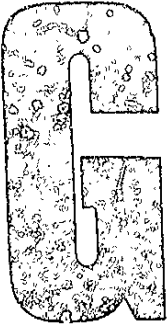


THE COMPANIES ACTS 1948 TO 1981

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

41a



Please do not write in this binding margin



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

*Insert full name of company

For official use

Company number

[] [] [] [] [] [] [] [] [] []

1888801

Name of company

B & D IMPORT & EXPORT COMPANY LIMITED.

I, GWEN HOLMES of 84 HATTON GARDEN LONDON EC1N 8JR

do solemnly and sincerely declare that I amt A DIRECTOR NAMED IN THE STATEMENT DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT 1976.

of B & D IMPORT & EXPORT COMPANY LIMITED.

and that all the requirements of the Companies Acts 1948 to 1981 in respect of the registration of the said company and of matters precedent 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 5 6 7

Declared at WILLIAMS & WILLIAMS SOLICITORS

26 STATION APPROACH

the 22nd day of January HAYES, KENT BR2 7EH

One thousand nine hundred and eighty five

before me Philip Hood

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Signature of Declarant

[Handwritten signature]

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

H.C.C. LTD., 84 HATTON GARDEN LONDON EC1N 8JR

For official use New companies section

Post room



COMPANY LIMITED BY SHARES

1888801

Memorandum of Association

OF

B & D IMPORT & EXPORT COMPANY

LIMITED



1. The name of the Company is " B & D IMPORT & EXPORT COMPANY LIMITED."
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—
 - (A) IMPORT & EXPORT GENERAL GOODS.

(B) To carry on any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business 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

HCC
SPS

N/W
000998
£51
P/2
£50

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 for the purpose 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) To mortgage and charge the undertaking and all or any of the real and personal property and assets present or 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 such rights, powers and privileges 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 assurance.
- (G) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested.
- (H) To receive money on deposit or loan upon such terms as the Company may approve, and generally to act as bankers for customers and others.
- (I) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents of such persons, and to establish and support, or to aid in the establishment and support of, any schools and any educational, scientific, literary, religious or charitable institutions or trade societies, whether such institutions or societies be solely connected with the business carried on by the Company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit-sharing scheme calculated to advance the interests of the Company or of the officers of or persons employed by the Company.
- (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 the business of the Company in or upon such investments 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 or stock of any company or corporation, with or without preferred or deferred 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 amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.
- (O) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or the carrying on of which is calculated to benefit this Company or to advance its interests, or possessed of property suitable for the purposes of the Company.
- (P) To sell, improve, manage, develop, turn to account, exchange, let on rent, 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.


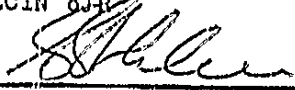
- (Q) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (R) To do all 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.
- (S) To do all such other things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company specified in each of the foregoing paragraphs of this Clause shall be distinct and separate objects of the Company and shall be in no way limited by reference to any other paragraphs hereof or to the order in which the same occur.

4. The liability of the members is limited.


5. The share capital of the Company is £ 100 , divided into 100 shares of £ 1.00 each.

WE, the several persons whose names and addresses 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
MR DANIEL CALLOW (COMPANY DIRECTOR) 84 HATTON GARDEN LONDON EC1N 8JR 	50
MISS GWEN HOLMES (COMPANY DIRECTOR) 84 HATTON GARDEN LONDON EC1N 8JR 	50

Dated this 22ND day of JANUARY , 19 85 .

Witness to the above Signatures—

 (SECRETARY)
 84 HATTON GARDEN
 LONDON
 EC1

COMPANY LIMITED BY SHARES

188880 1/2

Articles of Association

OF

B & D IMPORT & EXPORT COMPANY

LIMITED

1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1981 (as defined in Section 119(2) of the Companies Act 1981) shall apply to the Company.

2. Regulations 3, 11, 24, 75, 77 and 88 of Table A shall not apply to the Company.

3. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.*

*Note section 15 of the Companies Act 1980.

4. At the date of the adoption of these Articles the capital of the Company is £ 100 divided into 100 Ordinary Shares of £1. each.*

*Insert as appropriate.

5. (i) The Directors may subject to Article 6 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 14(10) of the Companies Act 1980) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

*Insert as appropriate. The date of expiry must not be more than 5 years from the date of incorporation, where those Articles were adopted at the time of original incorporation, and in any other case not more than 5 years after the date of the adoption of this Article—see section 14(3) of the Companies Act 1980.

