

## NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company contain some documents which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologies for any inconvenience this may cause.



Cert No. FS 31059  
Personnel & Training



AWARDED FOR EXCELLENCE



INVESTOR IN PEOPLE

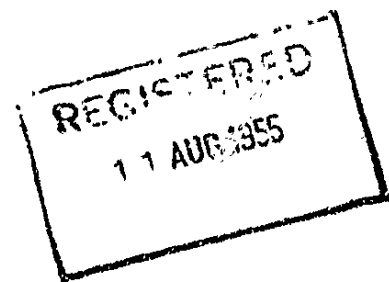
THE COMPANIES ACT, 1948.



A 3/-  
Companies  
Registration  
For Stamp  
must be  
impressed  
here.

Declaration of Compliance with the requirements  
of the Companies Act, 1948, on application for  
Registration of a Company.

Pursuant to Section 15 (2)  
(SEE FOOTNOTE OVERLEAF.)



NAME OF  
COMPANY

P. V. BARNES

LIMITED.

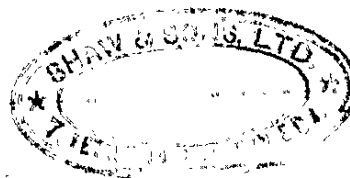
CAT. No. C.F. 41.

P120. 5310(c)(L)

SHAW & SONS  
LIMITED

Law Stationers and Company Registration Agents  
7, 8 & 9, Fetter Lane, Fleet Street, E.C. 4

Presented by



I, *Albert Edward Chanen*  
of *6 Wellington Ave. Haringford*  
*London E.4.*  
*Sales Manager.*

*Adm*

DO solemnly and sincerely declare that I am (a) ~~[a Solicitor of the Supreme Court engaged in the formation]~~ [a person named in the Articles of Association as a Director/Secretary],

of *P. V. BARNES*

*269*

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 *Loughton* in the  
*County of Essex*

the *28<sup>th</sup>* day of *July*

One thousand nine hundred and *fifty five*

before me,

*Alb Matthews*  
A Commissioner for Oaths (b)  
(A.H.B. MATTHEWS)

*A.E. Chanen*

NOTE.

Section 15 of The Companies Act, 1948.

15.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

(a) Delete words not required.

This margin to be reserved for binding.

NO. OF COMPANY **553164/2**

ICA.25

COMPANY LIMITED BY SHARES.

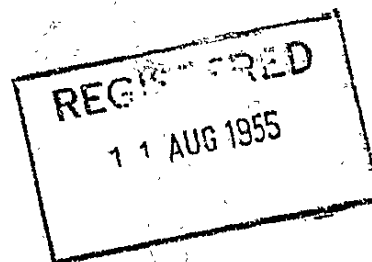


Inland  
Revenue  
Duty Stamp  
to be  
impressed  
here.

## Statement of the Nominal Capital

*made pursuant to Sec. 112, Stamp Act, 1891.*

*(NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100—Sec. 41, Finance Act, 1933.)*



NAME OF  
COMPANY.....

P. V. BARNES.....

LIMITED.

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

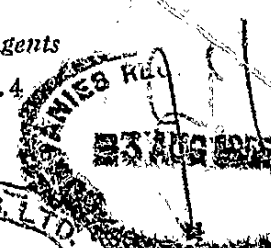
CAT. No. C.A.25.

P132. 5071(11).

**SHAW & SONS**  
LIMITED

*Law Stationers and Company Registration Agents*  
7, 8 & 9, Fetter Lane, Fleet Street, E.C. 4

*Presented for registration by*



# The Nominal Capital

of

P. V. BARNES

LIMITED,

is £ 100 divided into One Hundred shares of £ One Pound  
each.

Signature.

A. E. Chandler

Description.

Director

Date 28th July 1955

This margin is reserved for binding and must not be written across.



1.

