

23 FEB 1998  
Companies (Northern Ireland) Orders 1986 to 1990

DEPARTMENT OF ENTERPRISE  
INVESTMENT  
COMPANIES REGISTRY

23 AUG 2001

COUNTER RECEIVED

COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

OF

FLOORFORM (UK) LIMITED

REGISTERED

-2 MAR 1998

The Company's name is: "FLOORFORM (UK) LIMITED".

The Company's registered office is to be situated in Northern Ireland.

The Company's objects are:

A) To carry on the businesses of flooring contractors, manufacturers, dealers and commission agents in hardwood flooring materials, resin floor and wall treatment products, concrete, ready-mix concrete, pre-stressed concrete, pre-cast concrete, mortar, lime, concrete products, with particular reference to hollow core floors, tar asphalt, bitumen and building and road materials of all kinds and as builders and contractors for the execution of works and buildings of all kinds and road and pavement makers and repairers, Builders' Providers, and to carry on business as timber merchants, quarry masters and stone merchants, and to get, work, shape, hew, carve, polish, crush, buy, sell and prepare for sale, or use stone of all kinds, and to build, erect, construct, lay down, enlarge, alter and maintain floors, roads, railways, tramways, stations, docks, harbours, sidings, bridges, piers, wharves, canals, reservoirs, shops, stores, factories, buildings, garages, car parks, aerodromes, works, plant and machinery and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(B) To manufacture and make up, purchase and sell, import, and deal in all kinds of products, goods, and articles which are usually manufactured from wood, fibre, metal, linen, cotton, silk, wool, nylon, man made fabrics and all textile fabrics and to carry on all or any of the trades or businesses of furniture manufacturers, cabinet makers, carpenters, joiners, sawyers, woodworkers, decorators, builders and general contractors.

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- (C) To carry on any other trade or business whether manufacturing or otherwise which can, in the opinion of the Board of Directors be advantageously carried on by the Company.
- (D) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any company, society, partnership or person carrying on any business which the Company is authorised to carry on or possessed of property suitable for any of the purposes of the Company, and to account and carry on, or liquidate and wind up, any such business.
- (E) To purchase, take on lease, take in fee farm or in exchange hire or otherwise acquire and hold for any estate or interest whatsoever any real or personal property and any rights or privileges of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof and in particular any land, buildings, easements, concessions, vehicles, ships, machinery, plant and stock-in-trade.
- (F) To build, construct, alter, set-up, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company, and to join with any other person or company on doing any of these things.
- (G) To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
- (H) To acquire and undertake the whole or any part of the business, 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.
- (I) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, joint adventure, reciprocal concession or co-operation or for limiting competition with any company, firm or person carrying on or engaged in or proposing to carry on or engage in any business, trade or transaction within the object of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to subscribe for

take or otherwise acquire and hold, sell, deal with or dispose of any shares or stock in or debentures or other securities of or other interests in any such company, and to guarantee the contracts or liabilities of, subsidise or otherwise assist, any such company.

To improve, manage, develop, work, lease, mortgage, charge, pledge, grant rights, easements or privileges in respect of or otherwise deal with, all or any part of the property and rights of the Company and also to invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.

To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.

To acquire by original subscription, tender, purchase or otherwise and hold, sell, deal with or dispose of any Shares, Stocks, Debentures, Debenture Stocks, Bonds, Obligations, or other securities in or guaranteed by any company constituted or carrying on business in the United Kingdom and/or any part of the world whether or not such company has objects altogether or in part similar to those of the Company and Debentures, Debenture Stock, Bonds, Obligations or other Securities guaranteed by any Government or Authority, Municipal, local or otherwise, whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.

- 1) To lend and advance money or give credit to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the liabilities, obligations and contracts of customers and others, and the dividends, interest and capital of the shares, stocks or securities of any company of or in which this Company is a member or is otherwise interested and generally to give guarantees and indemnities.
- 1) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company.
- 0) To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- P) To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence or authorisation of any government, state or municipality, provisional order or licence of any Government

Department or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.

- (Q) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise or any person or company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
- (R) To take part in the formation, management, supervision or control of the business or operation of any Company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants, Solicitors or experts or agents: and also to employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (S) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (T) To pay for any property or rights acquired by the Company and to remunerate any person or company whether by cash payment or by allotment of fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment or capital, voting or otherwise, or by allotment of debentures or any other securities which the company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (U) To insure the life of any person, who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (V) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or was taken over or otherwise acquired by the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or Officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions,

carry any of the powers of the direction of the company, and to calculate the company.

associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

To procure the Company to be registered or recognised in Great Britain, the Republic of Ireland or in any other part of the World.

authorities, company that of them, and company any actions which it, exercise

To establish, or promote or concur in establishing or promoting any 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 seem directly or indirectly calculated to benefit 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 other company.

