

**SPHERE CONSUMER PRODUCTS
plc**

**MEMORANDUM
AND ARTICLES
OF ASSOCIATION**

Incorporated on 31 August 2004

Company Number 05217791

WATERLOW

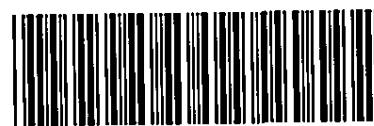


Established 1844

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COMPANIES HOUSE

THE COMPANIES ACT 1985 TO 1989

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

SPHERE CONSUMER PRODUCTS plc

(As altered on re-registration of the Company as a public company)

- 1 The Company's name is *"SPHERE CONSUMER PRODUCTS plc"
- 2 The Company is to be a public company
- 3 The Company's registered office is to be situated in England and Wales
- 4 The Company's objects are -
 - (A) (i) To carry on business as a general commercial company, and
 - (ii) To carry on any other trade or business which may seem to the company and its directors to be advantageous and to directly or indirectly to enhance all or any of the business of the Company
- (B) To take on lease or in exchange or purchase, hire or otherwise acquire and hold for any estate or interest any buildings, lands, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery and plant or personal property of any kind deemed convenient or necessary or in connection with the Company's business or any subsidiary thereof
- (C) To undertake and secure any part or whole of the business, its assets and goodwill of any company, firm or person trading or proposing to trade in any activity which the Company is authorised to carry on or propose to carry on and as part of the consideration for such purchase to undertake all or any of the liabilities of such company, firm or person, or to acquire an interest in combine with, or enter into any arrangement for profit sharing, or for co-operation, or for mutual assistance with any such company, firm or person or for subsidising or otherwise aiding any such company, firm or person and to accept or give, by way of consideration for any of the acts or things aforesaid or property acquired, any securities, debentures, debenture stock or shares that may be agreed upon, and to retain and hold or mortgage, sell, and deal with any securities, debentures, debenture stock or shares so received
- (D) To sell, charge, mortgage, construct, repair, improve, develop, exchange, let on lease, grant privileges, options, rights and licenses in respect of all or any part of the property of the Company

*The name of the company was changed from CALMOCEAN LIMITED on 20 September 2004. The company was re-registered from a private company on 29 November 2004, when it also changed its name from SP METAL CONSUMER PRODUCTS LIMITED. The name of the Company was changed from SP METAL CONSUMER PRODUCTS (CHILWOOD) PLC on 28 February 2006.

(E) To hold or otherwise deal with any investments made for the Company and as may be necessary and to be determined, to invest moneys not immediately required by the Company

(F) To grant credit, loans or advances on such terms as may be appropriate with or without security to clients and others, to enter into indemnity, contracts or guarantees and suretyships of all kinds, to receive money on loan or deposit or otherwise upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of an obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit

(G) To raise and borrow money by any method and to secure the payment of any money borrowed, raised or owing as the Company shall think fit for the purposes of or in connection with the Company's business

(H) To issue discount, accept, draw and negotiate cheques, bills of exchange, bills of lading, warrants, debentures, promissory notes and other negotiable or transferable instruments

(I) To purchase, take, subscribe for or otherwise obtain and retain shares or other securities or interests in any other company having objects similar or identical to those of the Company or carrying on any businesses capable of being carried on so as to directly or indirectly benefit the Company or increase the value of its property and manage, co-ordinate and finance the businesses and operations of any organisation in which the Company holds any such interest

(J) To dispose of or sell the entire or any part of the property or business of the Company, either in portions or together for such consideration as the Company may think fit, especially for securities, debentures or shares of any company purchasing the same

(K) To act as brokers, agents or trustees for any company, firm or person and to undertake and perform sub-contracts

(L) To pay any company, firm or person supplying services to the Company either by cash payment or by the allotment to him/her or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be deemed appropriate

(M) To assign to the Members of the Company in kind any assets of the Company whatsoever

(N) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or EX-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees

(O) To co-ordinate, manage, finance, control or otherwise aid any company or companies in which the Company has any interest, whatsoever, to provide consultative, managerial, administrative, technical, commercial and services of all kinds for any such company or companies and to make payments by way of subsidy or otherwise and any other arrangements which may be deemed desirable with respect to any business or operations of or generally with respect to any such company or companies

(P) To amalgamate with any other company for the purpose of purchasing the whole or any part of the property, undertaking or business or any of the liabilities of the Company, or of undertaking any business operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid

(Q) To comply with and be dependant to the provisions (in so far as they are relevant) of Sections 155 to 158 inclusive of the Act and to supply both directly and indirectly any form of financial aid as defined in Section 152(1)(a) for any reason as defined in Section 151(1) and/or Section 151(2) of the said Act

(R) To secure the Company to be registered or known in any part of the world

(S) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others

(T) To do all such other things as are incidental or conducive to the above objects or any of them AND so that -

(1) None of the provisions set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such provision, and none of such provision shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other provision set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company

(2) The word "Company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere

(3) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

5 The liability of the Members is limited

6.* The Company's share capital is £2,000,000 divided into 2,000,000 shares of £1 each

