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COMPANY NO: 924669

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
CARPETS INTERNATIONAL (UK) LIMITED



1 The name of the Company is "Carpets International (UK) Limited". *

2 The Registered Office of the Company will be situate in England.

3 *The objects for which the Company is established are:-

3.1 to purchase or otherwise acquire all or any part of the freehold and leasehold premises goodwill plant and machinery and stock in trade of or connected with the business of carpet manufacturers and wholesalers now carried on at Barton Mills Abingdon under the name of Abingdon Tufted Carpet Company.

3.2 to carry on the business of designers, manufacturers, importers, exporters, wholesalers, dealers in and retailers of carpets and other floor covering and home furnishings and all or any articles and things from time to time usually made or sold as associated with or auxiliary to the business of such manufacturers and wholesalers as aforesaid, dealers in fabrics, trimmings and materials of all kinds, spinners, weavers, dyers,

- The Company was incorporated with the name Abingdon Tufted Carpets Limited and changed its name to Abingdon Carpets Limited by special resolution dated 28 January 1972. In 1990 the Company passed a special resolution to re-register itself as a Public Limited Company.
- On 2 February 1994 the Company changed its name to Carpets International (UK) PLC
- The Company was re-registered as a private company on [] 1998.

printers, finishers, cleaners, renovators, storers and warehouses and such other business and processes in connection with the above-mentioned businesses as are commonly carried on in connection therewith or for which the machinery, plant, and staff of the Company as such manufacturers and wholesalers as aforesaid may be conveniently used and to carry on the business of manufacturers and dealers in textiles of all kinds, nylon and other man made materials.

3.3 to carry on the business of commission agents, factors, general merchants and dealers in every description of goods, exporters and importers, concessionaries, wholesale and retail traders, carriers, warehousemen, designers, advertising contractors or agents, or trustees, brokers or agents of any business;

3.4 to manufacture, develop, process, refine, repair, purchase, sell, export, import, deal in or let on hire all kinds of goods, substances, articles, services and material (tangible or intangible) of any kind which may be advantageous to the Company or which any of the customers or other companies having dealings with the Company may from time to time require;

3.5 to purchase, take on lease or in exchange, hire, renew, or otherwise acquire and hold for any estate or interest, and to sell, let or otherwise dispose of in whole or in part, any lands, buildings, machinery, rights, stock in trade, business concerns, choses in action, and any other real or personal property of any kind including all of the assets of the Company and to perform any services or render any consideration and to construct, equip, alter and maintain any buildings, works and machinery necessary or convenient for the Company's business and in each case for any consideration which may be thought fit;

- 3.6 to employ the funds of the Company in the development and expansion of the business of the Company and all or any of its subsidiary or associated companies and in any other company whether now existing or hereafter to be formed and engaged in any like business of the Company or any of its subsidiary or associated companies or of any other industry ancillary thereto or which can conveniently be carried on in connection therewith;
- 3.7 to co-ordinate the administration, policies, management, supervising, control, research, development, planning, manufacture, trading and any and all other activities of, and to act as financial advisers and consultants to, any company or companies or group of companies now or hereafter formed or incorporated or acquired which may be or may become related or associated in any way with the Company or with any company related or associated therewith and either without remuneration or on such terms as to remuneration as may be agreed;
- 3.8 to guarantee the payment of dividends on any shares in the capital of any of the companies in which this Company has or may at any time have an interest, and to become surety in respect of, endorse, or otherwise guarantee the payment of the principal of or interest on any shares or evidence of indebtedness issued or created by any such companies;
- 3.9 to become surety for or guarantee the carrying out and performance of any and all contracts, leases and obligations of every kind, of any company any or whose shares or evidence of indebtedness are at any time held by or for this Company or in which this Company is interested or with which it is associated, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares or evidence of indebtedness;

- 3.10 to organise, incorporate, reorganise, finance, aid and assist, financially or otherwise, companies and to underwrite or guarantee the subscription of shares, securities or notes of any kind, and to make and carry into effect arrangements for the issue, underwriting, resale, exchange or distribution thereof;
- 3.11 to carry on the business of land and property developers of every and any description and to acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares, and debentures in companies, policies of insurance and other such property as the Company may deem fit and shall acquire the same for the purposes of investment and development or with a view to receiving the income therefrom; to enter into any contracts and other arrangements of all kinds with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine, on a commission or fee basis or otherwise, and to carry on any other trade or business, whatever, of a like or similar nature;
- 3.12 to carry on all kinds of promotion business, and in particular, to form, constitute, float, lend money to, assist, manage and control any companies and to market, advertise or promote goods, services, material (tangible or intangible) or any other thing whatsoever;
- 3.13 to vary the investments and holdings of the Company as may from time to time be deemed desirable;
- 3.14 to act as trustee of any kind including trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations and to undertake and execute any trust or trust business (including the business of acting as trustee under wills and settlements), and to do anything that may be necessary or assist in the obtaining of any

benefit under the estate of an individual, and also to undertake the office of executor, administrator, secretary, treasurer or registrar or to become manager of any business, and to keep any register or undertake any registration duties, whether in relation to securities or otherwise;