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

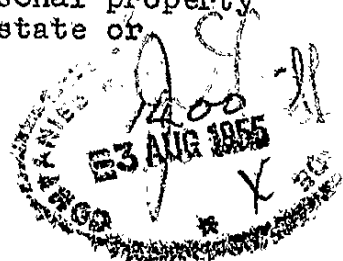
MEMORANDUM OF ASSOCIATION

of

P. V. BARNES LIMITED.



1. The name of the Company is "P. V. BARNES LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (1) (a) To carry on business as carpet planners and makers-up, carpet and linoleum layers, carpet beaters, cleaners, dyers and repairers, furniture manufacturers and dealers, house, office, shop and general furnishers and outfitters, upholsterers, cabinet makers, joiners, wood-workers, mechanical and electrical engineers, drapers, warehousemen, depository proprietors, carriers and haulage contractors.
  - (b) To carry on business as manufacturers, importers and exporters of, and dealers in carpets, linoleum, moquettes, mohair, mats, floor coverings, skins, upholstering material, furnishing fabrics, soft furnishings, cloth, canvas, flax, hemp, jute, linen, cotton, rubber, leather, sports goods and similar articles or materials.
- (2) To carry on or acquire any businesses similar to the businesses above-mentioned or which may be conveniently or advantageously carried on or combined with them, or may be calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (3) To purchase or sell, take or let on lease, take or give in exchange or on hire, or otherwise acquire, grant, hold or dispose of any estate or interest in any lands, buildings, easements, concessions, machinery, plant, stock in trade, goodwill, trade marks, designs, patterns, patents, copyright or licences, or any other real or personal property or any right, privilege, option, estate or interest.



- (4) To sell, lease, let on hire, improve, manage, develop, mortgage, dispose of, turn to account or otherwise deal with all or any of the property and rights and undertakings of the Company for such consideration as the Company may think fit.
- (5) To erect, build, construct, alter, improve, replace, remove, enlarge, maintain, manage, control or work any railways, tramways, roads, canals, docks, locks, wharves, stores, buildings, shops, factories, works, mills, plant or machinery necessary for the Company's business, or to join with others in doing any of the things aforesaid.
- (6) To borrow or raise money for the purposes of the Company and for that purpose to mortgage or otherwise charge the whole or any part of the Company's undertaking, property and assets including the uncalled Capital of the Company.
- (7) To remunerate any person, firm or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of 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.
- (8) Upon the issue of any Shares to employ brokers and agents and to pay underwriting commission to or otherwise remunerate by Shares or options to take Shares, or by Debentures, Debenture Stock or other Securities, persons subscribing for Shares, or procuring subscriptions for Shares.
- (9) To accept, draw, make, execute, discount and endorse bills of exchange, promissory notes or other negotiable instruments.
- (10) To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions or secret processes which may be useful for the Company's objects, and to grant licences to use the same.
- (11) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company.
- (12) To cause the Company to be registered or otherwise incorporated in any Colony, Dependency or Foreign State where the Company's operations are carried on in accordance with the laws of such Colony, Dependency or Foreign

State.

- (13) To establish or promote any company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (14) To acquire and undertake the whole or any part of the assets and/or liabilities of any person, firm, or company carrying on any business of a nature similar to that which this Company is authorised to carry on.
- (15) To amalgamate with any company having objects similar to those of this Company.
- (16) To sell or dispose of the whole undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for Shares, Debentures or Securities of any other company having objects altogether or in part similar to those of this Company.
- (17) To subscribe or guarantee money for any charitable, benevolent, educational or social object, or for any exhibition or for any public, general, or useful object which the Directors may think desirable or advantageous to the Company.
- (18) To establish and support, or to aid in the establishment and support of, any club, institution or organisation calculated to benefit persons employed by the Company or having dealings with the Company.
- (19) To invest the moneys of the Company not immediately required upon such securities and in such manner as the Directors may from time to time determine.
- (20) Subject to the provisions of Section 54 of the Companies Act, 1948, to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by such persons, firms or companies.
- (21) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as




4.

directly or indirectly to benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist, any such person or company.

- (22) To take, or otherwise acquire, and hold shares, debentures, debenture stock or other securities in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (23) To grant bonuses, gratuities, pensions or charitable aid to persons employed by the Company.
- (24) To distribute any of the property of the Company among its Members in specie.
- (25) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100, divided into 100 Shares of £1 each. Any Shares in the original Capital and any new Shares may be divided into different classes and may be issued with any special rights, preferences, conditions or disqualifications as regards Dividends, Capital, voting, or other matters attached thereto, as may be provided by the Company's Articles of Association for the time being, provided always that no such special rights, preferences, conditions, or disqualifications so attached shall be altered, affected, or interfered with except in the manner provided in Regulation 4 of Part I of Table A in the First Schedule to the Companies Act 1948.