(ii) The general authority conferred by paragraph (i) of this Article shall be conditional upon due compliance with Article 6 hereof and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority will expire on [31ST JANUARY 1988]* unless renewed, varied or revoked by the Company in general meeting.



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

6. (i) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 5 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(ii) Subsections (1), (6) and (7) of Section 17 of the Companies Act 1980 shall not apply to any allotment of shares in the Company.

7. Subject to the provisions of Part III of the Companies Act 1981 the Company may:—

- (i) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;
- (ii) purchase its own shares (including any redeemable shares);
- (iii) make a payment in respect of any such redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.*

*See Sections 46, 40 and 64 etc. of the Companies Act 1981.

8. 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 member whether solely or 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 (if any) on a share shall extend to all dividends payable thereon.

9. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

10. 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.

11. The proviso to regulation 32 of Table A shall be omitted.

12. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than TWO nor more than FIVE. [The following shall be the first Directors of the Company, that is to say DANIEL CALLOW,]
GWEN HOLMES

13. The qualification of a Director shall be the holding of [ONE]* shares in the Company. *Please specify

14. The proviso to regulation 79 of Table A shall be omitted.

15. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

16. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Directors from which he himself is absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed shall not be required to hold any share qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and vote thereat in place of and in the absence of his appointor. An alternate Director shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor, so that a Director shall not be liable for the acts or defaults of an alternate Director appointed by him. An alternate Director shall ipso facto cease to be an alternate Director if the Director whom he is representing ceases for any reason to be a Director.


17. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he becomes of unsound mind.
- (5) If he is prohibited from being a Director by any order made under section 188 of the Act.
- (6) If he is removed from office by a resolution duly passed under section 184 of the Act.


NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

MR DANIEL CALLOW (COMPANY DIRECTOR)
84 HATTON GARDEN
LONDON
EC1N 8JR

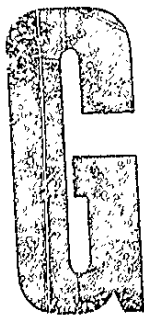

MISS GWEN HOLMES (COMPANY DIRECTOR)
84 HATTON GARDEN
LONDON
EC1N 8JR


Dated this 22ND day of JANUARY , 19 85.

Witness to the above Signatures—

 (SECRETARY)
84 HATTON GARDEN
LONDON
EC1

1



THE COMPANIES ACTS 1948 TO 1981
Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin



To the Registrar of Companies

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

*delete if
inappropriate

For official use

1888801/5

[Official use box]

1888801

Name of Company

B & D IMPORT & EXPORT COMPANY Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

FIRST FLOOR
84 HATTON GARDEN
LONDON
EC1N 8JR

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

HOME COUNTRIES CONSULTANCY LIMITED
84 HATTON GARDEN
LONDON EC1N 8JR

Number of continuation sheets attached (see note 1)

[Empty box for continuation sheets]

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

H.C.C. LTD.
84 HATTON GARDEN
LONDON EC1N 8JR

For official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	MR DANIEL CALLOW	Business occupation	COMPANY DIRECTOR
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	84 HATTON GARDEN LONDON EC1N 8JR	Date of birth (where applicable) (note 6)	
Other directorships†			
HOME COUNTIES CONSULTANCY LIMITED.			
I hereby consent to act as director of the company named on page 1			
Signature		Date 22.1.85	

Name (note 3)	MISS GEMMA HOLMES	Business occupation	COMPANY DIRECTOR
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	84 HATTON GARDEN LONDON EC1.	Date of birth (where applicable) (note 6)	
Other directorships†			
HOME COUNTIES CONSULTANCY LIMITED.			
I hereby consent to act as director of the company named on page 1			
Signature		Date 22.1.85	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Other directorships†			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

Please do not write in this binding margin



Important

The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	MISS GWEN HOLMES	
Previous name(s) (note 3)		
Address (notes 4 & 7)	84 HATTON GARDEN	
	LONDON	
	EC1N 8JR	
I hereby consent to act as secretary of the company named on page 1		
Signature		Date 22.1.85

Name (notes 3 & 7)		
Previous name(s) (note 3)		
Address (notes 4 & 7)		
I hereby consent to act as secretary of the company named on page 1		
Signature		Date

*as required by section 21(3) of the Companies Act 1976

Signed by or on behalf of the subscribers of the memorandum*

†delete as appropriate

Signature [Subscriber] [Agent]† Date 22.1.85

Signature [Subscriber] [Agent]† Date 22.1.85

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1888801

I hereby certify that

B & D IMPORT & EXPORT COMPANY LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the

21ST FEBRUARY 1985

M Saunders

PL SECRETARYS (MRS)
an authorised officer