

# G

Please do not  
write in this  
binding margin



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

\*Insert full name  
of Company

†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

THE COMPANIES ACTS 1948 to 1981

## Declaration of compliance with the requirements on application for registration of a company

Form No.41a

# 41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

1111

1930423

Name of Company

VICTORIA GRANT

LIMITED

I, JEAN BROWN

of 181 DANE ROAD

SALE, CHESHIRE

M33 2NL

do solemnly and sincerely declare that I am† A PERSON NAMED AS SECRETARY OF THE COMPANY IN THE  
STATEMENT DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT 1976

of " VICTORIA GRANT

LIMITED

and that all the requirements of the Companies Acts 1948 to 1980  
in respect of the registration of the said company  
and of matters precedent 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 HALE IN THE COUNTY OF  
GREATER MANCHESTER

Signature of Declarant

the 13TH day of JUN  
One thousand nine hundred and EIGHTY FIVE

before me [Signature]  
A Commissioner for Oaths or Notary Public or Justice of the  
Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

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

KESTRIAN REGISTRATIONS LIMITED  
THE GRAFTONS  
STAMFORD NEW ROAD  
ALTRINCHAM  
CHESHIRE WA14 1DQ

For official use

New companies section

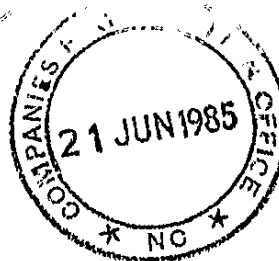
Post room

TM

# Memorandum of Association

THE COMPANIES ACTS, 1948 to 1981  
COMPANY LIMITED BY SHARES

OF VICTORIA GRANT LIMITED

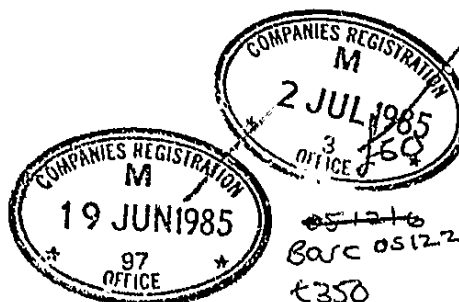


1930423 *B*

1. The name of the Company is VICTORIA GRANT 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 business as designers, manufacturers, importers, exporters and distributors of, and dealers in, educational toys and educational services and products of all descriptions, novelties, toys, games, puzzles, amusements and sports goods and outfits of every description, bicycles, tricycles, scooters, printing outfits, metal goods, wooden goods, rubber goods, cardboard goods, paper goods, cloth goods, wax goods, wireless sets and accessories, motor bicycles and side cars, motor cars, coaches, omnibuses and lorries, motor accessories and similar goods.

*Regha*



*051216*  
*Barc 051222*  
*t350*  
*P7*

- (b) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the property or rights of the Company.
- (c) To apply for, purchase, register or otherwise acquire and protect and renew, whether in the United Kingdom or elsewhere in any part of the world any patents, patent rights, brevets d'invention, designs, concessions, secret processes, trade marks, licences, and the like and to alter, disclaim, 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 or improving any such patents, inventions or rights.
- (d) To purchase, take on lease or in exchange, hire or by any other means acquire and take options over any freehold, leasehold or any other real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business, or may enhance the value of any other property of the Company.
- (e) To acquire and undertake the whole or any part of the business, goodwill, assets, property, and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (f) To acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, co-operation, joint adventure, union of interest or reciprocal concession with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which is capable of being conducted so as directly or indirectly to benefit the Company.
- (g) To enter into any arrangements with any governments or authorities supreme, local, municipal, or otherwise, or any company or person 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 rights, charters, licences, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply therewith.
- (h) To draw, make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (i) To invest and deal with the monies of the Company not immediately required in any manner, and to hold sell or otherwise deal with any investments made.
- (j) To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures, debenture stock or other securities of any other company.
- (k) To establish or promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company, or for any other purpose 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, debentures or other securities of any such company.
- (l) To advance and lend money or give credit, 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 loans and to become security for any persons, firms or companies.
- (m) To raise or borrow money in such a manner as the Company shall think fit, and to secure the repayment of any such money raised, borrowed or owing by mortgage, lien, charge or other security upon all or any of the property or assets of the Company (whether present or future) including its uncalled capital, and also by a similar mortgage, lien, charge 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.

