

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

41

Please do not write in this binding margin

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

* delete if inappropriate

† 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

Company number

1364961

Name of Company

VENGUST

Limited*

CHARLES GEORGE STEPHEN SMITH

of 15 PEMBROKE ROAD

BRISTOL BS99 7DX

do solemnly and sincerely declare that I am † a Solicitor of the Supreme Court engaged in the formation

of VENGUST

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 3 RICHMOND HILL
BRISTOL BS8 1AY

the 20 day of March

One thousand nine hundred and 78

before me
A Commissioner for Oaths †

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

For official use
General section

Post room



**statement on formation of a company to be incorporated
with limited liability under the companies act 1948**

Pursuant to Part V, Finance Act 1973

Name of Company **MENGUST** Limited

A Nominal capital(i)

£100

B Nominal value of each share

£1

C Number and description of shares
taken on incorporation(i)

TWO

(Subscribers Shares)

D Total amount payable on each(ii)
(including premium if any)

NIL

E Amount paid or due and payable on each(ii)

NIL

F Total amount paid or due and payable in respect of C

£ NIL

G Capital duty payable on F at £1 per £100 or part of £100

£ NIL

I hereby certify that the above particulars are correct in all respects.

Signed

P. Parry

State whether Director or Secretary **Secretary**

Date

20 MAR 1978

NOTES

(i) Distinguish between Preference, Ordinary, Redeemable Preference, etc. shares.

(ii) If amounts are contributed otherwise than in cash, that fact with full particulars must be stated.

This form must be delivered to the Registrar of Companies when applying for incorporation of the company.

Jordan & Sons Limited

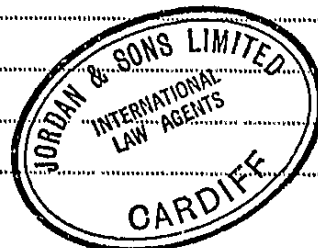
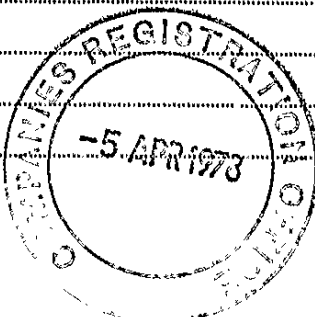
Jordan House, 47 Brunswick Place, London N1 6EE

Telephone 01-253 3030 Telex 261010

Presented by

Presenter's Reference

For official use only:



0524 72/9

1364961

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THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

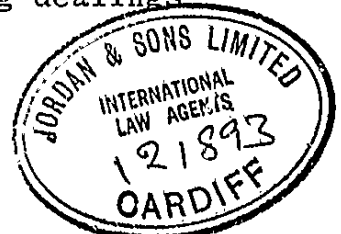
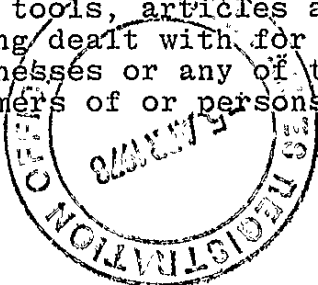
13-5-2 6000 005000

MEMORANDUM OF ASSOCIATION OF

Vengust Limited.

1. The name of the Company is Vengust 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 all or any of the businesses of dispensing, pharmaceutical, manufacturing, analytical, photographic and advising chemists and druggists, opticians, sundries-men, importers, exporters, merchants and vendors of, and dealers in pharmaceutical products, chemical preparations, drugs, patent medicines, prepared foods, food products, medicaments and medicinal preparations of every description, and of and in perfumes, soaps, cosmetics, toilet and sanitary requisites, surgical dressings, first-aid outfits, elastic and rubber goods and chemical, optical, surgical, electrical, wireless, photographic and scientific instruments, apparatus, equipment, accessories, goods and materials of all kinds, general grocers and provision merchants, food processors, packers and distributors, seedsmen, photographers, hairdressers, confectioners, tobacconists, keepers of branch or sub-post offices by licence of the Ministry of Posts and Telecommunications, newsagents and booksellers, lending library proprietors, dealers in fancy goods, articles and novelties, caterers, proprietors, of off-licences, snack and refreshment bars, general merchants, agents, factors and traders; and to employ properly qualified persons to act on the Company's behalf as dispensing, manufacturing, pharmaceutical, analytical, photographic and advising chemists and druggists and as opticians or otherwise in any manner in which any such persons might act if they were carrying on upon their own behalf any of the businesses of the Company; to carry out researches, investigations and experimental work of every description in relation to any materials, substances or subjects connected with or calculated to benefit any of the businesses of the Company and to manufacture, buy, sell, install, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being dealt with for the purposes of the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.



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B
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12/11/12

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the

Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature,

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

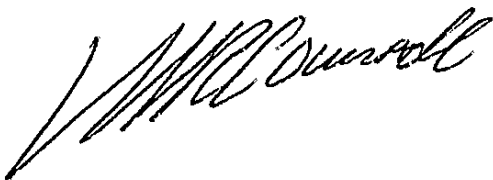

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited 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 from 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 as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

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

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
 Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One
 Christopher Charles Hadler, 15, Pembroke Road, Bristol. BS99 7DX. Commercial Manager.	One

Dated

20 MAR 1978

Witness to the above signatures:-

Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.

CLERK

1364961 /4

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

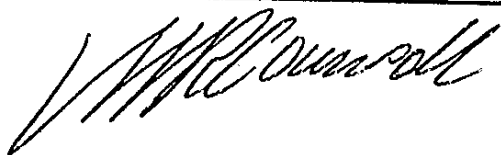
ARTICLES OF ASSOCIATION OF

VENGUST LIMITED.

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948, shall apply to the Company with the exception of Regulation 75 in Part I of Table A and of the proviso to Regulation 79 in Part I of Table A.

2. If all the First Directors resign before the subscribers of the Memorandum shall have ceased to be members, the subscribers of the Memorandum may appoint new Directors.

Names, addresses and descriptions of Subscribers



Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

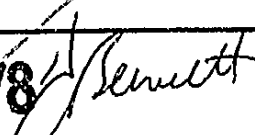


Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Dated

20 MAR 1978

Witness to the above signatures:-



Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.





THE COMPANIES ACTS 1948 TO 1976

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

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

Form No. 1

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

1364961

5

Name of Company

VENGUST

Limited*

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

JORDAN HOUSE

47 BRUNSWICK PLACE

LONDON

N1 6EE

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

JORDAN & SONS LIMITED

of JORDAN HOUSE as above

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



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:

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.

Name (note 2)	Business occupation
MICHAEL RICHARD COUNSELL	COMMERCIAL MANAGER
Former name(s) (note 3)	Nationality
Address (note 4) 15, PEMBROKE ROAD	BRITISH
BRISTOL BS99 7DX	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature <i>[Signature]</i>	Date 0 MAR 1978

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not
write in this
binding margin.



Important

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

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

Name (notes 2 & 7)	PATRICIA PARRY
Former name(s) (note 3)	
Address (notes 4 & 7)	JORDAN HOUSE 47 BRUNSWICK PLACE
	LONDON N1 6EE
I hereby consent to act as secretary of the company named on page 1	
Signature <i>P. Parry</i>	Date 20 MAR 1978

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

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

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

20 MAR 1978

† delete as
appropriate

Signature

J. McDonald

[Subscriber] [Agent]† Date



CERTIFICATE OF INCORPORATION

No. 1364961

I hereby certify that

VENGUST 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 25TH APRIL 1978

D. A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1976

Copy

SPECIAL RESOLUTION

(Pursuant to Section 143 of the Companies Act 1948)

OF

VENGUST LIMITED

Passed on the 25th day of April, 1978

At an Extraordinary General Meeting of the Members of the above-named Company, duly convened and held at Jordan House, 47, Brunswick Place, London N1 6EE, on the 25th day of April, 1978, the following SPECIAL RESOLUTION was duly passed.

That the Memorandum of Association of the Company be modified by omitting sub-clause (a) of Clause 3 and by substituting the following sub-clause in lieu thereof namely:-

- (a) To carry on all or any of the businesses of ophthalmic and dispensing opticians, manufacturers of, and dealers in spectacles, eyeglasses, binoculars, opera and field glasses and optical, sight testing, surgical, medical, mathematical and scientific instruments and appliances of all kinds, and all accessories required in connection therewith, ophthalmic and other lens makers and fitters, frame-makers, optical and general engineers; manufacturers and repairers of, and dealers in machinery, tools, implements, instruments and apparatus, fittings, materials and supplies of every description required for use in the optical and sight testing trades, chemists and druggists, sundriesmen, importers, exporters, merchants and vendors of, and dealers in pharmaceutical products, chemical preparations, drugs, patent medicines, prepared foods, food products, medicaments and medicinal preparations of every description, and of, and in perfumes, soaps, cosmetics, toilet and sanitary requisites, surgical dressings, first-aid outfits and elastic and rubber goods, dealers in cameras, photographic goods and electrical and wireless apparatus and accessories of every description; garage proprietors, motor, electrical and mechanical engineers, manufacturers of, and dealers in engineering supplies of all kinds, metal foundries, workers, brokers and merchants, metallurgists, millwrights, smiths, fitters, machinists, wire-drawers, japanners, galvanisers, platers, annealers, enamellers, jewellers, silversmiths, goldsmiths, merchants of, and dealers in electro-plated goods, cutlery, bronzes and pictures, antiques, curios and china, glass and fancy goods and articles of all kinds, insurance agents, and general merchants, traders, factors, wholesalers and dealers; and to buy, sell, manufacture, and deal in all articles, goods, wares, materials, substances and things usually dealt in by persons carrying on the above-mentioned businesses, or any of them, or likely to be required in connection with any of the said businesses.



P. R. King
SECRETARY.

1364961/15

SPECIAL RESOLUTION
VENGUST LIMITED

CO. NO. 1364961

At an Extraordinary General Meeting of the above-named Company, held at
110-112 Lancaster Road, Barnet, on Tuesday, 4th July 1978 at 10 O'clock
in the forenoon precisely, the following Special Resolution was duly
passed:

"that the name of the Company be changed to
C.A. Leith (Opticians) Limited"

Dated this 4th day of July 1978

By order of the Board,

C.A. Leith

Secretary

25 JUL 1978

LONDON

SOAS LIMITED



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

1364961

/16

I hereby certify that

VENGUST LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

C.A. LEITH (OPTICIANS) LIMITED

Given under my hand at Cardiff the 25TH AUGUST 1978

P. WALKER

Assistant Registrar of Companies

No. of Company 1364961 /17

The Companies Acts 1948 to 1976

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

C.A. LEITH (OPTICIANS) LIMITED

(Incorporated the 24th day of April, 1978)



Jordan & Sons Limited
Legal and Information Services
Printers and Publishers
Jordan House
47, Brunswick Place, London N1 6EE
Telephone 012533030 Telex 261010

CERTIFICATION

WE HEREBY CERTIFY that this print
represents a true and correct copy
of the Company's Memorandum of
Association by the signatures and
seals of the persons named in the
Memorandum of Association of the European
Companies Act 1972.

DATED 27/9/78 
P.D. JORDAN & SONS LIMITED

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

C.A. LEITH (OPTICIANS) LIMITED

(As altered by Special Resolution passed on the 25th day of April,
1978)

1. *The name of the Company is "C.A. LEITH (OPTICIANS)
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 all or any of the businesses of ophthalmic and dispensing opticians, manufacturers of, and dealers in spectacles, eyeglasses, binoculars, opera and field glasses and optical, sight testing, surgical, medical, mathematical and scientific instruments and appliances of all kinds, and all accessories required in connection therewith, ophthalmic and other lens makers and fitters, framemakers, optical and general engineers; manufacturers and repairers of, and dealers in machinery, tools, implements, instruments and apparatus, fittings, materials and supplies of every description required for use in the optical and sight testing trades, chemists and druggists, sundriesmen, importers, exporters, merchants and vendors of, and dealers in pharmaceutical products, chemical preparations, drugs, patent medicines, prepared foods, food products, medicaments and medicinal preparations of every description, and of, and in perfumes, soaps, cosmetics, toilet and sanitary requisites, surgical dressings, first-aid outfits and elastic and rubber goods, dealers in cameras, photographic goods and electrical and wireless apparatus and accessories of every description; garage proprietors, motor, electrical and mechanical engineers, manufacturers of, and dealers in engineering supplies of all kinds, metal foundries, workers, brokers and merchants, metallurgists, millwrights, smiths, fitters, machinists, wire-drawers, japanners, galvanisers, platers, annealers, enamellers, jewellers, silversmiths, goldsmiths, merchants of, and dealers in electro-plated goods, cutlery, bronzes and pictures, antiques, curios and china, glass and fancy goods and articles of all kinds, insurance agents, and general merchants, traders, factors, wholesalers and dealers; and to buy, sell, manufacture, and deal in all articles, goods, wares, materials, substances and things usually dealt in by persons carrying on the above-mentioned businesses, or any of them, or likely to be required in connection with any of the said businesses.

* The name of the Company was, on the 25th day of August, 1978, changed from "VENGUST LIMITED".

(b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company.

(c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

(e) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

(f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

(g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.

(i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

(j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

(k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

(l) To enter into any arrangements with any Government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.

(m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.

(n) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares or other securities of the Company.

(q) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(u) To procure the Company to be registered or recognised in any part of the world.

(v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given

thereto, and they shall not, except where the context expressly so requires, be in any way limited 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 from 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 as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

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

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
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Michael Richard Counsell, 15, Pembroke Road, Bristol. BS99 7DX Commercial Manager.	- One
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Christopher Charles Hadler, 15, Pembroke Road Bristol. BS99 7DX Commercial Manager.	- One
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Dated this 20th day of March, 1978.

Witness to the above Signatures:- Dawn Bennett,
15, Pembroke Road
Bristol. BS99 7DX
Clerk.

CERTIFICATION

WE HEREBY CERTIFY that this print incorporates all alterations made to this Company's Articles of Association by its resolutions and is lodged in accordance with the requirements of the European Communities Act 1972.

DATED 27/9/78
R. JORDAN & SONS LIMITED

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

C.A. LEITH (OPTICIANS) LIMITED

1. The regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948, shall apply to the Company with the exception of Regulation 75 in Part I of Table A and of the proviso to Regulation 79 in Part I of Table A.

2. If all the First Directors resign before the subscribers of the Memorandum shall have ceased to be members, the subscribers of the Memorandum may appoint new Directors.

Names, addresses and descriptions of Subscribers

Michael Richard Counsell,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

Christopher Charles Hadler,
15, Pembroke Road,
Bristol. BS99 7DX.
Commercial Manager.

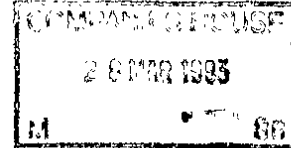
Dated this 20th day of March, 1978.

Witness to the above Signatures: Dawn Bennett,
15, Pembroke Road,
Bristol. BS99 7DX.
Clerk.

COMPANY NO: 01364961

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES



ELECTIVE RESOLUTIONS OF C.A. LEITH (OPTICIANS) LIMITED

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at 175 Field End Road, Eastcote, Pinner, Middlesex HA5 1QR on Monday, 15th March 1993 the following three elective resolutions were passed by agreement, in person or by proxy, of all the members entitled to attend and vote at the meeting:

ELECTIVE RESOLUTIONS:

1. 'That pursuant to s 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of annual general meetings in 1992 and subsequent years (until this election is revoked).'
2. 'That pursuant to s 252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting.'
3. 'That pursuant to s 386 of the Companies Act 1985 the Company elects to dispense with the obligation to appoint auditors annually'.


.....
DIRECTOR