

THE COMPANIES ACTS 1948 TO 1976

Declaration of compliance with the requirements of the Companies Acts 1948 to 1976 on application for registration of a company

Pursuant to section 15(2) of the Companies Act 1948 as amended by the Companies Act 1976

Company number

1201153

Please do not write in this binding margin

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

delete if inappropriate

Name of Company

GATETARN

Limited*

I, Stanley Harold Davis

of 15/17, City Road, London EC1Y 1AA

† Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am † a person named as director of the company in the statement delivered under section 21 of the Companies Act, 1976

of GATETARN Limited*

and that all the requirements of the Companies Acts 1948 to 1976 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 11 The Pastures,
Totteridge, London N20

the 6th day of MARCH
One thousand nine hundred and SEVENTY EIGHT

before me
A Commissioner for Oaths ‡

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

For official use
General section

Post room

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

Stanley Davis
(Company Services) Limited

15-17 City Road, London EC1Y 1AA Tel: 01-588 0331

001238/9

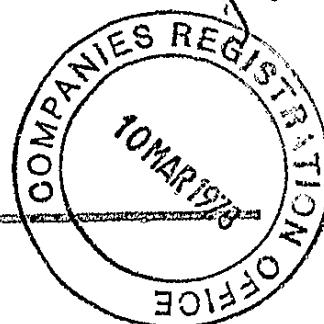
1361439/3

Memorandum of Association

The Companies Acts 1948 to 1976
Company Limited by Shares

of

GATETARN LIMITED



1. The name of the Company is

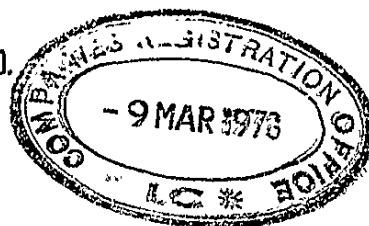
GATETARN LIMITED

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

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

- (A) To carry on the wholesale and retail business of manufacturers, importers and exporters of clothing of every description; cash and credit dealers of and in ladies', gentlemen's and childrens' clothing; general drapers, haberdashers, hatters, milliners, dressmakers, tailors, furriers, lingerie makers, corset makers, lacemen, boot and shoe manufacturers, dyers and cleaners, hosiers, gloves, general outfitters and warehousemen, and to manufacture, trade in, repair, alter and exchange, let on hire, import and export, and otherwise deal in all kinds of articles and things ancillary to or which may be required for the purposes of any of the said businesses or which may seem capable of being profitably dealt with in connection with any of the said businesses; and 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.

STANLEY DAVIS (COMPANY SERVICES) LTD.
15/17 CITY ROAD
LONDON, EC1Y 1AA
Telephone 01-588 6631



Rm

Clauses 3 (B) to (G).

- (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.
- (C) To acquire by purchase, lease, exchange, hire or otherwise, hold for any estate or interest, any land, 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 convenient for the purposes of or in connection with the Company's business.
- (D) To erect, alter or maintain any buildings, 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 acquire by subscription or otherwise and hold, sell, deal with or dispose of any Shares, Stock, Debentures, Debenture Stocks, or other Securities of any kind whatsoever, guaranteed by any Company constituted or carrying on business in any part of the world and Debentures, Debenture Stock and other securities of any kind guaranteed by any Government or Authority, Municipal, Local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (F) To borrow or receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable), mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital, and generally to act as bankers.
- (G) To guarantee support and/or secure either with or without consideration the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any company or person and in particular (but without prejudice to the generality of the foregoing) of any company which is, for the time being, the company's holding company as defined by Section 154 of the Companies Act 1948 or another subsidiary, as defined by the said section of the company's holding company or otherwise associated with the company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without

consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collateral or further to secure any securities of the company by a Trust Deed or other assurance and to enter into partnership or any joint purse arrangement with any person, persons, firm or company.

- (H) To lend money with or without security, and to invest money of the company upon such terms as the Company may approve, and to guarantee 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, and generally as the Directors think fit.
- (I) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights and the like, conferring any right to use or publish any secret or other information and to use, exercise, develop or grant licences in respect of the property, rights, information so acquired.
- (J) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Consultants, experts or agents.
- (K) To employ experts, consultants and valuers to investigate and examine into the condition, prospects, value, character, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (L) To establish or promote or concur in establishing or promoting any other Company whose objects shall include the acquisition or taking over of all or any of the assets or liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or the interests of this Company and to acquire, hold, dispose of shares, stocks, or securities issued by or any other obligations of any such company.
- (M) To draw, accept and negotiate promissory notes, bills of exchange, and other negotiable instruments.
- (N) To invest and deal with the monies 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 the company may approve.