- (n) To pay out of the funds of the Company all or any expenses which the Company may lawfully pay with respect to 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 or other securities of the Company.
- (o) To remunerate any person, firm or company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (p) To subscribe to or support any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a director, employee or otherwise, and his family and dependents, to make payments towards insurance, and to establish form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools, and other institutions for the benefit of any such persons aforesaid.
- (q) To distribute among the members of the Company any property of the Company of any kind or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital of the Company be made except with the sanction for the time being required by law.
- (r) To procure the Company to be registered or recognised in any part of the world.
- (s) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts and also to act in any of the businesses of the Company in any part of the world through or by means of agents, subcontractors or others.
- (t) To improve, develop, manage, grant rights or privileges in respect of, construct, repair, let on lease or otherwise, exchange, mortgage, charge, dispose of, sell, grant licences, turn to account, grant options in respect of, or otherwise deal with all or any part of the property and rights of the Company both real and personal.
- (u) 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.
- (v) To do all or any of the matters or things aforesaid in any part of the world and to do such matters or things either as principals, agents, contractors or otherwise and by or through agents, 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 above objects or any of them.

The objects specified in each sub-clause shall be regarded as independent objects, and they shall not be limited or restricted, except where otherwise expressed in such sub-clauses, by reference to or inference from the terms of any other sub-clause or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.

4. The liability of the members is limited.

5. The share capital of the Company is £  
of £ 1 each.

10,000 divided into 10,000 shares

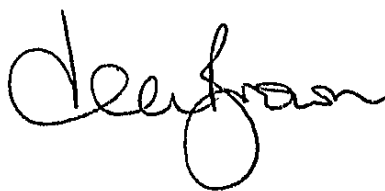
We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company, set out opposite our respective names.

Names, Addresses and Descriptions of Subscribers

Number of Shares taken by each Subscriber

JEAN BROWN  
181 Dane Road  
Sale  
Cheshire M33 2NL

Company Director



One



GRAHAM BROWN  
181 Dane Road  
Sale  
Cheshire M33 2NL

Company Formation Manager



One



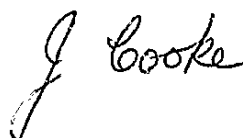
Dated the 13TH day of JUN

19 85

Witness to the above Signatures:

JEAN COOKE  
14 Abbey Road  
Sale  
Cheshire

Company Formation Assistant



# Articles of Association

THE COMPANIES ACTS, 1948 to 1981  
COMPANY LIMITED BY SHARES

1930423/4

OF VICTORIA GRANT LIMITED

## PRELIMINARY

1. The Company shall be a private company within the meaning of the Companies Acts, 1948 to 1981 (hereinafter referred to as "the Acts") and subject as hereinafter provided the regulations contained or incorporated in Part I of Table A in The First Schedule to the Companies Act, 1948 as in force at the date of incorporation of the Company (hereinafter referred to as "Table A, Part I") shall apply to the Company.
2. Regulations 22, 24, 53, 71, 84 (2), 84 (4), 88, 89, 90, 91, 92 and 99 of Table A, Part I in the said Schedule shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A, Part I subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

## SHARES

3. The Company is a private company limited by shares and, accordingly,
  - (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and
  - (b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public are prohibited.
4. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 3 and 5 hereof and provided that no shares shall be issued at a discount.
5. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 17 of the Companies Act, 1980 shall have effect only insofar as they are not inconsistent with this Article.

## LIEN

6. In Regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

## BORROWING POWERS OF DIRECTORS

7. The Proviso to the Regulation 79 of Table A, Part I, shall not apply to the Company.

## **DIRECTORS**

8. Unless and until otherwise determined by the Company in General Meeting, the number of the directors shall be not less than one nor more than five.
9. The first director or directors of the Company shall be determined in writing by the subscribers to the Memorandum of Association.
10. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
11. A person may be appointed a director of the Company 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 age or any other age.
12. The office of a director shall be vacated if the director:
  - (i) becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - (ii) becomes prohibited from being a director by reasons of any order made under the Acts, or
  - (iii) becomes of unsound mind, or
  - (iv) resigns his office by notice in writing to the Company, or
  - (v) is removed from office by a resolution duly passed in accordance with the Acts.
13. Any director may in writing appoint any person who is approved by the majority of the directors, to be his alternate to act in his place at any meeting of the directors, at which he is unable to be present. Every such alternate shall be entitled to notice of meetings of the directors and to attend and vote thereat as a director when the person appointing him is not personally present, and where he is a director to have a separate vote on behalf of the director he is representing in addition to his own vote. A director may at any time in writing revoke the appointment of an alternate appointed by him. Every such alternate shall be an officer of the Company and shall not be deemed to be the agent of the director appointing him. The remuneration of such an alternate shall be payable out of the remuneration payable to the director appointing him and the proportion thereof shall be agreed between them. An alternate need not hold any share qualification.

## **PROCEEDINGS OF DIRECTORS**

14. The necessary quorum for the transaction of the business of the directors may be fixed by them and unless so fixed shall, when one director only is in office, be one, and shall, when more than one director is in office, be two.