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.	No. of Shares taken by each Subscriber.
<p><i>Peter Rodney Barnes</i>  <i>109 Hale End Road.</i>  <i>Walthamston E14</i>  <i>Carpet Planner.</i></p> <p><i>Albert Eugene Chandler</i>  <i>6 Wellington Ave</i>  <i>Chingford E4</i></p> <p><i>Secr Managers</i></p>	<p><i>One.</i></p> <p><i>One.</i></p>
TOTAL SHARES TAKEN	<i>Two</i>

Dated this *28<sup>th</sup>* day of *July* 19*55*

Witness to the above Signatures:-

*J R Vres etc* *H. E. HASSELL*  
*Edmund St.*  
*London W.C.4*  
*Chartered Accountant*



6.

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION

of

P. V. BARNES LIMITED.

REGISTERED  
11 AUG 1955

PRELIMINARY AND INTERPRETATION.

1. The following shall be the Articles of the Company. The regulations contained in Table A of the First Schedule to the Companies Act, 1948, are excluded and shall not apply to the Company, except in so far as the said regulations are hereinafter expressly stated to apply to the Company. In case of any difference or inconsistency between the provisions of these Articles and the regulations of the said Table A hereinafter expressly referred to, the provisions of these Articles shall prevail.

2. In these Articles:-

"the Act" means the Companies Act, 1948;

"the seal" means the Common Seal of the Company;

"the Secretary" means any person appointed to perform the office of Secretary of the Company;

"the United Kingdom" means Great Britain and Northern Ireland;

"Table A" means Part I of Table A of the First Schedule to the Act;



"the Articles" means the Articles of Association of the Company as originally hereby framed, or as altered by special resolution, except that where there is a reference to a number of a clause of the Articles, it shall be deemed to refer to the clause as numbered in the Articles as herein printed, and not in any subsequent alteration of the Articles.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Act.

3. The Company is a private company within the meaning of the Act, and accordingly:-

- (a) The right to transfer Shares is restricted in the manner hereinafter prescribed;
- (b) The number of members of the Company is limited to fifty, exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of such employment to be, members of the Company; provided that where two or more persons hold one or more Shares in the Company jointly, they shall for the purpose of this Clause be treated as a single member;
- (c) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited; but nevertheless an offer or invitation may be made to the members and debenture holders of the Company, subject to the provisions of sub-clause (b) of this Clause, to subscribe for Shares or Debentures of the Company, if such an offer or invitation can properly be regarded as a domestic concern of the persons making and receiving it, whether because it is not calculated to result directly or indirectly in the Shares or Debentures becoming available for subscription or purchase by persons other than those receiving the offer or invitation, or otherwise;

(d) The Company shall not have the power to issue Share Warrants to bearer;

(e) The Company shall be an exempt Private Company within the meaning of Section 129 (4) of the Act, and the Directors shall ensure that all the provisions of the Act and of the Seventh Schedule thereto shall be at all times observed, so that the Company shall always remain an exempt Private Company; and in particular no Shares or Debentures of the Company shall be held by any body corporate, and no person other than the holder of the Shares or Debentures of the Company shall have any interest in the said Shares or Debentures, unless the holding of the said Shares or Debentures by a body corporate, or the interest in the said Shares or Debentures by a person other than the holder of the said Shares or Debentures shall fall within the exceptions to the basic conditions as stated in the said Seventh Schedule. All the other clauses of the Articles shall apply and be construed so as to be subject to the provisions of this Clause.

#### ALTERATION OF ARTICLES.

4. The Company may from time to time alter or add to any of these Articles by passing and registering a special resolution in the manner prescribed by the Act. No Member of the Company shall be bound by any alteration made in the Memorandum of Association or in the Articles after the date on which he became a Member, if and so far as the alteration requires him to take or subscribe for more Shares than the number held by him at the date on which the alteration is made, or in any way increases his liability as at that date to contribute to the Share Capital of, or otherwise to pay money to, the Company, unless such Member agrees in writing to be bound by the alteration either before or after it is made.

SHARES.