- (O) 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.
- (P) 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 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.
- (Q) To enter into arrangements for joint working in business or 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.
- (R) 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 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.
- (S) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licenses, 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.

- (T) To provide for the welfare of persons employed or formerly employed by the Company and 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 maintain or concur in maintaining trusts, funds or schemes, (whether contributory or non-contributory), with a view to providing pensions or other funds for any such persons as aforesaid or their dependents.
- (U) To subscribe to or otherwise aid 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.
- (V) To distribute in specie assets of the Company properly distributable amongst the members, 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.
- (W) To do all or any of the things hereinbefore authorised, either alone or in conjunction with others, or as factors, trustees, or agents for others, or by or through factors, trustees or agents.
- (X) To do all such other things as are incidental to or which the Company may think conducive with the above objects or any of them.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers

and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

4. The liability of the members is limited.

5. The Share Capital of the Company is £1,000 divided into 1000 shares of £1 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

STANLEY HAROLD DAVIS
15-17 City Road
London, EC1Y 1AA

ONE

Company Director



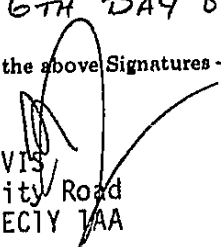
VALERIE BROWN
15-17 City Road
London, EC1Y 1AA

ONE

Company Director

DATED THE 6TH DAY OF MARCH 1978

Witness to the above Signatures -


RITA DAVIS
15-17 City Road
London EC1Y 1AA

Company Secretary

1361439/K

Articles of Association

The Companies Acts 1948 to 1976
Company Limited by Shares

of

GATETARN LIMITED

PRELIMINARY,

1. Subject as hereinafter provided the regulations contained in or made applicable by Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Part II of Table A"), shall apply to the Company.

2. Regulations 22, 24, 53, 58, 71, 75, 79, 84(2), 84(4), 88 to 94 (inclusive) of Part I of Table A aforesaid (hereinafter referred to as "Part I of Table A"), shall not apply to the Company, but the Articles hereinafter contained together with the applicable regulations of Part I of Table A and Part II of Table A, shall, subject to the modifications hereinafter expressed, constitute the regulations of the Company.

PRIVATE COMPANY.

3. The Company is a Private Company within the meaning of the Act.

INTERPRETATION.

4. In regulation 1 of Part I of Table A between the words "regulations" and "the Act" the words "and in any articles adopting the same" shall be inserted.

SHARES.

5. The Shares shall be at the disposal of the Directors, who may allot, grant options over or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to the provisions of the next following Article and to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by section 57 of the Act.

6. Unless otherwise determined by the Company in General Meeting any shares for the time being unissued shall be offered before they are issued to the Members in proportion as nearly as may be to the number of Shares held by them. Such offer shall be made by written notice specifying the number of Shares offered and the time in which the offer if not accepted will lapse and determine, and after the expiration of such time

Articles 7 to 12.

or on the receipt of an intimation from the offeree that he declines to accept the Shares so offered the Directors may subject to these Articles, issue the same in such manner and on such terms as they think most beneficial to the Company. The Directors may in like manner and subject as aforesaid issue any such new or original Shares 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 same cannot in the view of the Directors be eventually offered in the manner aforesaid.

7. The proviso to regulation 15 of Part I of Table A shall not apply to the Company.

LIEN.

8. The lien conferred by regulation eleven of Part I of Table "A" shall attach to all Shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

SHARE TRANSFERS.

9. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up, the instrument of transfer shall in addition be signed by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS.

10. The words "the appointment of and" shall be omitted in regulation 52 of Part I of Table A.

11. In regulation 54 of Part I of Table A the words "meeting shall stand dissolved" shall be substituted for "members present shall be a quorum".

12. The word "fourteen" shall be substituted for the word "thirty" in regulation 57 of Part I of Table A.

13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS.

14. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 21 of the Companies Act 1976.

15. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one. If at any time and from time to time there shall be only one Director of the Company such Director may act alone in exercising all the powers and authorities vested in the Directors.

16. A person may be appointed a Director notwithstanding that he has attained the age of seventy years and no Director shall be liable to vacate office by reason only of his having attained that or any other age.

17. Any Director may by notice in writing signed by him and deposited with the Company appoint an alternate. Such alternate Director must be either a Director of the Company or a person approved by a majority of the Directors for the time being of the Company. Every alternate Director shall during the period of his appointment be entitled to notice of Meetings of Directors and in the absence of the Director appointing him to attend and vote thereat accordingly, but his appointment shall immediately cease and determine if and when the Director appointing him ceases to hold office as a Director. One person may act as alternate director to more than one director and while he is so acting shall be entitled to a separate vote for each director he is representing and if he is himself a Director his vote or votes as an alternate Director shall be in addition to his own vote.

18. Provided that he shall declare his interest in any contract or transaction a Director may vote as a Director in regard to any such contract or transaction in which he is interested or in respect of his appointment to any office or place of profit or upon any matter arising thereout and if he shall so vote his vote shall be counted.

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

- (a) Resigns his office by writing under his hand left at the Registered Office.
- (b) Be found or become of unsound mind or becomes bankrupt or compounds with his creditors.
- (c) Becomes for the time being prohibited from being a Director by reason of any order made under Section 188 of the Act or under Section 28 of the Companies Act 1976.
- (d) If he is removed from office by a resolution duly passed under Section 184 of the Companies Act 1948.
- (e) If he is prohibited from being a Director by a Court Order made under Section 9 of the Insolvency Act 1976.

20. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge 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.

SECRETARY.

21. The first Secretary of the Company shall be the person named in the Statement delivered under Section 21 of the Companies Act 1976.

Articles 22 and 23,

SEAL.

22. In regulation 113 of Part I of Table A the words "or by some other person appointed by the Directors for the purpose" shall be omitted.

INDEMNITY.

23. Subject to the provisions of Section 205 of the Companies Act, 1948, and in addition to such indemnity as is contained in regulation 136 of Part I of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names, Addresses and Descriptions of Subscribers

STANLEY HAROLD DAVIS
15-17 City Road
London, EC1Y 1AA

Company Director

Valerie Brown

VALERIE BROWN
15-17 City Road
London, EC1Y 1AA

Company Director

DATED THE 6TH DAY OF MARCH 1978

Witness to the above Signatures -

RITA DAVIS
15-17 City Road
London EC1Y 1AA

Company Secretary



THE COMPANIES ACTS 1948 TO 1976

Form No. 1

Statement of first directors and
secretary and intended situation
of registered office

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

1

Please do not
write in this
binding margin

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

* delete if
inappropriate

Company number

1361439

S

Name of Company

GATEWAY

Limited*

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

15/17 City Road,
London EC1Y 1AA

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

X

Stanley Davis (Company Services) Limited
15/17, City Road,
LONDON, EC1Y 1AA

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statement

Presentor's
reference (if any):

For official use
General section

Post room

Stanley Davis
(Company Services) Limited

15/17 City Road, London EC1Y 1AA. 01-566 0831

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 are as follows:

Name (note 2)	Stanley Harold Davis	Business occupation
Former name(s) (note 3)	NONE	Company Director
Address (note 4)	15/17, City Road, London, EC1Y 1AA	Nationality British
Particulars of other directorships (note 5)		Date of birth (where applicable) (note 6)
Stanley Davis (Company Services) Limited		
I hereby consent to act as director of the company named on page 1		
Signature		Date 6 FEB 1978

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. 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 2 & 7)	Valerie Brown
Former name(s) (note 3)	None
Address (notes 4 & 7)	15/17, City Road,, London, EC1A 1AA
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 6 FEB 1978

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.

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

Signature	[Subscriber] [Agent]†	Date 6 FEB 1978
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* as required by section 21(3) of the Companies Act 1976

† delete as appropriate

Signature	[Subscriber] [Agent]†	Date 6 FEB 1978
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CERTIFICATE OF INCORPORATION

No. 1361439

I hereby certify that

GATEFARN LIMITED

is this day incorporated under the Companies Acts 1948 to 1976 and that the
Company is Limited.

Given under my hand at Cardiff the

4TH APRIL 1978

D. A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies