



## CERTIFICATE OF INCORPORATION

No. 51634

I hereby certify that

Greatgain Marketing Limited

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Edinburgh the 25 October 1972

J. B. A. McTAVISH

*Registrar of Companies*

No. of Company 51634/1

Form No. **41**

S/RM/N/313

## THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on Application for Registration of a Company.

Pursuant to Section 15(2).

Name of Company GREATGA IN MARKET ING

Limited.

I, THOMAS ARTHUR HERBERT,  
of 133 Moorgate, London, E. C. 2 do solemnly and sincerely  
declare that I am (a) a person named in the Articles of Association as a (b) Secretary  
of GREATGA IN MARKET ING Limited.

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto 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 7, New Square,  
Lincoln's Inn, London, W.C. 2

the 13th day of October 1972

before me.

R. Blackford

(c) A Commissioner for Oaths.

*TH. A. Herbert*

- (a) "A Solicitor of the Supreme Court" (or in Scotland "a Solicitor") engaged in the formation, or "A person named in the Articles of Association as a Director or Secretary."  
(b) Put "Director" or alternatively put "Secretary." Do not put both "Director and Secretary."  
(c) or Notary Public or Justice of the Peace.

Presented by

BUSINESS ECONOMY PRODUCTS LIMITED, 24, Castle Street,  
Edinburgh, EH2 Tel: 031-225-1167/8

BUSINESS ECONOMY PRODUCTS LIMITED 133, Moorgate,  
LONDON, EC2R 6EA Tel: 01-628-8821/2/3

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

GREATGAIN MARKETING

LIMITED

1. The name of the Company is:-  
"GREATGAIN MARKETING LIMITED".
2. The Registered Office of the Company will be situate in Scotland.
3. The Objects for which the Company is established are:-

(a) To carry on the business or businesses of general merchants, exporters, importers, manufacturers, manufacturers' agents, factors, brokers, bankers and dealers, both wholesale and retail, in all articles of commercial, manufacturing, personal and household use and consumption, ornament, recreation and amusement, proprietors of shops, warehouses, workshops and factories of all kinds, and buyers and sellers thereof, hotels, restaurants, cafes, wine and spirit merchants, licensed victuallers; managers of and in property of all kinds including houses, flats, rooms, whether furnished or unfurnished, and to let the same to tenants on lease or otherwise, with or without service; insurance agents and insurance brokers in all their branches; builders, contractors, painters, decorators, carpenters, joiners, public works contractors, constructional, civil, precision, mechanical, sanitary, hydraulic, heating, electrical, electronic, ventilating, aeronautical and general engineers in all their branches; and dealers in raw materials generally, manufactured goods and materials; butchers, grocers, green grocers, provision and general produce merchants, suppliers of live and dead stock, game and poultry, fish, sweets and confectionery, and all other articles of food; florists, farmers and horticulturists generally; and to carry on the business of storage contractors, wharfingers, travel agents and booking agents in all their branches; aeroplane and ship owners, operators, charterers, shipping and forwarding agents; motor garage proprietors, motor engineers and dealers in all their branches; dealers in textile piece goods, and articles manufactured from textile fabrics, plastics and the like in all their branches; furriers, hide and skin merchants and leather and fancy goods manufacturers, importers, exporters and dealers in all their branches; opticians, manufacturers of and wholesale and retail dealers in lenses and scientific, and surgical instruments and apparatus of all kinds including cameras, photographic, film and other apparatus, film producers' agents and distributors in all their branches; chemists, cosmetics and the like and to carry on any other trade or business (manufacturing or otherwise) which may, in the opinion of the Company, be conveniently carried on in connection with all or any of the above businesses, or may be calculated, either directly or indirectly, to enhance the value of any of the Company's property or assets or the general business of the Company; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world, whether as principals, trustees, manufacturers, wholesalers or retailers, agents or otherwise.

(b) To carry on the business of exporters, importers, manufacturers of and wholesale and retail dealers in any goods, materials or things connected with all or any businesses carried on by the Company at any time, and to clean, grow, sell, buy, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, tools, substances, materials and things necessary or convenient for carrying on any such business whether as principals, agents, trustees, manufacturers, mail order specialists, advertising agents and contractors, hire purchase financiers or otherwise in all their branches.

- (c) To carry on any other business of any description which may be capable of being advantageously carried on in connection with or ancillary to the objects of the Company or any of them.
- (d) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrenders of, and otherwise acquire and/or deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.
- (e) 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 property or business so purchased or acquired.
- (f) To apply for, purchase or otherwise acquire any patents, licenses or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company, and to grant rights thereout.
- (g) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interest in, any other company.
- (h) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

- (i) To lend money to such persons, upon such terms and/or security and subject to such conditions as may be desirable.
- (j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person, and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.
- (k) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants, and other negotiable documents.
- (m) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of any other company or corporation.
- (n) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.
- (o) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.
- (p) To promote or aid in the promotion of any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.
- (q) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit directors or ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons and to grant pensions and allowances to any such persons.
- (r) To distribute any property of the Company in specie among the members.



4.

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

it is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained 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, with power to increase or divide the shares in the capital for the time being, into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

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

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
<i>Jean Herbert</i> JEAN HERBERT, 24 Castle Street, Edinburgh, 2.  Company Director.	<i>One</i> ONE
<i>Thomas Herbert</i> THOMAS ARTHUR HERBERT, LL.B., 24 Castle Street, Edinburgh, 2.  Company Director.	<i>1</i> ONE

Dated the 1st Day of September, 1972

WITNESS to the above Signatures:-

*C.F. Herbert*

CHRISTINE FREDA HERBERT,  
 24 Castle Street,  
 Edinburgh, 2.

Company Director.

5163413

The Companies Act, 1948  
& 1967

COMPANY LIMITED BY SHARES

## Articles of Association

OF

GREATGA IN MARKETING

LIMITED

### PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses in Part I of Table A numbered 24, 53 and 75 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

2. The Company is a Private Company and accordingly Clauses 2, 3, 4, 5 and 6 in Part II of Table A shall apply to the Company.

### SHARES

3. The shares in the initial and any increased capital shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit, subject to Clause 4 hereof.

### TRANSFER OF DECEASED MEMBERS SHARES TO ISSUE

4. Notwithstanding anything in Clause 3 hereof any share of a deceased Member may be transferred by his executors or administrators to any son, daughter, widow or widower, brother, sister, nephew, niece or cousin of such deceased Member.

### LIEN

5. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

### GENERAL MEETING

6. Every notice convening a General Meeting shall comply with the provisions of Section 136(2) of the Companies Act, 1948, as to giving information to Members in regard

6.

to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

7. Clause 64 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum".

#### DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than one nor more than five. If at any time there shall only be one Director of the Company, he or she may act as sole Director, exercising all the powers, authorities and discretions vested in the Directors.

9. Any Director may appoint any person approved by the Board to be an alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of Directors, and in the absence of the Director appointing him to attend and vote thereat accordingly, but he shall not require any qualification and he shall ipso facto vacate office if and when the Director appointing him vacates office as Director or removes the alternate Director from office; and any appointment or removal under this Clause shall be effected by notice in writing to the Company under the hand of the Director making the same. The remuneration of any alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate Director and the Director appointing him.

10. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such clause were omitted therefrom.

11. A Director may vote as a Director in regard to 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 84 in Part I of Table A shall be modified accordingly.

#### WINDING UP

12. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the shares held by them respectively and the balance (if any) shall be distributed among the Members in proportion to the number of shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of shares (if any) issued upon special conditions.

6.



FIRST DIRECTORS

13. The first Director(s) of the Company shall be:-  
determined in writing by the Subscribers of the Memorandum  
of Association.

FIRST SECRETARY

14. The first Secretary of the Company shall be:-  
THOMAS ARTHUR HERBERT.

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NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

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*Jean Herbert*

JEAN HERBERT,  
24 Castle Street,  
Edinburgh 2.  
COMPANY DIRECTOR.

*Thos. A. Herbert*

THOMAS ARTHUR HERBERT, LL.B.,  
24 Castle Street,  
Edinburgh 2.

BARRISTER-AT-LAW.

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DATED the 1st Day of September, 1972

WITNESS to the above signatures:-

*C. F. Herbert*

CHRISTINE FREDA HERBERT,  
24 Castle Street,  
Edinburgh, 2.

Company Director.

50p

No. of Company 51634/4

Form No. 25

S/RM/N/313

THE STAMP ACT, 1891  
AND  
THE FINANCE ACT, 1933

GREATGAIN MARKETING



STATEMENT of the Nominal Capital made pursuant to Section 112 of the Stamp Act, 1891.  
(Note.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100  
—Section 41, Finance Act, 1933).

