

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 apologise for any inconvenience this may cause.





**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 2944452

The Registrar of Companies for England and Wales hereby certifies that
OFF-LIMITS LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 1st July 1994

P. A. Morgan
P.A.MORGAN (MRS)

For the Registrar of Companies



C O M P A N I E S H O U S E

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

For official use

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--

Name of company

OFF-LIMITS LIMITED

* insert full
name of Company

i. Mrs. Kamlesh Kumar for and on behalf of Elk Company Secretaries Limited

of Corporate House

419 / 421 High Road

Harrow, Middlesex HA3 6EL

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~(Solicitor engaged by the company for the purpose of the Act)~~
[person named as ~~director~~ secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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 51 Worcester Crescent

Woodford Green

Essex IG8 0LX

Declarant to sign below

the 21st day of June

One thousand nine hundred and 94

before me

A. M. PATEL
~~A Commissioner for Oaths or a Solicitor having the powers conferred on a
Commissioner for Oaths.~~

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

ELK Registrars Limited
Corporate House
419 / 421 High Road
Harrow, Middlesex HA3 6EL



For official Use

New Companies Section

Post room

Elk Registrars Ltd.

Company Formation Agents

Corporate House, 419 / 421 High Road

Harrow, Middlesex HA3 6EL

Tel: 081-863 3131 Fax: 081-863 7070

10

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

This form should be completed in black.

CN

For official use

Company name (in full)

OFF-LIMITS LIMITED

Registered office of the company on
incorporation.

RO

Corporate House

419 / 421 High Road

Post town Harrow

County/Region Middlesex

Postcode HA3 6EL

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

X

RA

Name Elk Registrars Limited

Corporate House

419 / 421 High Road

Post town Harrow

County/Region Middlesex

Postcode HA3 6EL

Number of continuation sheets attached

To whom should Companies House
direct any enquiries about the
information shown in this form?

Elk Registrars Limited

Corporate House, 419 / 421 High Road

Harrow, Middlesex

Postcode HA3 6EL

Telephone

081-863 3131

Extension

Company Secretary (Notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth Business occupation Other directorships

* Voluntary details

Consent signature

CS Limited Company

Elk Company Secretaries Limited

AD Corporate House
419 / 421 High Road
Post town Harrow
County/Region Middlesex
Postcode HA3 6EL Country UK.

I consent to act as secretary of the company named on page 1

Signed 

Date

21/6/94

CD Limited Company

Elk (Nominees) Limited

AD Corporate House
419 / 421 High Road
Post town Harrow
County/Region Middlesex
Postcode HA3 6EL Country UK.

DO 1 6 0 5 8 6 Nationality **NA** UK. Company**OC** Nominee Company**OD** None

I consent to act as director of the company named on page 1

Signed 

Date

21/6/94

Directors (continued)

Name

*Style/Title

•Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

SD

AD

Post town

County/Region

Postcode

Country

DO

Nationality

NA

OC

OD

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

21/6/94

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.



Elk Registrars Limited

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

Off-Limits Limited

INCORPORATED ON

COMPANY NUMBER :

AUTHORISED SHARE CAPITAL

£50000 DIVIDED INTO 50000 SHARES

OF £1.00 EACH

Tangam & Co
Certified Accountants
197 Prince Of Wales Road
London
NWS 3QB

501660
2944452.
THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

Off-Limits Limited



A. The company's name is Off-Limits Limited

B. The company's registered office is to be situated in England and Wales.

C. The company's objects are:-

- 1(a) To carry out the business of setting up of selling the franchise, licence, and the right to distribute, sell and manufacture products of every description and to carry on a variety of trades, businesses, consultancies and professions including general and commission agents.
- (b) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, packaging agents, distributors, importers, exporters, designers, international traders, factors and shippers of produce, products, medical equipment, commodities, consumer goods, handicrafts, and merchandise of every description, to apply protective or decorative coatings or finishes to products manufactured in metal or other materials by the Company or others, to manufacture, subcontract, import, export, distribute or deal in any such or associated products in any manner considered beneficial to the Company, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, including payment by way of barter for goods, any such agreements and the payments due thereunder, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general

200416

agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods of all kind.