*The Share Capital of the Company was increased from £1,000,000 divided into 1,000,000 ordinary Shares of £1 each to 1,750,000 ordinary shares of £1 00 each by Ordinary Resolution passed 13 September 2005 and to £2,000,000 divided into 2,000,000 Ordinary Shares of £1 00 each on 26 June 2008

THE COMPANIES ACT 1985 TO 1989

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SPHERE CONSUMER PRODUCTS plc

PRELIMINARY

1 (A) The Regulations contained in Table A of the Companies (Tables A to F) (amendment) Regulations 1985 (hereinafter referred to as 'Table A') shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the following Articles hereon shall be the regulations of the Company

(B) Expressions defined in Regulation 1 of Table A shall where the context admits bear in these Articles the meaning so defined

SHARES

2 (A) Subject to section 80 of the Act and to the following provisions of the Article (B) below the shares comprised in the authorised share capital with which the Company has been incorporated shall be under the control of the Directors and the Directors shall have power to offer, allot, grant options over or otherwise dispose of any shares, to such persons, at such times and generally on such terms and in the manner as they think fit This paragraph is subject to Section 80 and 89 of the Act and to paragraph (d) below

(B) (i) The Directors are generally and wholly authorised for the purposes of Section 80 of the Act, to allot relevant securities (as defined in Section 80) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital

(ii) The authority to allot relevant securities shall expire on the fifth anniversary of the date of incorporation of the Company The authority hereby given may at any time (subject to the said Section 80) be renewed, varied or revoked by Ordinary resolution of the Company at General Meeting

(C) The Directors are empowered to allot grant rights to subscribe for or convert any securities into shares of the company pursuant to the above Article B as if Section 89(1) of the Act did not apply This power enables the Directors to allot and grant rights to subscribe for or convert securities into shares of the Company after its expiry in pursuance of an offer or agreement so to do made by the Company

(D) The Company shall not give whether directly or indirectly any financial assistance (as defined in Section 152(1) (a) of the Act) for any such purpose as is specified in Section 151 of the Act save as authorised by the Act

(E) Save as authorised under Section 101(2) of the Act, no shares of the Company shall be allotted except as paid up at least as to one quarter of their nominal value and the whole of any premium

3 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason on such non-payment"

GENERAL MEETINGS AND RESOLUTIONS

4 (A) Any notice convening a General Meeting will need to specify the nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified

(B) Any business transacted at an Extraordinary General Meeting or an Annual General Meeting will be deemed to be Special except the declaration of a dividend, the consideration of the accounts, balance sheets and the directors and Auditors reports, and the appointment of, and the fixing of the remuneration of, the Auditors

5 (A) A notice convening a General Meeting must give information to Members in regard to their right to appoint proxies as stated under Section 372 (3) of the Act, and any notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to both Directors and Auditors for the time being of the Company

(B) Clause 40 in Table A shall be construed and read as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence

(C) If a quorum is not present within half an hour from the time appointed for a General Meeting the Meeting shall stand adjourned to the same day in the next week at the same time and location or to such other day, time and location as the Directors may determine, if a quorum is not present at the adjourned General Meeting within half an hour from the time appointed therefor such adjourned General meeting shall be dissolved

(D) Clause 41 in Table A shall not apply to the company.

DIRECTORS

6 (A) Clause 64 in Table A shall not apply to the Company

(B) Unless and until the Company in General Meeting shall otherwise determine, there shall be no limitation as to the number of Directors Whensoever the minimum number of Directors shall be two

(C) The Directors of the Company shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company

(D) (i) No person shall be appointed a Director at any General Meeting unless either he or she is recommended by the Directors or if not less than fourteen nor more than thirty-five clear days before the General meeting date, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

(ii) Subject to the above the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either as an additional Director or to fill a vacant position. The Directors may appoint a person who is willing to be a Director, either to fill a vacancy or as an addition provided that the appointment does not exceed any number determined by Article (B) above

BORROWING POWERS

7 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 subject to Section 80 of the Act, 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

ALTERNATE DIRECTORS

8 A Director, or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meetings or committees of the Directors to one vote for every Director whom he/she represents in addition to his/her own vote (if any) as a Director, but in relation to determining a quorum he or she shall count as only one. An alternate director shall cease to be an alternate director if his appointer ceases to be a Director for any reason. Regulation 67 of Table A shall not apply

GRATUITIES AND PENSIONS

9 The Directors may exercise the authority conferred by Clause 3(N) of the Memorandum of Association of the Company and are entitled to retain benefits received by them or any of them by reason of the exercise of such authority. Clause 87 in Table A shall not apply to the Company

DIRECTORS INTERESTS

10 A Director may vote as a Director on any resolutions concerning any contract or arrangement in which he or she has an interest or upon any matter arising thereout, and if the said Director shall vote on any such resolution as aforesaid his or her vote shall be counted and the said Director shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Clause 94-98 (inclusive) of Table A shall not apply to the Company

INDEMNITY

11 Subject to the provisions of Section 310 and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him or her in or about the execution and discharge of the duties of his or her office

COMPANY SEAL

12 The obligation under Regulation 6 of Table A relating to the sealing of Share Certificates shall only apply if the Company has a seal