5. Regulations 2 to 10, inclusive, of Table A shall apply.

LIEN.

6. The Company shall have a first and paramount lien on every 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 standing registered in the name of a single person 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 Clause. The Company's lien, if any, on a Share shall extend to all dividends payable thereon.

7. Regulations 12 to 14, inclusive, of Table A shall apply.

CALLS ON SHARES.

8. Regulations 15 to 21, inclusive, of Table A shall apply.

TRANSFER OF SHARES.

9. If any Member wishes to transfer his Shares, or any of them, to a person who is not a Member of the Company, the Member wishing to transfer his Shares (hereinafter referred to as "the transferring Member") shall notify his wish to the Directors by sending to them a notice in writing (hereinafter referred to as a "transfer notice") to the effect that he wishes to transfer such Shares. The said transfer notice shall specify the number of Shares which the transferring Member wishes to transfer, and the sum estimated by the transferring Member to be the value of each of such Shares. The transferring Member shall not be entitled to revoke a transfer notice without the consent in writing of the Directors.

10. The receipt by the Directors of a transfer notice shall constitute an authority to them to offer for sale the Shares which the transferring Member wishes to transfer at a fair value, to be ascertained as follows:-

- (a) If the Directors shall approve the sum estimated by the transferring Member as the value of the Shares, then such sum shall be the fair value;
- (b) If the Directors, at their discretion, shall not approve the sum estimated as the said value by the transferring Member, they shall request the Auditor of the Company to make,

the valuation of the current value of the said Shares, and the sum thus fixed by the Auditor shall be the fair value;

(c) If for any reason the Auditor shall refuse to, or for any other reason shall not, make the said valuation, the Directors, with the consent in writing of the transferring Member, shall request any other person whom they think fit to make the said valuation in the same manner as prescribed in sub-clause (b) of this Clause, and the sum thus fixed by this person shall be the fair value.

11. When the fair value of the Shares which the transferring Member wishes to transfer shall have been fixed in the manner prescribed in Clause 10 of the Articles, the Directors shall cause a notice in writing to be sent to the transferring Member, informing him of the fair value of the Shares, and shall also cause a notice to be sent to every other Member of the Company, stating the number and the fair value of the said Shares, and shall therein invite each of such Members to give notice, in writing, within fourteen days, whether he is willing to purchase any, and if so what maximum number, of the said Shares.

12. If at the expiration of the fourteen days referred to in Clause 11 of the Articles only one Member (hereinafter referred to as "the purchasing Member") shall have given notice in writing to the Company of his desire to purchase all or some of the Shares which the transferring Member wishes to transfer, the Directors shall inform the transferring Member of the name and address of the purchasing Member, and the transferring Member shall complete and execute a transfer of those of the said Shares which the purchasing Member has stated in the said notice that he is willing to purchase to the purchasing Member, and shall deliver up the said transfer and the relative Share Certificates to the purchasing Member in exchange for the purchase money. If at the expiration of the said fourteen days two or more Members (hereinafter referred to as "the purchasing Members") shall have given notice in writing to the Company of their desire to purchase all or some of the said Shares, the Directors shall apportion the said Shares amongst the purchasing Members as far as possible in proportion to the number of Shares in the Company already held by them respectively, provided that none of the purchasing Members shall be obliged to take more than the maximum number of the said Shares which he has expressed his willingness to take in the said notice. If the number of the purchasing Members exceeds the number of the said Shares, the Directors shall not apportion more than one of the said Shares to any one of the purchasing Members, and shall select as the transferees of the said Shares those of the purchasing Members having larger holdings of Shares in the Company in preference to those of the purchasing Members having smaller holdings of Shares in the Company. The Directors shall then inform the transferring Member of the names and addresses of the

purchasing Members or of those of them who shall have been selected as transferees by the Directors in accordance with the provisions of this Clause, and the number of Shares to be transferred to each of them; and the transferring Member shall complete and execute transfers to the purchasing Members or those of them selected as transferees as aforesaid of those Shares to be transferred to them under the provisions of this Clause, and shall deliver up the transfers and the relative Share Certificates to the Members to whom he has transferred his Shares, in exchange for the purchase money.