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To sell, lease, mortgage, grant in fee farm, exchange or otherwise dispose of the real or personal property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and to accept payment for any real or personal property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation whether or not having objects altogether or in part similar to those of the Company and whether or not such shares or stock shall have preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- 2) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- 3A) To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- 3B) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- 3C) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear

conductive or expedient for the advantage or protection of the Company.

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

And it is hereby declared that:

- (a) the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body or persons, whether corporate or unincorporate and whether domiciled in Northern Ireland, or elsewhere, and
- (b) The objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph 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 paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

\* 5. The Company's share capital is: £1,000,000 divided into 750,000 'A' Ordinary shares of £1 each and 250,000 'B' Ordinary Shares of £1 each.

The Company has power from time to time to increase or reduce its capital and to consolidate or sub-divide the shares into shares of larger or smaller denominations. Any new shares from time to time to be created may from time to time be issued with any such right of preference, whether in respect of dividend or repayment of capital, or both, or any such other special privilege or advantage over any shares previously issued or then about to be issued, or with such deferred rights as compared with any other shares previously issued or then about to be issued, or subject to any such conditions or provisions, and with any such right or without any right of voting and generally on such terms as the Company may from time to time determine.

\* Amended by Special Resolution dated

2001

any.  
the subscribers to this Memorandum of Association, wish to be formed into  
conducive to company pursuant to this Memorandum; and we agree to take the number of  
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STOKE MANDEVILLE  
AYLESBURY  
BUCKS  
HP22 5UA

Two Hundred & Fifty



1,000,000

JEAN BURNS, DIRECTOR OF  
FLOORFORM LIMITED ON BEHALF OF  
FLOOR FORM LIMITED

Seven Hundred & Fifty

UNIT 16 LOUGHBROOK INDUSTRIAL ESTATE  
CAMLOUGH ROAD  
BESSBROOK  
NEWRY  
BT35 7EE



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TOTAL SHARES TAKEN: 1,000

ated 22nd February 1998

itness to the above signatures:

Shirley Limer MARGA MERTON  
CHAPEL ROAD  
KNOCKNASORAN  
DOMEATH - CO. LOUTH

THE COMPANIES (NORTHERN IRELAND) ORDERS 1986-1990

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COMPANY LIMITED BY SHARES

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# **ARTICLES OF ASSOCIATION OF FLOORFORM (UK) LIMITED**

Adopted by Special Resolution dated

2001

## **1. Preliminary**

### **1.1 In these Articles:**

**"A" Director**" means a Director appointed by the "A" Shareholder;

**"A" Shareholder**" means the holder or holders for the time being of all the "A" Shares.

**"A" Shares**" means "A" Ordinary Shares of £1 each in the capital of the Company;

**"B" Director"** means a Director appointed by the "B" Shareholder;

**"B" Shareholder"** means the holder or holders for the time being of all of the "B" Shares

**"B" Shares"** means "B" Ordinary Shares of £1 each in the capital of the Company;

**"Director"** means an "A" Director or a "B" Director, as the case may require, and **"Directors"** shall be construed accordingly,

**"the Order"** means the Companies (Northern Ireland) Order 1986 (as amended);

**"Shares"** means "A" Shares or "B" Shares or, as the context requires, "A" Shares and "B" Shares;



**"the Statutes"** means the Order and any statutory modification or re-enactment thereof for the time being in force and all other legislation concerning companies and affecting the Company for the time being in force;

**"Table A"** means Table A in the Companies (Tables A to F) Regulations (Northern Ireland) 1986. References to regulations are to regulations in Table A.

- 1.2 If at any time the "A" Shares or the "B" Shares shall be held by more than one member, references in these Articles to the "A" Shareholder or the "B" Shareholder shall, unless the context otherwise requires, be construed as all the holders of the "A" Shares or the "B" Shares (as the case may be) acting by the decision of the holders of a majority of such Shares.
- 1.3 Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.
- 1.4 Regulations 2, 3, 17, 24, 38, 40, 41, 54, 64, 65, 66, 68, 72, 73 to 80 inclusive, 84, 88 to 91 inclusive, 101 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

