

THE COMPANIES ACTS 1948 TO 1981

41a**G**Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block
lettering*Insert full name
of Company**Declaration of compliance with the
requirements on application for
registration of a company**

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

For official use

Company number

☐☐ 1803807

Name of Company

SUNSPEL (SERVICES) Limited*I, **MAVIS JUNE LATTER**of **47 BRUNSWICK PLACE****LONDON****N1 6EE**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* **SUNSPEL (SERVICES)** Limitedand that all the requirements of the Companies Acts 1948 to 1981
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 1835Declared at **6 DUNCAN TERRACE**
LONDON
N1

Signature of Declarant

the **29th** day of **February**One thousand nine hundred and **84**

before me

A-Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for OathsPresenter's name, address and
reference (if any):

For official use

New companies section

Post room

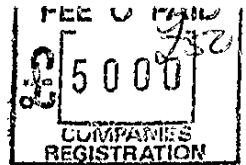


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1803807

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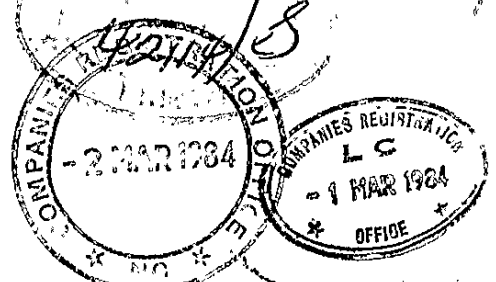


THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

SUNSPEL (SERVICES) LIMITED



1. The name of the Company is "SUNSPEL (SERVICES) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(a) (i) To purchase, acquire, manage, develop, promote, finance, sell, lease, exploit, let or grant or otherwise deal in and turn to account any licences, patents, patent rights, inventions, brevets d'invention, concessions, trade marks, designs, copyrights, protections, rights or privileges of every description, or any interest in the same, and to apply for, register, purchase, or otherwise acquire any patent or patents for any invention or inventions, and to obtain exclusive or other privileges in respect of the same, and to manufacture under, exercise, use, grant licences or privileges in respect of, or otherwise deal with or turn to account any patent or other rights, either in the United Kingdom or in any other part of the world, and to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights whatsoever, and to manufacture and produce, and trade and deal in devices, products, appliances and things capable of being manufactured, produced, traded or dealt in by virtue of, or in connection with any such patents, brevets d'invention, concessions, licences, inventions, trade marks, designs, copyrights, protections, rights or privileges as aforesaid; to finance inventions, businesses and undertakings of all kinds, in all stages of their development, and to undertake and carry on business transactions or operations commonly undertaken or carried on by financiers, capitalists, concessionaires, contractors or merchants; and to enter into, handle, administer, assist or participate in financial, commercial, mercantile, industrial, or other undertakings and businesses of all kinds, and to carry on, re-organise, develop and extend the same or sell, dispose of, and deal with or otherwise turn the same to account.

(ii) To carry on all or any of the businesses of manufacturers, converters, importers, exporters of, and dealers in man-made and natural fibres, fabrics, textiles, cloths, fibres and yarns of all kinds, weavers, spinners, cutters, strippers, top makers, printers, carders, dyers and finishers; to provide or procure the provision by others of every and any service need want or requirement of any business nature required by any person, firm or company or in connection with any business carried on by them or by any parent or subsidiary company thereof.

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

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

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

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

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

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

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

(i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the

whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

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

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

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

(m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

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

(p) 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.

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

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

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

(t) 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.

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

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

(w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or

otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

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

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited. ✓

5. The share capital of the Company is £5,000 divided
into 5,000 shares of £1 each. ✓

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 opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
--	---



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

- One



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

- One

Dated

29th February 1984 E. Sandiford

Witness to the above Signatures:-

Errol Sandiford,
15, Pembroke Road
Bristol. BS99 7DX
Clerk.

1803807 / 4

Articles of Association have not been registered in this case
(company limited by shares - see Section 6, Companies Act 1948).