13. Notwithstanding anything in Clause 12 of the Articles, when, under the provisions of the said Clause, the transferring Member has transferred some of the Shares in respect of which a Share Certificate has been issued to one transferee, and other of the Shares in respect of which the same Share Certificate has been issued to one or more other transferees, the transferring Member shall deliver the said Share Certificate and the transfers not to the said transferees, but to the Company, and the Secretary shall retain the said Share Certificate, and shall certify on the transfers that the relative Share Certificates for the transferring Member's Shares have been duly lodged in the office of the Company.

14. If the Directors shall be unable, within one month after the receipt of the transfer notice referred to in Clause 9 of the Articles, to find a purchaser for all or any of the Shares which the transferring Member wishes to transfer among the Members of the Company, the transferring Member may transfer the said Shares or those thereof which remain unsold under the provisions of Clause 12 of the Articles to any person, even though such person is not a Member of the Company, and at any price which may be agreed between the transferring Member and the said person; but notwithstanding anything contained in this Clause, the Directors may refuse to register the transfer and the said person as a Member of the Company under the provisions of Clause 16 (a) of the Articles and of Regulation 25 of Table A.

15. Nothing contained in the provisions of Clauses 9 to 14 inclusive of the Articles shall apply to a transfer of Shares by a Member of the Company to a person who is already, before the said transfer, a Member of the Company.

16. (a) The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of any Share, whether or not it is a fully paid up Share.

(b) Regulations 22 and 23, and Regulations 25 to 28, inclusive, of Table A shall apply.



TRANSMISSION OF SHARES.

17. Regulations 29 to 32, inclusive, of Table A shall apply.

FORFEITURE OF SHARES.

18. Regulations 33 to 39, inclusive, of Table A shall apply.

ALTERATION OF CAPITAL.

19. Regulations 44 to 46, inclusive, of Table A shall apply.

GENERAL MEETINGS.

20. Regulations 47 to 49, inclusive, of Table A shall apply.

NOTICE OF GENERAL MEETINGS.

21. Regulations 50 and 51 of Table A shall apply

PROCEEDINGS AT GENERAL MEETINGS.

22.(a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two or more Members personally present and holding, or representing by proxy, not less than Five per cent. of the issued Capital of the Company, shall be a quorum.

(b) Regulation 52, and Regulations 54 to 61, inclusive, of Table A shall apply.

VOTES OF MEMBERS.

23. Regulations 62 to 73, inclusive, of Table A shall apply.

CORPORATIONS ACTING BY REPRESENTATIVES  
AT MEETINGS.

24. Regulation 74 of Table A shall apply.

RESOLUTIONS IN WRITING.

25. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

DIRECTORS.

26. (a) The number of the Directors of the Company shall be not less than two or more than five. The first Directors shall be Peter Vodery Barnes and Albert Edward Chandler

(b) A Director shall not be required to hold any share qualification.

(c) Regulations 76 and 78 of Table A shall apply.

POWERS AND DUTIES OF DIRECTORS.

27. Any Director may from time to time appoint any person to be an alternate or substitute Director, provided that such appointment is approved by a Special Resolution passed by the Company in General Meeting. The appointee, while he holds office as an alternate or substitute Director, shall be entitled to receive notice of the Meetings of the Directors, and of committees of the Directors, and to attend and vote thereat, and to act, to the same extent as the Director appointing him, but he shall not require any qualification, and shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the Director appointing him, as may be agreed between the said Director and the appointee. Any appointment so made may be revoked at any time by the appointor or by a resolution of the Directors, or by an Ordinary Resolution of the Company in General Meeting. Any appointment, or revocation by the appointor, made under this Clause shall be in writing, and notice in writing shall be given to the registered office of the Company or to some other place as the Company may determine from time to time.

28. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported if the Directors so require by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of Section 129 (4) of the Act.

29. (a) A director may vote and be counted in the quorum at any meeting of the directors in respect of any contract or proposed contract or arrangement with the Company whether or not such director is directly or indirectly interested in any such contract or proposed contract.

(b) Regulations 80 to 83, inclusive, Sections (1), (3), (4) and (5) of Regulation 84, and Regulations 85 to 87, inclusive, of Table A shall apply.