## **2. Shares**

- 2.1 The share capital of the Company at the date of the adoption of these Articles is £1,000,000 divided into 750,000 "A" Shares and 250,000 "B" Shares.
- 2.2 The "A" Shares and "B" Shares shall be separate classes of Shares but save as hereinafter otherwise provided shall carry the same rights and privileges and shall rank *pari passu* in all respects.
- 2.3 Subject to the provisions of Articles 2.4, 2.5 and 2.6, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of article 90(2) of the Order) and without prejudice to the generality of the foregoing any Shares unissued at the date of adoption of these Articles and any Shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no Shares shall be issued at a discount.
- 2.4 The maximum nominal amount of share capital which or in respect of which the Directors may allot, grant options or subscription or conversion rights, create, deal or otherwise dispose of in accordance with this Article shall be equal to the unissued share capital of the Company for the time being or such other amount as shall be authorised by the Company in general meeting.
- 2.5 The authority conferred on the Directors by Articles 2.3 and 2.4 shall expire on the day preceding the fifth anniversary of the date of the adoption of these Articles of the Company.

- 2.6 Unissued Shares in the capital of the Company for the time being shall only be allotted as follows:
- (a) every allotment shall be of an equal number of "A" Shares and "B" Shares;
  - (b) on the occasion of each allotment the "A" Shares and the "B" Shares shall be allotted at the same price (not being at a discount) and on the same terms as to date for payment, ranking for dividend and otherwise howsoever; and
  - (c) no Shares of either class shall be issued otherwise than to members holding Shares of the same class without the prior written consent of all members.

2.7 Save as provided in Articles 2.3 to 2.6 (inclusive), the Directors shall have no power to issue unissued Shares and shall not allot, grant options or subscription or conversion rights over or otherwise dispose of the same.

2.8 The provisions of article 99(1) of the Order shall not apply to the Company.

### **3. Lien and forfeiture**

3.1 The lien conferred by regulation 8 shall apply to :

- (a) all Shares of the Company whether fully paid or not;
- (b) all Shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered owner thereof or one of several joint holders;

and shall be for all indebtedness or other liability to the Company of any member. Regulation 8 shall be modified accordingly.

3.2 The Directors shall not be entitled to sell any "A" Shares on which the Company has from time to time a lien without the prior consent in writing of the "B" Shareholder. Regulation 9 shall be modified accordingly.

3.3 The Directors shall not be entitled to exercise any right of forfeiture in respect of "A" Shares from time to time or to sell, re-allot or otherwise dispose of any "A" Shares which have from time to time been forfeited without the prior consent in writing of the "B" Shareholder. Regulations 19 and 20 shall be modified accordingly.

3.4 The provisions of the Articles 3.2 and 3.3 shall apply mutatis mutandis to "B" Shares as if references therein to the consent of the "B" Shareholder were to the consent of the "A" Shareholder.

### **4. Redemption or Purchase of own Shares out of Capital**

Subject to Articles 181 and 191 inclusive of the Order, the Company may purchase its own shares and, if it is a private company, make a payment in respect of the redemption or purchase of its shares otherwise than out of

distributable profits of the Company or the proceeds of a fresh issue of shares of the Company or out of capital (within the meaning of Article 181 (2) of the Order).

## **5. Transfer of Shares**

No share (or any interest therein) may be transferred or disposed of and the Directors shall not register the transfer of any Share unless such transfer or disposal is made in accordance with any prior written agreement between the Shareholders, or otherwise with the prior written consent, of the "A" Shareholder and the "B" Shareholder.

## **6. General Meetings**

6.1 An annual general meeting and an extraordinary general meeting called for the passing of an elective resolution appointing a person as a Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 days' notice but a general meeting, other than one called for the passing of an elective resolution, may be called by shorter notice if so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent in nominal value of the Shares giving that right or such lesser percentage, not being less than 90 per cent, as may be specified in or pursuant to any elective resolution passed by the Company.

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of these Articles and to any restrictions imposed on any Shares, the notice shall be given to all members and to the Directors.

6.2 No business shall be transacted at any general meeting unless the requisite quorum is present at the commencement of the business and also when such business is voted upon. Two members present in person or by proxy, being at least one person being or representing the "A" Shareholder shall be a quorum for all purposes. A corporation being a member shall be deemed to be personally present if represented in accordance with the provisions of article 383 of the Order.

