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No. 782546

THE COMPANIES ACTS 1948 to 1983

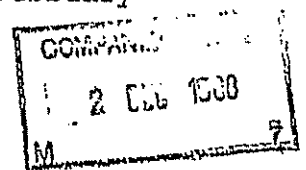
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
(as amended by Special Resolutions
passed on 10th April, 1972
8th August, 1973, 14th February, 1974
and on 9th January, 1984)

OF

HAVELOCK EUROPA PLC

- 1.* The Name of the Company is HAVELOCK EUROPA PLC.
 - 2.** The Company is to be a public company.
 3. The Registered Office of the Company will be situate in England.
 - 4.*** The Objects for which the Company is established are:
 - (A) To carry on in all or any of their branches all or any of the trades or businesses of designers, manufacturers, assemblers, distributors, importers, exporters, repairers, traders, hirers and wholesale and retail dealers of and in and agents for all fittings, fixtures, furnishings, plenishings,
- * The Company was incorporated with the name "Havelock Textiles (Forest Hill) Limited". On 26th June, 1966, the Company's name was changed to "Havelock Europa Limited". The Company's name was further changed to "Havelock Europa PLC" on 8th March, 1984.
- ** This Clause was inserted pursuant to a Special Resolution passed on 9th January, 1984.
- *** This Clause was amended by Special Resolutions passed on 10th April, 1972, 8th August, 1973, 14th February 1974 and on 9th January, 1984.



utensils, goods, appliances, equipment and accessories required or used in or on shops, offices, hotels, restaurants, dwellinghouses and buildings and other premises of every kind and description, sanitary, water, mechanical and electrical engineers, workers in all metals, alloys, woods, wood substances, plastics and composition and other materials, fabrics and substances, house furnishers, upholsterers, joiners, carpenters, electricians, plumbers, ironmongers, architects, plasterers, bricklayers, slaters, builders, painters, decorators, dealers in sanitary ware, earthenware, glass, linoleums and other floor coverings and all articles, materials, fabrics and substances dealt in, used or required in connection with any of the foregoing trades or businesses, the products and by-products of all or any of such trades or businesses and any articles, goods, substances, materials and fabrics in the manufacture or disposal of which such products and by-products may be utilised and any other trades or businesses which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to benefit the Company or to enhance the value of or render profitable any of the Company's property or rights.

- (B) (i) To carry on business as a holding company and to acquire and hold shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business, and shares, stocks, debentures, debenture stocks, bonds, obligations, and other securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, local authority or other public body, whether at home or abroad, and to vary, transpose, dispose of or otherwise deal with from time to time as may be considered expedient any of the Company's investments for the time being.

- (ii) To co-ordinate the administration, policies, management, supervision, control, research, planning, trading and any and all other activities of and to act as financial advisers and consultants to any company or companies or group of companies now or hereafter formed or incorporated or acquired which may be or may become related or associated in any way with the Company or with any company related or associated therewith.
- (C) To carry on in all or any of their branches any other trades or businesses which may seem to the Company capable of being conveniently carried on in connection with the above or calculated, directly or indirectly, to benefit or to enhance the value of or render profitable any of the property or rights of the Company.
- (D) To purchase, take on feu or lease, hire or otherwise acquire any lands, houses, factories, workshops, stores or other buildings, vehicles, plant, machinery, tools, utensils and other heritable and moveable, real and personal property and any rights or privileges necessary or convenient for the purposes of the Company and to erect, construct, lay down, open up, develop, improve, enlarge, alter, maintain and renew any houses, factories, workshops, stores or other buildings, vehicles, plant, machinery or others necessary or convenient for the Company's business.
- (E) 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, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (F) To acquire and 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 this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, or amalgamate with, or enter into partnership or any other arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with 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.
- (G) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (I) To lend or advance money or give credit to such persons and companies and on such terms as may be thought fit and to guarantee and/or give security for the payment of money by or the performance of obligations of all kinds (including without prejudice to the generality hereof the principal of and dividends, interest and premiums on and any other monies due in respect of any stocks, shares, debentures, debenture stock or other securities or borrowings) by the Company or by any other person or company including any company which shall at the time be a subsidiary of the Company or the holding company of the Company or another subsidiary of such holding company all as defined by Section 154 of the Companies Act 1948 or any

statutory amendment or re-enactment thereof for the time being in force or any company associated with the Company in business or by reason of common shareholdings or otherwise.