- (c) To carry on the business of and to act as merchants traders, commission agents, carriers, market traders, stall holders and general traders, exporters and importers of goods of all kinds both wholesale or retail, or in any other capacity in the United Kingdom or abroad, international and industrial marketers and consultants, mail order specialists, and to buy, sell, barter, exchange, pledge or otherwise deal in goods, produce, articles, materials, things and general merchandise of all kinds and types.
- (d) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely: manufacturers, designers, inventors, creators, cultivators, breeders, growers, hunters, trappers, fishermen and fish farmers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials and commodities; warehousemen; storage contractors; shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents; builders; roofers; scaffolders; contractors; heating and ventilation engineers and contractors; refrigeration engineers and specialists and contractors; decorators; painters; bricklayers; carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers, plumbers, electricians, shop front fitters; builders' and decorators' merchants; double glazing, insulation, cavity wall insulation, loft insulation and conversions; civil, mechanical, constructional, agricultural, consulting, electrical, chemical and general engineers; telephone and telegraph systems and any other forms of communications, recording or processing; safety and security alarm systems; welders; sheet metal workers; blacksmiths; motor engineers; garage proprietors; car hire service; travel agents; owners, charterers, lessors, lessees, hirers and operators of, and dealers in aircraft, ships, boats, hovercrafts, pipelines, power supplies facilities, railways, lorries, trucks, coaches, buses, motor cars and other vehicles; transport and haulage contractors; general engineers; tool makers.
- (e) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses namely: booking agents and managers for theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all its branches; proprietors of shops, duty free shops, cafes, clubs, hotels and restaurants;

catering contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers, fishmongers and poultry merchants; farmers; florists, horticulturists; landscape gardeners and designers; bakers; confectioners; tobaccoists; ironmongers, hardware merchants; dealers in plastics of all kinds; antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers; radio, television and electrical retailers; dealers and repairers; toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment; film and video producers and distributors; textile merchants; tailors and fashion designers; ladies and gentlemen's outfitters; boot and shoe retailers; perfumery and cosmetic dealers; hairdressers; health farms and studios and massage parlours; manufacturing and retail chemists; printers, publishers, writers, authors and journalists; stationers; advertising and publicity agents; public relation specialists; consultants, draughtsmen and exhibition specialists; seminars, lecturers, conventions, salesmen and demonstrators; conference and training specialists and organisers; business transfer agents; employment agents; computer operators, programmers and dealers; market research specialists; business advisers; mail order specialists; dyers and cleaners; dry cleaners; window cleaners and industrial cleaners and maintenance contractors of property of every description; proprietors of launderettes; excavation and demolition contractors; plant hirers; scrap iron and waste merchants; and to licence, conduct, operate, register and protect any franchise; and to carry on all or any of the said businesses either together as one business or as separate and distinct businesses in any part of the world.

2. To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause 1 hereof.

3. To purchase or otherwise acquire, subscribe for or underwrite or guarantee the subscription of, hold and deal in, whether on its own account or for any other person, any shares, debentures, stocks, bonds, script or other securities issued by any company or association or any supreme, municipal, local or other authority, whether in Great Britain or any overseas country or place.

4. To purchase, take on lease, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real and personal property of any kind which may be necessary for, or may enhance the value of any other property of the Company.

5. To maintain, alter, enlarge, or replace any buildings of any kind whatsoever, and to clear sites for the same, and to work, manage, and control the same or join with others in so doing. *

6. To purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this 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 limiting competition, 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 aforesaid or property acquired, any Shares, Debenture, Debenture Stock, or Securities so received.

7. 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, licences, trade marks, designs, protections, and concessions, and to 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 and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.

8. To manage, cultivate, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

9. 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 or indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms 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 holding company, subsidiary or fellow subsidiary company in any manner.

10. To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock, and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien 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, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

11. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.

12. To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.

13. To enter into any arrangements with any Governments or Authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, Authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.

14. To act as agents or brokers and as trustees for any person, firm, company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.

15. To subscribe for, purchase or otherwise acquire and hold Shares or other interests in Securities of an other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.