## **INDEMNITY**

15. Subject to the provisions of the Acts and in addition to such indemnity as is contained in Regulation 136 of Table A, Part I, every director, managing director, agent, auditor, secretary or other officer of the Company, shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

## **TRANSFER OF SHARES**

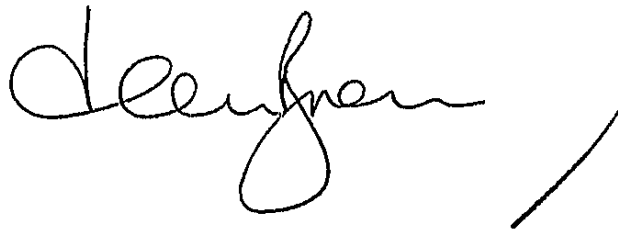
16. The instrument of transfer of a fully paid share shall be signed by or on behalf of the transferor and in the case of shares which are not fully paid up the instrument of transfer shall in addition be signed by or on behalf of the transferee.

## **SECRETARY**

17. The first secretary or secretaries of the Company shall be determined in writing by the subscribers to the Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

JEAN BROWN  
181 Dane Road  
Sale  
Cheshire M33 2NL  
Company Director



GRAHAM BROWN  
181 Dane Road  
Sale  
Cheshire M33 2NL  
Company Formation Manager



Dated the 13TH day of JUN

19 85

Witness to the above Signatures:

JEAN COOKE  
14 Abbey Road  
Sale  
Cheshire  
Company Formation Assistant





THE COMPANIES ACTS 1948 TO 1981

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

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

Please do not  
write in this  
binding margin.

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

\* delete if  
inappropriate

To the Registrar of Companies

For official use

1930423 / 5

Name of Company

VICTORIA GRANT

Limited\*

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

ALEXANDRA MILL  
HIGH STREET  
UPPERMILL  
OLDHAM

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

Number of continuation sheets attached (see note 1)

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

KESTRIAN REGISTRATIONS LIMITED  
THE GRAFTONS  
STAMFORD NEW ROAD  
ALTRINCHAM  
CHESHIRE WA14 1DQ

For official use  
General section

Post room

TM

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 (note 2) 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 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	MARIE ANNE BINNS	Business occupation	DESIGNER
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	21 GOYA RISE	Date of birth (where applicable) (note 6)	
	SHOLVER		
	DLHAM		
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date 13TH JUN 1985	

Name (note 3)	SHARON ANN BINNS	Business occupation	MANAGER
Previous name(s) (note 3)		Nationality	BRITISH
Address (note 4)	21 GOYA RISE	Date of birth (where applicable) (note 6)	
	SHOLVER		
	DLHAM		
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date 13TH JUN 1985	

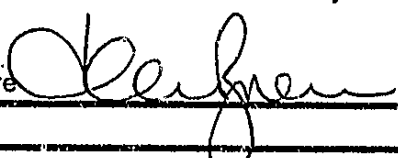
Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date	

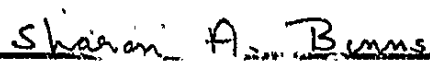
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binding margin



**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:

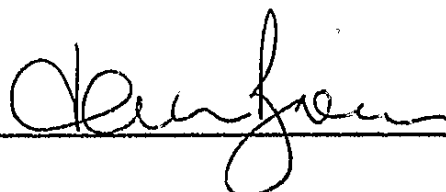
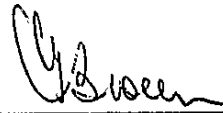
Name (notes 3 & 7)	JEAN BROWN
Previous name(s) (note 3)	
Address (notes 4 & 7)	181 DANE ROAD
	SALE, CHESHIRE
	M33 2NL
I hereby consent to act as secretary of the company named on page 1	
Signature 	Date 13TH JUN 1985

Name (notes 3 & 7)	SHARON ANN BINNS
Previous name(s) (note 3)	
Address (notes 4 & 7)	21 GOYA RISE
	SHOLVER
	OLDHAM
I hereby consent to act as secretary of the company named on page 1	
Signature 	Date 13TH JUN 1985

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

† delete as  
appropriate

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

Signature 	[Subscriber] <del>[Agent]</del> †	Date 13TH JUN 1985
Signature 	[Subscriber] <del>[Agent]</del> †	Date 13TH JUN 1985

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1930423

I hereby certify that

VICTORIA GRANT LIMITED

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

Given under my hand at the Companies Registration Office,  
Cardiff the

12TH JULY 1985

A handwritten signature in dark ink, appearing to read 'D. C. H. Busher'.

D. C. H. BUSER

an authorised officer