

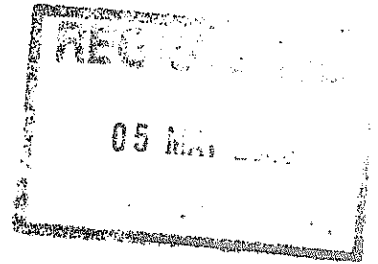
**THE COMPANIES (NORTHERN IRELAND) ORDER 1986**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**BALMORAL FLORAL SUPPLIES LIMITED**



**PRELIMINARY**

1. The Company shall be a private company within the meaning of the Companies (Northern Ireland) Order 1986. The Regulations contained or incorporated in Table A of the Companies (Tables A to F) Regulations (Northern Ireland) 1986 (hereafter called 'Table A') shall apply to the Company except in so far as they are excluded or varied hereby.

**SHARES**

2. The shares shall be at the disposal of the Directors, who may (subject to any direction to the contrary that may be given by the Company in general meeting) allot, grant option over, or otherwise dispose of them, to such persons at such times and on such conditions as they think proper, provided that no shares shall be issued at a discount.
3. The Company shall, except as by these Articles otherwise provided, be entitled to treat the registered holder of any share as the absolute owner thereof, and shall be under no obligation to recognise any interest, equity or trust in or affecting any share other than the absolute right thereto of the registered holder.
4. The Directors may, in their absolute discretion and without giving any reason, decline to register any transfer of a share or shares, whether fully paid or not, to any person not being already a member of the Company. Regulation 24 in Table A shall not apply to the Company.
5. No share or shares shall be transferred to any person other than a shareholder of the Company so long as any member of the Company is willing to purchase the same at the value to be determined as hereinafter mentioned.
6. In order to ascertain whether any member is willing to purchase the share or shares offered for sale, the seller, whether entitled in his own right or otherwise, shall give notice to the Directors that he desires to sell the share or shares, and such notice shall constitute the Directors his agent to contract with any member for the sale of the share or shares at the price to be determined as hereinafter mentioned.

7. The Company shall, within seven days of the receipt of the last mentioned notice, give notice to every member of the proposed sale. In the event of two or more members wishing to purchase the share or shares offered for sale, the same shall be offered to such members in proportion as nearly as may be to the number of shares of the Company held by them respectively. If the Directors fail for the space of twenty eight days to find a member willing to purchase the share or shares and to give notice to the seller, the share or shares may be disposed of as if these provisions had not been made.
8. The value of such share or shares (if not mutually agreed upon) shall be fixed by the Auditor or Auditors for the time being of the Company, and the price so fixed shall be binding upon the seller and the purchaser respectively.

### **DIRECTORS**

9. The names of the first Directors shall be Kenneth Crockett, John Morgan and Michael O'Neill.
10. The directors shall not be required to retire by rotation. Regulations 73 to 80 in Table A shall not apply to the Company.
11. A Director may vote as a Director in respect of any contract in which he is interested, or on any matter arising thereout, subject to the Director having stated and recorded his interest. Regulations 94 to 97 in Table A shall not apply to the Company.
12. Any person may be appointed or elected as a Director whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy or any other age.

### **INDEMNITY**

13. Every Director, Managing Director, Agent, Auditor, Secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Article 318 of the Companies (Northern Ireland) Order 1986) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Article.

### **PENSION AND SUPERANNUATION FUNDS**

14. The Directors may give or procure the giving of pensions, annuities, gratuities, donations and superannuations or other allowances or benefits or charitable aid to 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 a predecessor in business of the Company or of any such subsidiary company, and to the wives, widows, children and other relatives

and dependants of such persons, and may make payments for or towards the insurance of any such persons and their wives, widows, children and other relatives and dependants, and may set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such persons and their wives, widows, children and other relatives and dependants, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Companies (Northern Ireland) Order 1986 shall so require, to particulars with respect thereto being disclosed to the members and to the proposal being approved by the Company by ordinary resolution, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such pension, annuity, gratuity, donation, superannuation or other allowance or benefit or charitable aid.

#### **WINDING UP**

15. If the Company shall be wound up the liquidator may, with any sanction required by the Companies (Northern Ireland) Order 1986, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not), and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid, and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### **SECRETARY**

16. The first Secretary of the Company shall be John Morgan.

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Name, Address and Description of Subscribers

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Kenneth Crockett  
162 Woodvale Road  
Belfast  
BT13 3BX



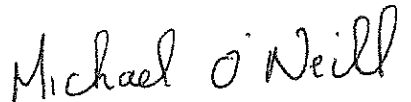
Company Director

John Morgan  
63 Glenriver Park  
Glenavy  
Co. Antrim  
BT29 4FX



Company Director

Michael O'Neill  
38 Fountain Lane  
Antrim  
Co. Antrim  
BT41 1LX



Company Director

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Dated the 26th day of April 2000

Witness to the above signatures:-

Brian Rice  
8 Cromac Street  
Belfast  
BT2 8JL