3.15 to provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision;

3.16 to provide services of any kind including the carrying on of advisory, consultancy, brokerage and agency business of any kind;

3.17 to acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company;

3.18 to enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises or concessions and to carry out, exercise and comply with the same;

3.19 to enter into partnership or any other arrangement for sharing profits or joint adventure or co-operation with any company carrying on, engaged in or about to carry on or engage in any business or transaction capable or being conducted so as directly or indirectly to benefit the Company, and to subsidise or otherwise assist any such company;

3.20 to invest and deal with the moneys of the Company not immediately require in or upon such investments and in such manner as may from time to time seem expedient;

3.21 to lend or advance money or otherwise give credit to provide financial accommodation to any company with or without security and otherwise on such terms as may seem expedient and to deposit money with any company and to carry on the business of a banking, finance or insurance company;

3.22 either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity and so as to be an independent object of the Company to give indemnities of all kinds and to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium of any dividends or interest on or other payment in respect of loans, credits stocks, shares, or securities or other obligations of any nature whatsoever and, without limiting the generality of the foregoing, obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company, as defined by Section 736 of the Companies Act 1985 due, owing or incurred to bankers or any other person of any Company, firm or person, and in particular, (but not by way of limitation) of the Company's holding company or any company, which is contemplated to become the Company's holding company or a subsidiary, as defined by Section 736 of the Companies Act 1985, of the Company or of the Company's holding company, or otherwise associated with the Company in business or any company, firm, or person of which the directors of the Company shall think appropriate and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others;

- 3.23 to borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation of or binding on the Company or any other company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms as may be thought expedient of securities of any description;
- 3.24 to draw, make, accept, endorse, discount, execute, issue, negotiate and deal in promissory notes, bills of exchange, shipping documents and other negotiable or transferable instruments and to buy, sell and deal in foreign currencies;
- 3.25 to apply for and take out, purchase or otherwise acquire, sell, deal or trade in any way in service or trade marks and names, designs, patents, patent rights, inventions, secret processes and any form of intellectual property and to carry on the business of an inventor, designer or research organisation;
- 3.26 to issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the minimal amount of such securities) or for any other purpose.
- 3.27 to give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of

company, fund, trust or business promoters and managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company;

3.28 to grant or procure the grant of donations, gratuities, pensions, annuities, allowances, or other benefits, including benefits on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the board of directors of the Company considers to have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes (including in particular but without detracting from the generality of the foregoing any trust or scheme relating to the grant of any option over, or other interest in, any share in the capital of the Company or of any other company, or in any debenture or security of any corporation or company, including the Company) or any associations, institutions, clubs or schools, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the Company or its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or the Company or its members or for any national, charitable, benevolent, educational, social public, general or useful object;

3.29 to promote or assist in promoting any company or companies in any part of the world and to subscribe shares therein or other securities thereof for the purpose of carrying on any business which the Company is

authorised to carry on, or for any other purpose which may seem directly or indirectly calculated to benefit the company;

3.30 to amalgamate with any other company in any manner whatsoever (whether with or without a liquidation of the Company);

3.31 to procure the Company to be registered in any country or place in any part of the world;

3.32 to cease carrying on or wind up any business or activity of the Company and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory;

3.33 to compensate for loss of office any directors or other officers of the Company and to make payments to any persons whose office, employment or duties may be terminated by virtue of any transaction in which the Company is engaged;

3.34 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company, and the issue of the capital of the Company and any such other company and of and incidental to the acquisition by the Company of any property or assets and incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the matter aforesaid;

3.35 to insure with any company against losses, damages, risks and liabilities of all kinds which may affect the Company;

3.36 to act as directors or managers of or to appoint directors or managers of any subsidiary company or of any other company in which the Company is or may be interested;

3.37 to contribute by donation, subscription, guarantee or otherwise to any public, general, charitable, political or useful object whatsoever;

3.38 to distributable 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;

3.39 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, sub-contractors, trustees, subsidiaries or otherwise;

3.40 to carry on any other activity and do anything of any nature which may seem to the Company capable of being conveniently carried on or done by the Company in connection with the above, or may seem to the Company calculated directly or indirectly to benefit the Company;

3.41 to do all such things as in the opinion of the board of directors are or may be incidental or conducive to the above objects or any of them;

4 The liability of the members is limited.

5 *The share capital of the Company is £1,000,000 divided into 1,000,000 shares of £1 each with power for the Company to increase or reduce the said capital and to issue any part of its capital original or increase with or without any

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preferences priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the power hereinbefore contained.