### DISQUALIFICATION OF DIRECTORS.

30A. The office of Director shall be vacated if the Director:-

- (a) Becomes bankrupt, or makes any arrangement or composition with his creditors generally; or
- (b) Becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
- (c) Is found lunatic or becomes of unsound mind; or
- (d) Is convicted of an indictable offence; or
- (e) Gives to the Directors one month's notice in writing that he resigns his office of Director, in which event the said office shall be vacated at the expiration of such month; or
- (f) Shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period.

30B. A person otherwise eligible, and not excluded by the provisions of any other clause in the Articles, may be appointed a Director in the manner provided in the Articles, notwithstanding that he is over seventy years of age at the time of his appointment as a Director; and subject to any other provision in the Articles, a Director may continue to hold office as a Director notwithstanding that he has reached the age of seventy, and no Director shall retire at the conclusion of the first Annual General Meeting after he has reached the age of seventy or at any other time merely because he has reached the age of seventy or any other age. The provisions of Section 185 of the Act shall not apply to the Company at any time whether or not at that time the Company is by statute exempted from those provisions.

### ROTATION OF DIRECTORS.

31. Regulations 89 to 97, inclusive, of Table A shall apply, unless herein otherwise expressly provided.

### PROCEEDINGS OF DIRECTORS.

32. (a) The quorum necessary for the transaction of business at a Board Meeting of the Directors shall be two until otherwise determined by the Directors.

(b) Regulation 98, and Regulations 100 to 106, inclusive, of Table A shall apply.

### BORROWING BY DIRECTORS.

33. The Directors may from time to time, at their discretion raise or borrow any sum or sums of money, for the purposes of the Company, and may secure the sum so raised

or borrowed by mortgage of the whole or any part of the property or assets of the Company, both present and future, including the uncalled Capital of the Company, or by Debentures, Debenture Stock or other securities, charged upon the said property or assets of the Company.

MANAGING DIRECTOR.

34. Regulations 107 to 109, inclusive, of Table A shall apply.

SECRETARY.

35. Regulations 110 to 112, inclusive, of Table A shall apply.

SEAL.

36. Regulation 113 of Table A shall apply.

DIVIDENDS AND RESERVE.

37. Regulations 114 to 122, inclusive, of Table A shall apply.

ACCOUNTS.

38. Regulations 123 to 127, inclusive, of Table A shall apply.

CAPITALISATION OF PROFITS.

39. Regulations 128 and 129 of Table A shall apply.

AUDIT.

40. Regulation 130 of Table A shall apply.

NOTICES.

41. Regulations 131 to 134, inclusive, of Table A shall apply.

WINDING UP.

42. Regulation 135 of Table A shall apply.

INDEMNITY.

43. Regulation 136 of Table A shall apply.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Peter Rodney Barnes.  
109 Hale End Road.  
Walthamston  
E17.

Carpet Planners:-

Albert Edward Chandler  
6 Wellington Ave  
Chingford E4

Salon Managers

Dated this 26<sup>th</sup> day of July 1955

Witness to the above signatures:-

J R Tassell  
8 Queen St  
London E.C.4  
Chancery Accountants

DUPLICATE FOR THE FILE

No. 553164



## Certificate of Incorporation

I Hereby Certify That

P. V. BARNES LIMITED

is this day Incorporated under the Companies Act, 1948, and that the  
Company is Limited.

Given under my hand at London this Eleventh day of  
August One Thousand Nine Hundred and Fifty five.

*L. R. Langford*  
Registrar of Companies

Certificate  
received by



Date

11.8.55

# THE COMPANIES ACT. 1948



A.Sa.  
Companies  
Registration Fee  
Stamp must  
be impressed  
here.

## Notice of Place where Register of Members is kept or of any Change in that Place

(Pursuant to section 110 (3))

Insert the  
Name of  
the Company

*P. V. Barnes*

LIMITED

Section 110 of the Companies Act, 1948, provides that:—

\* \* \* \* \*

(3) Every company shall send notice to the registrar of companies of the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the commencement of this Act, at all times since then, been kept at the registered office of the company.

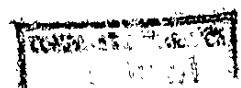
(4) Where a company makes default in complying with subsection (1) of this section or makes default for fourteen days in complying with the last foregoing subsection, the company and every officer of the company who is in default shall be liable to a default fine.