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

17. 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 any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or 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.

18. To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any businesses which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly benefit the Company.

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

20. 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.

21. To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.

22. 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, Debentures, Debenture Stocks, or other Securities of this Company.

23. To procure the Company to be registered or recognised in any part of the world.

24. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clause thereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects

mentioned in any other Sub-Clause.

D. The liability of the Members is limited.

E. The company's share capital is £50000 divided into
50000 shares of £1.00 each.

WE, the subscribers to this memorandum of association wish to be formed into a Company in pursuance to this memorandum; and we agree to take the number of shares shown opposite our respective names,

NAMES AND ADDRESSES

Number of shares taken

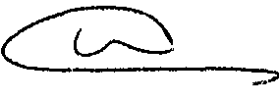
OF SUBSCRIBERS

by each subscriber



Authorized Signatory
for and on behalf of
Elk (Nominees) Limited
4 Bishops Avenue,
Northwood, Middlesex

One



Authorized Signatory
for and on behalf of
Elk Company Secretaries Limited
4 Bishops Avenue,
Northwood, Middlesex

One

Dated : 21st June 1994

WITNESS to the above Signatures:



Jyoti Thakker
419/421 High Road
Harrow Middlesex
HA3 6EL

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

Off-Limits Limited

PRELIMINARY

1. The Regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

2. Regulations 24, 64 and 101 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A, shall constitute the regulations of the Company.

SHARE CAPITAL

3. 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.

4. Subject to the provisions of Articles 5 and 6 hereof, the Directors are authorised pursuant to Section 80 (1) of the Companies Act 1985 to allot shares up to the amount of the authorised but unissued share capital of the Company time to time to such persons upon such and terms and in such manner as they think fit, provided that no shares shall be allotted at a discount.

5. The authority conferred upon the directors by Article 4

hereof shall expire five years from the date of incorporation of the Company, unless previously revoked, varied or renewed by an Ordinary Resolution of the shareholders, but upon expiration of such authority, the Company may resolve by Ordinary Resolution to renew such authority subject to such conditions as the Company may impose.

6. The provisions of Sections 89 to 94 inclusive of the Companies Act 1985 shall apply to the Company, except insofar as such provisions may be excluded from time to time by Special Resolution of the shareholders.

TRANSFER OF SHARES

7. The Directors may, in their absolute discretion, and without assigning any reason therefore, decline to register any transfer of any Share, whether or not it is a fully paid Share.

8. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

MISCELLANEOUS

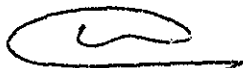
9. In addition to and without prejudice to the generality of the powers conferred by Regulation 70 of Table A the Directors may mortgage or charge all the undertaking and property of the Company including the uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

10. Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder, provided that the terms on which and the manner in which any such redeemable shares shall or may be redeemed shall be specified by Special Resolution before the issue thereof.

NAMES AND ADDRESSES OF SUBSCRIBERS



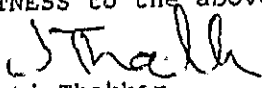
Authorised Signatory
for and on behalf of
Elk (Nominees) Limited
4 Bishops Avenue,
Northwood, Middlesex



Authorised Signatory
for and on behalf of
Elk Company Secretaries Limited
4 Bishops Avenue,
Northwood, Middlesex

Dated : 21st June 1994

WITNESS to the above Signatures:


Jyoti Thakker
419 High Road,
Harrow, Middlesex
HA3 6EL

31-03-95

G

COMPANIES FORM No. 224

Notice of accounting reference date
(to be delivered within 9 months of incorporation)**224**Please do not
write in
this marginPursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company number

2944452

Name of company

* OFF-LIMITS LIMITED

* insert full name
of companygives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:**Important**
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 1 1 2

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation† Director

Date 22 March 1995

Presenter's name address
telephone number and reference (if any):For official use
D.E.B.

Post room

TANGAM & CO.
CERTIFIED ACCOUNTANTS
AND REGISTERED AUDITORS
197 PRINCE OF WALES ROAD
LONDON NW6 3QB

Tel: 021-465-5461