* By Ordinary Resolution passed 20th September 1974 the share capital of the company was increased from £50,000 divided into 50,000 ordinary shares of £1 each to £1,000,000 by creating 950,000 ordinary shares of £1 each.

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Company No: 924669

THE COMPANIES ACT 1985 (as amended)
PRIVATE COMPANY LIMITED BY SHARES

APB

ARTICLES OF ASSOCIATION

of

CARPETS INTERNATIONAL (UK) LIMITED

Altered by Special Resolution passed *12 April* 1998 when the
Company re-registered as a private Company.

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Regulations being hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles 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.

ALLOTMENT OF SHARES

2. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

- (b) In accordance with Section 91 (1) of the Act Sections 89 (1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (c) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise any power of the Company to allot relevant securities (as defined in Section 80 of the Act) of the Company up to the amount of the authorised but unissued share capital of the Company as at the date of adoption of these Articles at any time or times during the period of five years of that date of adoption of these Articles save that before the expiry of such period the Directors make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired. The authority hereby given may at any time (subject to Section 80 of the Act) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.
- (d) All unissued shares or securities of the Company not comprising relevant securities shall be at the disposal of the Directors who may allot and dispose of and grant options over the same to such persons on such terms and in such manner as they deem fit.

SHARES

3. In addition to the lien conferred by regulation 8 in Table A, the Company shall have a first and paramount lien on all shares, whether fully paid or not, standing 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, for all moneys presently payable by him or his estate to the Company.
4. 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 Regulation 18 in Table A, of the

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words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Regulation 24 in Table A shall not apply to the Company.

GENERAL MEETINGS AND RESOLUTIONS

6. Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Act as to giving information to Members in regard to their right to appoint proxies.
7. (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

(b) Regulation 41 in Table A shall not apply to the Company.

(c) It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 in Table A shall be construed accordingly.
8. A proxy shall be entitled to vote on a show of hands and Regulation 54 in Table A shall be modified accordingly.
9. A resolution in writing in accordance with Regulation 53 in Table A shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the

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signature of any one of them shall be sufficient for the purposes of that Regulation.

APPOINTMENT AND REMOVAL OF DIRECTORS

10. (a) Regulation 64 in Table A shall not apply to the Company.
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and regulation 89 in Table A shall be modified accordingly.
- (c) The Directors shall not be required to retire by rotation and Regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.
- (d) No person shall be appointed a Director at any General Meeting unless either:
- (i) he is recommended by the Directors; or
 - (ii) not less than 14 nor more than 35 clear days before the date appointed for the General Meeting, a 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 a notice signed by that person of his willingness to be appointed.
- (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.
- (g) Any member holding a majority in nominal value of the issued share capital for the time being of the Company carrying the right to attend and vote at General Meetings of the Company may at any time appoint any person who is willing to act to be a Director either to fill a casual vacancy or vacancies or as an additional Director and may remove from office any Director howsoever appointed.
- (h) Any appointment or removal of a director pursuant to paragraph (g) of this Article shall be effected by notice in writing to the Company signed by the appointor and delivered to the office or to the secretary or produced at a meeting of the Directors.
- (i) Any removal of a Director pursuant to paragraph (g) of this Article shall be without prejudice to any claim which he may have under any contract between him and the Company.

BORROWING POWERS

- 11. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or security over its undertaking, property and uncalled capital, or any part thereof, and 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

12. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly.

(b) A Director, or any such other person as is mentioned in Regulation 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

GRATUITIES AND PENSIONS

13. (a) The Directors may exercise the powers of the Company conferred by Clause 3 (B) (y) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Regulation 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

14. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

- (b) Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

THE SEAL

15. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or a second Director. The obligation under Regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in table A shall not apply to the Company.
- (b) The Company may exercise the powers conferred by Section 39 of the Act (official seal for use abroad) and such powers shall be vested in the Directors.

INDEMNITY

16. (a) Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

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(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310 (1) of the Act.

(c) Regulation 118 in Table A shall not apply to the Company.

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CARPETS INTERNATIONAL (UK) PLC

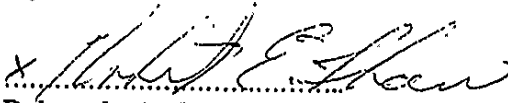
We, the undersigned, being the holders of the entire issued share capital of the Company hereby consent to the re-registration of the Company as a private limited company under the name "Carpets International (UK) Limited" and to the consequential amendments to the Memorandum and Articles of Association of the Company as set out in the Special Resolution dated the 2nd day of April 1998.

Dated 2 April 1998

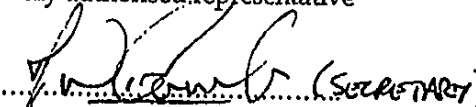
Name of Shareholder

Signature

Shaw UK Holdings Limited

x 
.....
Duly authorised representative

Galetas Nominees Limited


..... (SECRETARY)
Duly authorised representative