6.3 Regulation 41 shall be modified by the insertion at the end of that regulation of the following sentence: "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

- 6.4 A poll may be demanded at any general meeting by the Chairman of the meeting or by any member present in person or by proxy. Regulation 46 shall be modified accordingly.
- 6.5 A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In case of a Share held by joint holders the signature of any one of them on behalf of all such joint holders shall be sufficient for the purposes of that Regulation. The Directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by a Director or the secretary of the Company.
- 6.6 Before a resolution in writing is executed, the Company, if it is required by article 389B of the Order to do so:
- (a) shall send a copy of the proposed resolution to the auditors; and
  - (b) shall ensure that the resolution is not passed unless either it has received the auditors' notification in the terms of article 389B(3)(a) of the Order or the period for giving a notice under article 389B(2) has expired without any notice having been given to the Company by the auditors in accordance with the sub-section.
- 6.7 At any general meeting on a show of hands every member present in person or by proxy shall have one vote and on a poll every member so present shall have one vote for every "A" Share and one vote for every "B" Share of which he is the holder.
- 6.8 An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve.
- 7. Directors**
- 7.1 The Directors shall not be less than two in number shall be appointed by the "A" Shareholder who shall designate the Directors (or any of them) as "A" Directors or "B" Directors.
- 7.2 The "A" Shareholder shall have the right to appoint and maintain in office the Directors and to remove or replace the Directors or any of them nominated by it. Unless otherwise agreed in writing by the members, any such removal or appointment shall take effect on the lodgement of a notice in writing (signed by a director or the secretary of the member lodging the notice) to the Secretary of the Company at its registered office or at a meeting of the Directors. No Director shall be appointed otherwise than as provided in this Article 7.2.
- 7.3 The office of a Director shall be vacated if he is removed from office under Article 7.2. Regulation 81 shall be modified accordingly.

## **8. Powers and duties of Directors**

Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 of Table A shall be modified accordingly.

## **9. Alternate Directors**

9.1 Any Director may, by giving notice in writing to the Shareholder who did not appoint him, appoint an alternate and may, in the same way, remove an alternate so appointed by him. An alternate shall be entitled to receive notice of all meetings of the Board and attend and vote as such at any meeting at which the Director appointing him is not personally present, and generally in the absence of his appointor to do all the things which his appointor is authorised or empowered to do. A Director who is also an alternate shall be:

- (a) entitled, in the absence of his appointor, to a separate vote on behalf of his appointor in addition to his own vote; and
- (b) counted as part of the quorum of the Board on his own account and in respect of the Director for whom he is the alternate.

9.2 If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purposes of signing instruments pursuant to Article 11. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted for the purposes of determining whether there is a quorum of Directors at any meeting as if he were, if appointed by an "A" Director, an "A" Director or, if appointed by a "B" Director and shall be entitled to vote on any resolution accordingly. Save as aforesaid, an alternate Director shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

9.3 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the

remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

**10. Proceedings of Directors**

- 10.1 Subject to the provisions of these Articles and to any agreement from time to time between the members, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. The quorum for the transaction of business at any meeting of the Directors shall be two comprising at least one "A" Director.
- 10.2 Any Director or member or a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 10.3 The continuing Directors (provided that there is a quorum as defined above) may act notwithstanding any vacancies in their number.
- 10.4 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.

**11. The Seal**

- 11.1 If the Company has a seal, it shall only be used with the authority of the Directors or a committee of the Directors. The Directors may determine who shall sign any instruments to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or a second Director. The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal.
- 11.2 If the Company has a common seal the Company may also have an official seal for use abroad under the provisions of the Order, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

**12. Capitalisation of profits and reserves**

On occasion when Shares are allotted and distributed credited as fully paid in accordance with regulation 110 the Shares allotted to holders of "A" Shares shall forthwith in allotment automatically stand converted into "A" Shares and the Shares allotted to holders of "B" Shares shall forthwith on allotment automatically stand converted into "B" Shares. Regulation 110 shall be modified accordingly.

### **13. Notices**

- 13.1 Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes but shall not be entitled to vote thereat in his capacity as a Director or alternate Director of the Company. The third sentence of Regulation 112 shall be deleted.
- 13.2 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be modified accordingly.

### **14. Indemnity**

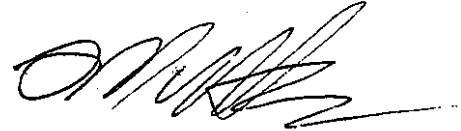
Subject to the provisions of, and so far as may be consistent with, the Statutes but without prejudice to any indemnity to which a Director may be otherwise entitled, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

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 NAMES AND ADDRESSES OF SUBSCRIBERS
 

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JONATHAN MOTTRAM  
 15A STATION ROAD  
 STOKE MANDEVILLE  
 AYLESBURY  
 Bucks HP22 5UA



SEAN BURNS DIRECTOR.  
 ON BEHALF OF:-  
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 UNIT 16  
 LOUGHBROOK INDUSTRIAL ESTATE  
 BESSBROOK, NEWRY, BT35 7EE  
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 Tele: (01693) 839555  
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Dated 22nd February 1998

Witness to the above signatures:

Guldo Limer IMEDA HERRON  
 CHAPEL ROAD  
 KNOCKNAGORAN  
 OMEATH - CO. DUBLIN