Signed *Grackford*

EO New Companies Section

14 March 1984
..... Date



THE COMPANIES ACTS 1948 TO 1981

Form No. 1

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

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

1

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

1803807/5

Name of Company

SUNSPEL (SERVICES

Limited*

* delete if inappropriate

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

CLUMBER AVENUE

SHERWOOD RISE

NOTTINGHAM

NG5 1AH

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)

None

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

For official use
General section

Post room



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Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3021. Telex: 261010

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)	JOHN ARCHIBALD DE CUSSE HILL ✓	Business occupation	TEXTILE MANUFACTURER ✓
Previous name(s) (note 3)	NONE	Nationality	British ✓
Address (note 4)	THE WHITE HOUSE, BRAMCOTE LANE, WOLLATON, NOTTINGHAM.	Date of birth (where applicable) (note 6)	
Other directorships †	SUNSPEL (HOLDINGS) LTD.	CLAIMPART LTD.	
	GRANVILLE TEXTILES LTD.	MICRODRAM LTD.	
	SUNSPEL-BOXER LTD.		
	SUNSPEL MENSWEAR LTD. ✓		
	KANE & RAYMOND LTD.		
I hereby consent to act as director of the company named on page 1			
Signature	J. De Cusse Hill ✓	Date	29/2/84 ✓

Name (note 3)	PETER JOCELYN MONTGOMERIE HILL ✓	Business occupation	HOSIERY MANUFACTURER ✓
Previous name(s) (note 3)	NONE	Nationality	BRITISH ✓
Address (note 4)	Flat E, OAKFIELDS, CYPRUS ROAD, MAPPENLEY, NOTTINGHAM.	Date of birth (where applicable) (note 6)	
Other directorships †	SUNSPEL HOLDINGS LTD.	CLAIMPART LTD.	
	GRANVILLE TEXTILES LTD.	MICRODRAM LTD.	
	SUNSPEL BOXER LTD.		
	SUNSPEL MENSWEAR LTD. ✓		
	CYPRUS ROAD FREEHOLDERS LTD.		
I hereby consent to act as director of the company named on page 1			
Signature	P J M Hill ✓	Date	29/2/84 ✓

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	

Please do not
write in this
binding margin



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

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

Name (notes 3 & 7)	JOHN ARCHIBALD DE CUSSÉ HILL ✓
Previous name(s) (note 3)	NONE
Address (notes 4 & 7)	THE WHITE HOUSE, BRAMCOTE LANE, WOLLATON, NOTTINGHAM.
I hereby consent to act as secretary of the company named on page 1 ✓	
Signature	<i>J. De Cussé Hill</i> ✓ Date 29/2/84 ✓

Name (notes 3 & 7)	MAVIS JUNE LATTE ✓
Previous name(s) (note 3)	
Address (notes 4 & 7)	47 BRUNSWICK PLACE LONDON N1 6EE
I hereby consent to act as secretary of the company named on page 1 ✓	
Signature	<i>M J Latte</i> ✓ Date 29/2/84 ✓

* 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	<i>J. De Cussé Hill</i> ✓	[Subscriber] [Agent]†	Date 29/2/84 ✓
Signature	<i>M J Latte</i> ✓	[Subscriber] [Agent]†	Date 29/2/84 ✓

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1803807

I hereby certify that

SUNSPEL (SERVICES) LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

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

28TH MARCH 1984

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

D. C. H. BUSHER

an authorised officer

Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

To the Registrar of Companies

For official use

Company number

1803807

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

Name of company

SUNSPEL (SERVICES)

Limited*

"delete if inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference 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 data to be entered alongside should be completed as in the following examples:

Please mark X in the box below if a public company

Day	Month
1	9
0	1

31 March

Day Month

3	1	0	3
---	---	---	---

5 April

Day Month

0	5	0	4
---	---	---	---

31 December

Day Month

3	1	1	2
---	---	---	---

Signed

7 Jun 1944

_____[Director][Secretary]† Date _____

18th June 1984

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

BERNARD WRIGHT & CURSHAM
SOLICITORS, CASTLE HOUSE
FRIAR LANE, NOTTINGHAM

For official use
General section

Post Office REGISTRATION
COMPANY M
16 AUG 1984
* 17 OFFICE *

DATE
20 AUG 1984



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 Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 41110

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COMPANIES FORM No. 353a

Notice of place for inspection of
a register of members which is
kept in a non-legible form,
or of any change in that place

353A

Pursuant to the Companies (Registers and Other Records) Regulations 1985

NOTE: For use only when the register is kept by computer or in some other non-legible form.

To the Registrar of Companies

For official use

Company number

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1803807

Name of company

SUNSPEL (SERVICES) LIMITED

gives notice, in accordance with regulation 3(1) of the companies (Registers and Other Records) Regulations 1985, that the place for inspection of the register of members of the company which the company keeps in a non-legible form is [now]:

1 Woodborough Road,

Nottingham NG1 3FG

Postcode

† Insert Director,
Secretary
Etc

Signed

For the Director

Designation†

Secretary

Date 18th May 1991

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

BRD/CS/PN
TOUCHE ROSS & CO
1 Woodborough Road,
NOTTINGHAM
NG1 3FG

BLUEPRINT

CH APP

For official Use
General Section

Post room

COMPANIES REG

24 MAY 1991

M