Presented by *P. V. Barnes*

*c/o Sparks, Son & Co.*

*Angela Skene, 29/3/51 Euston Rd.,  
London N.W.1.*

The Solicitors' Law Stationery Society, Limited,  
101-102 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;  
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North  
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.



Notice of Place where Register of Members is kept or of any  
Change in that Place.

To the REGISTRAR OF COMPANIES.

N V Barnes

LIMITED

hereby gives you notice, in accordance with subsection (3) of section 110  
of the Companies Act, 1948, that the register of members of the Company  
is kept at % Sparks, Son & Co.

Anglo House, 29/31, Grafton Road, London.  
N.V. 1.

Signature J. E. Barnes

(State whether  
Director or Secretary). Director

Dated the 21 day of December 1950.

NOTE.—This Margin is reserved for binding and must not be written across.



THE COMPANIES ACTS 1948 to 1976

ORDINARY RESOLUTION

OF: P V BARNES LIMITED

COMPANY NO: 553164

142

At an Extraordinary General Meeting of the above-named Company, duly convened and held at 448 Larkshall Road London E4 OHM on the 19 day of November 1980 the following Ordinary Resolution was duly passed:

That the Share Capital of the Company be increased to £10000 by the addition thereto of the sum of £9900 beyond the Registered Capital of £100 to be divided as follows:

9900 Ordinary Shares to rank pari passu with the existing shares of the Company.

..... *D E Barnes* .....  
(signed) D E Barnes Director



TO THE REGISTRAR OF COMPANIES.

P. V. BARNES LIMITED,  
hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that  
by a\*.....an ORDINARY.....Resolution of the Company dated the  
Nineteenth.....day of.....November.....19.80 the Nominal Capital  
of the Company has been increased by the addition thereto of the sum of  
£ 9900.....beyond the Registered Capital of £.100.....

The additional Capital is divided as follows :—

Number of Shares	Class of Shares	Nominal amount of each Share
9900	Ordinary	£1

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

To rank pari passu with the existing shares of the Company

If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature.....*P. V. Barnes*.....

State whether Director { ..Director.....  
or Secretary {

Dated the.....Nineteenth.....day of .....November..... 19. 80

\*"Ordinary" "Extraordinary" or "Special"



## THE COMPANIES ACT, 1948

### Notice of Increase in Nominal Capital

Pursuant to Section 63

Name of Company :

P V BARNES

LIMITED

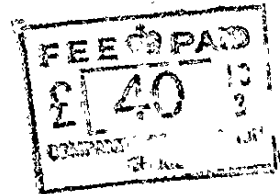
NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

*Presented by*

Price, Bailey and Partners.....  
Chartered Accountants  
59a Station Road  
LONDON E4 7BJ

H. A. JUST & CO. LTD.,  
Company Printers and Registration Agents  
71 NEW OXFORD STREET, LONDON, W.C.1  
Telephone : TEMPLE BAR 2261

Company Number: 553164 / 55



**The Companies Act 1985**  
**Private Company Limited by Shares**

**SPECIAL  
RESOLUTION**

of

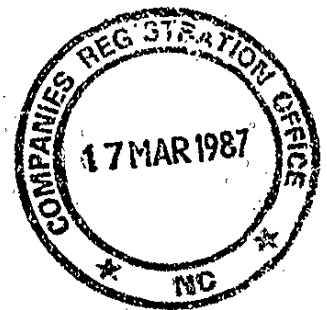
**P.V. BARNES LIMITED**

AT an EXTRAORDINARY GENERAL MEETING of the above named Company  
duly convened and held at *the Registered Office*  
on *11th March 1987*  
the following SPECIAL RESOLUTION was duly passed, viz:

**RESOLUTION**

THAT the Name of the Company be changed to:

**BARNES CARPETS LIMITED**



Alan Vodrey Barnes  
CHAIRMAN



Stanley Davis  
(Company Services) Limited  
124-128 City Road,  
London EC1Y 2NJ  
Telephone: 01-250 3350  
Telex: 21857 • DAVIS G

LL-440-  
197753

# FILE COPY



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 553164 / 56

I hereby certify that

P.V.BARNES LIMITED

having by special resolution changed its name, is now  
incorporated under the name of  
BARNES CARPETS LIMITED

Given under my hand at the Companies Registration Office,  
Cardiff the 23RD MARCH 1987

*E. Jones*  
MR. E. J. JONES

an authorised officer



## COMPANIES FORM No. 225(1)

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

--	--	--	--

553164
--------

Name of company

* P. V. BARNES 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	0	0	6
---	---	---	---

† 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	0	0	6	1	9	8	7
---	---	---	---	---	---	---	---

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 20.6.86

Presenter's name address and  
reference (if any):For official Use  
General Section

Post room

COMPANIES REGISTRATION

7 APR 1987

OFFICE

22

COMPANIES REGISTRATION

23 APR 1987

M

OFFICE

22

553164/57  
(VI)

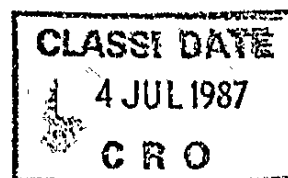
BARNES CARPETS LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company held at Enterprise House, 10 Church Hill, Loughton, Essex on 12th day of June 1987 the following Resolution was passed as a SPECIAL RESOLUTION:-

THAT

- (1) the existing 1,000 issued Ordinary Shares of £1 each in the capital of the Company be subdivided into 2 Ordinary Shares of 50p each
- (2) such of the issued Ordinary Shares of 50p each resulting from the foregoing subdivision as are specified in Column 2 below and are held by the persons named opposite to such shares listed in column 1 below are redesignated as New Ordinary Shares and such of the issued Ordinary Shares of 50p so resulting as are specified in Column 3 below and are held by the persons named opposite to such shares in Column 1 below be redesignated as "A" shares.

<u>Registered Holder</u>	<u>Number of Shares of 50p each held to be redesignated New Ordinary Shares</u>	<u>Number of Shares of 50p each held to be redesignated "A" Shares</u>
A.V. Barnes	710	-
R.E. Barnes	-	710
Mrs. D.E. Barnes	290	290



- (3) each of the unissued Ordinary Shares of 50p resulting from the subdivision referred to in paragraph (1) of this Resolution be redesignated a New Ordinary Share
- (4) the Articles of Association of the Company be altered by the addition of Article 5A

"Share Capital"

5A (a) The authorised capital of the Company at the date of adoption of this Article is £10,000 divided into 19,000 New Ordinary Shares of 50p each and 1,000 "A" Shares of 50p each

(b) The profits of the Company which it shall from time to time determine to distribute by way of dividend shall be distributed as follows:-

(i) All such profits as shall represent distributions made or to be made to the Company by its subsidiary P.V. Barnes Carpets Limited, or which shall consist of any shares or loan capital of that subsidiary or of its surplus assets available for the Company on its winding up, shall be applied in paying dividends on the "A" Shares; and

(ii) The remainder of such profits shall be applied in paying dividends on the New Ordinary shares.

(c) On a winding up of the Company the surplus assets available for its members shall be returned as follows:-


(i) Such of those assets as shall consist of shares of P.V. Barnes Carpets Limited or the proceeds of their disposal shall be divisible amongst the holders of the "A" Shares; and

(ii) The remainder of those assets shall be divisible amongst the holders of the New Ordinary Shares



- (d) The profits and assets attributable under the foregoing provisions to the holders of shares of any class shall be divided between them pro rata to the capital paid up on the shares of that class held by them respectively.
- (e) In the event of a distribution by the Company of all the shares of P.V. Barnes Carpets Limited held by it as a dividend in specie pursuant to paragraph (b)(i) above the holders of the "A" Shares shall not be entitled to any further or other participation in the profits or assets of the Company nor to vote at any General Meeting thereof.
- (f) Save as otherwise provided by paragraph (e) above, or show of hands at a General Meeting of the Company every member shall have one vote, and on a poll he shall have one vote for every share of any class held by him."
- (5) The 1,000 fully paid ordinary shares of £1 each owned by the Company in P.V. Barnes Carpets Limited (being the whole of its issued share capital) be forthwith distributed as a dividend in specie amongst the holders of the "A" Shares pursuant to Article 5A(b)(i) of its Articles of Association as altered by paragraph (4) of this Resolution.

DATED 12th day of June 1987

..........  
Chairman

RECEIVED  
24 JUN 1987  
RECEIVED