Month Year

Date of birth

22

01

51

Nationality

BRITISH

Business occupation

Printer

Other directorships

SHRINK SLEEVE & LABEL PRINTERS LTD

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

Consent signature

Anthony John Sweeney

Date

02/07/95

Directors (continued) (see notes 1-5)

* Voluntary details	NAME	*Style / Title	MRS		*Honours etc	
		Forename(s)	JACQUELINE ANN			
		Surname	SWEENEY			
		Previous forename(s)				
		Previous surname(s)				
Usual residential address For a corporation, give the registered or principal office address.	Address	CAMION				
		MILL LANE				
		Post town	SEVENOAKS			
		County / Region	KENT	Postcode	TN14 5BX	
		Country				
		Date of birth	Day	Month	Year	Nationality
	Business occupation	PRINTER				
	Other directorships	SHRINK SLEEVE & LABEL PRINTERS LTD				

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

Consent signature

Date

3-7-95

This section must be signed by
Either
an agent on behalf
of all subscribers

Clifton Secretarial Agency Ltd
6 Stoke Newington Road,
London N16 7YX
Tel: 0171-254 4299 Fax: 0171-254 5282

Signed

Date

10-7-95

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.

Company Secretary (see notes 1-5)

Company name

SHRINK SLEEVE LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

NOTHEWELL LIMITED

Previous forename(s)

Previous surname(s)

Address

6 STOKES NEWINGTON ROAD

Usual residential address

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

Post town

County / Region

LONDON N16

Postcode

7XN

Country

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

Consent signature

NOTHEWELL LIMITED

Date

10/07/95

COMPANY LIMITED BY SHARES

Memorandum of Association

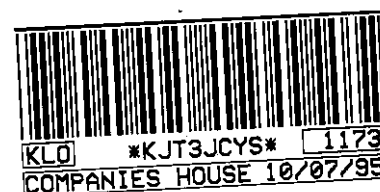
OF

SHRINK SLEEVE LIMITED



1. The name of the Company is " SHRINK SLEEVE LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - (A) To carry on business as manufacturers, wholesalers, retailers, exporters and importers of and general dealers in P.V.C. covers for batteries, and in plastics, mouldings, materials and compounds, synthetic resins and impregnating and resinous substances, synthetic mouldings and laminating materials, moulding, powders, coatings and textures of all kinds. To carry on business as label printers.

Clifton Secretarial Agency Ltd
6 Stoke Newington Road,
London N16 7XN
Tel: 0171-254 4599 Fax: 0171-254 5282



647891

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised, or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in

or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other Company.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, 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.

(T) 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 any business, which this Company is authorised to carry on or possessed of property suitable to the purposes 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 and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

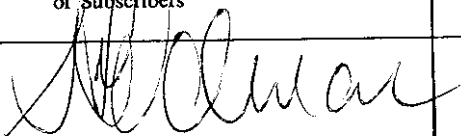



(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that in the construction of this clause each sub-clause shall be construed independent of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each.
6. The shares in the original or any increased capital of the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 127 the Companies Act, 1985, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber. (in words).
 NOTEHOLD LIMITED 6 Stoke Newington Road London, N16 7XN	 One
 NOTEHURST LIMITED 6 Stoke Newington Road London, N16 7XN	 One

DATED 11th day of October 1994

WITNESS to the above Signatures:—

M. ANDERSON,
6, Welford Close,
Millfields Road,
London, E5 0DL

Secretary.



THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

Articles of Association

OF

SHRINK SLEEVE LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company save that the following clauses are excluded or varied thereby viz., 24, 46, 47, 48, 50, 64, 73-77 (incl.), 80, 94, 95 and 97.

PRIVATE COMPANY

2. The Company is a Private Company within the meaning of the Companies Act 1985 and any invitation to the public to subscribe for any shares or debentures of the Company is prohibited. The Company shall not have power to issue share warrants to bearer.

SHARES

3. (A) The Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine up to the amount of the share capital of the Company during the period of five years from the date of incorporation. In accordance with Section 91 of the Companies Act 1985 sections 89(1) and 90(1)-(6) shall not apply to the Company.

(B) Subject to the statutes the Company may purchase any of its own shares, including any Redeemable shares whether out of capital or distributable profits.

(C) Subject to the statutes the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholders.

LIEN

4. The lien conferred by Clause 8 of Table A shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

5. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in

writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS

6. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS

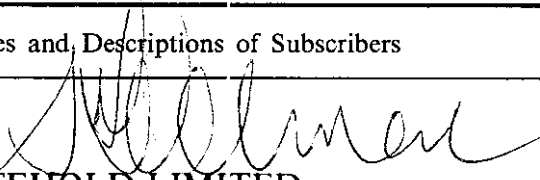
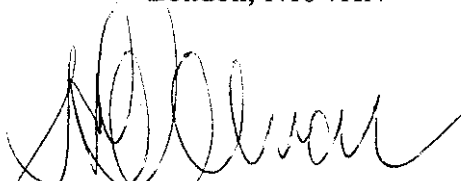
7. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than ten.
8. A person may be appointed a Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining that or any other age.
9. Subject to the provisions of Section 317 of the Companies Act 1985, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

10. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, 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 a security for any debt liability or obligation of the Company or of any third party.

INDEMNITY

11. Subject to Section 310 of the Companies Act 1985 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 indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Names, Addresses and Descriptions of Subscribers
 NOTEHOLD LIMITED 6 Stoke Newington Road London, N16 7XN
 NOTEHURST LIMITED 6 Stoke Newington Road London, N16 7XN

DATED 11th day of October 1994

WITNESS to the above Signatures:—

M. ANDERSON,
6, Welford Close,
Millfields Road,
London, E5 0DL

Secretary.