This Statement is to be filed with the Memorandum of Association, or other Document,  
when the Company is registered.

The NOMINAL CAPITAL of GREATGAIN MARKETING

Limited.

is £100.

Signature Shos a. Herbert *SAH*

Date 13th October, 1972

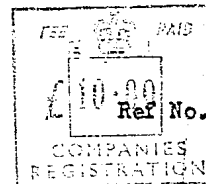
State whether Director or Secretary

Presented by

BUSINESS ECONOMY PRODUCTS LTD.  
24, CASTLE STREET,  
EDINBURGH, 2.

NOTICE: This margin is reserved for Binding and must not be written across.

No. of Company...51634... (5)...



S/Rm/321

THE COMPANIES ACT, 1948

&  
1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

GREATGAIN MARKETING

LIMITED

PASSED

25th day of January, 1973

At an EXTRAORDINARY MEETING of the above-named Company duly convened and held at the Registered Office of the Company, on the above date the following SPECIAL RESOLUTION was duly passed:-

RESOLUTION

That the name of the above-named Company be changed to:-

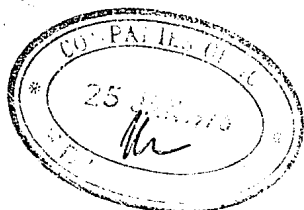
"JOHN O'GROATS CRAFTS LIMITED".

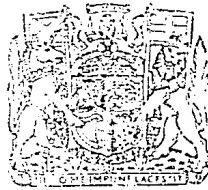
W. D. Mawer

BUSINESS ECONOMY PRODUCTS LIMITED

133, Moorgate,  
London E.C.2.  
Tel: 01/628/8821/3

24, Castle Street,  
Edinburgh, 2.  
Tel: 031/225/1167/8.





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 51634

I hereby certify that

**Greatgain Marketing Limited**

having by special resolution and with the approval of the Department of Trade  
and Industry changed its name, is now incorporated under the name of

**John O'Groats Crafts Limited**

Given under my hand at Edinburgh the 6 February 1973

*D. E. D. R. R. R.*

*Registrar of Companies*

51634/13

SPECIAL RESOLUTION

of

JOHN O'GROATS CRAFTS LIMITED

Passed

22nd October, 1976

At an Ordinary General Meeting of the above Company, duly convened and held at Roadside, John O'Groats, Wick, Caithness KW1 4YR, on 22nd October, 1976 the subjoined Special Resolution was duly passed viz:-

RESOLUTION

That the Ordinary Share Capital of the Company be increased from £100 to £12,000 by the creation of an additional £11,900 Shares of £1 each.

Director:

*Walter D. Maxwell*

Chairman





No. of Company

51634/14

## THE COMPANIES ACTS 1948 TO 1967

### Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company

JOHN O' GRAATS CRAFTS

Limited\*

hereby gives you notice that by ordinary/extraordinary/special\*\* resolution of the company, dated the

22nd OCTOBER, 1976, the nominal capital of the company has been increased by the addition thereto of a sum of £ 11,900..... beyond the registered capital of £ 100.....

The additional capital is divided as follows:-

Number of shares

11900

Class of share

ORDINARY

Nominal amount of each share

£1.

The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:-

(If any of the shares are preference shares state whether they are redeemable or not)

WITH SUCH RIGHTS, PRIVILEGES AND ADVANTAGES AS TO VOTING AND OTHERWISE, AS THE ARTICLES OF ASSOCIATION MAY FROM TIME TO TIME PRESCRIBE

Signed

W. J. O' Graats

State whether

Director or Secretary

Director

Date

22 OCT 77

\* Delete "Limited" if not applicable

\*\* Delete as necessary

(see notes overleaf)

Presented by:

Presenter's reference:

Form No. 10

**G**

COMPANIES FORM No. 225(1)

**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

Name of company

\* JOHN O'GUINAT CRAFTS LTD.

\* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

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

Day Month

3 1 1 2

† delete as appropriate

The current accounting reference period of the company is to be treated as [shortened][~~extended~~]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 1 2 1 9 9 2

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of

company number

the accounting reference date of which is

Signed

[Director][Secretary]† Date 6/5/92

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

For official Use  
General Section

Post room