- (J) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (K) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (L) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board 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 expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (M) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (N) To educate, instruct and maintain or assist in the education, instruction or maintenance of any

person or persons (including minors) who are or may thereafter be in the employ of the Company or whose parents or other relatives are or have been in the employ of the Company and whose services present or future may seem to be conducive to the furtherance of the Company's objects or any of them and may be rendered of greater value to the Company in consequence of such education, instructions or maintenance.

- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) 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 through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or Company rendering services to this Company either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.
- (S) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its Employees, or may be connected with any town or place where the Company carries on business.
- (T) To grant donations, gratuities, pensions, allowances, benefits or emoluments to any

Directors and other officers of the Company or any persons who are or shall have been at any time in the employment or service of the Company or of any company which is a subsidiary of or associated with the Company or of the predecessors in business of the Company or of any such subsidiary or associated company or the wives, widows, families, relatives or dependants of any such Directors, officers or persons; and to establish, subsidise, subscribe to or support institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such Directors, officers or persons as aforesaid or otherwise advance the interests and well-being of the Company or of any such other company as aforesaid or of its members; and to make payments for or towards the insurance of any such Directors, officers or persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish and contribute to any scheme for the purchase or subscription by trustees of or for fully-paid shares in the Company or its holding company (if any) to be held by or for the benefit of any such Directors, officers or persons as aforesaid or to lend money to the Company's employees (other than Directors) to enable them to purchase or subscribe for fully-paid shares of the Company or its holding company (if any) to be held by themselves by way of beneficial ownership.

- (U) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this 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.
- (V) 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.

- (W) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (X) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.
- (Y) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause, or to be limited by reference to or inference from any other sub-clause or the name of the Company.

- 5. The liability of the members is limited.
- 6.* The Share Capital of the Company is £1,000 divided into 1,000 shares of £1 each, with power to increase or divide the shares in the Capital for the time being into different classes, having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

* This Clause reflects the initial authorised share capital of the Company upon its incorporation. The Company's capital history since its incorporation is as follows:-

- (i) By an Ordinary Resolution passed on 10th March, 1976, the Company increased its authorised share capital to £10,000 by the creation of 9,000 new Ordinary Shares of £1 each.
- (ii) By an Ordinary Resolution passed on 2nd November, 1983, the Company:-

- (a) increased its authorised share capital to £11,000 by the creation of 1,000 new Ordinary Shares of £1 each; and
 - (b) sub-divided the resulting 11,000 Ordinary Shares of £1 each into 110,000 Ordinary Shares of 10 pence each.
- (iii) By an Ordinary Resolution passed on 8th December, 1983, the Company increased its authorised share capital to £150,000 by the creation of 1,390,000 new Ordinary Shares of 10 pence each.
 - (iv) By an Ordinary Resolution passed on 23rd March, 1984, the Company increased its authorised share capital to £700,000 by the creation of 5,500,000 new Ordinary Shares of 10 pence each.
 - (v) By an Ordinary Resolution passed on 2nd October, 1984, the Company increased its authorised share capital to £842,000 by the creation of 1,420,000 new Ordinary Shares of 10 pence each.
 - (vi) By an Ordinary Resolution passed on 2nd October, 1985 the Company increased its authorised share capital to £848,000 by the creation of 60,000 new Ordinary Shares of 10 pence each.
 - (vii) By an Ordinary Resolution passed on 24th March, 1986, the Company increased its authorised share capital to £1,696,000 by the creation of 8,480,000 new Ordinary Shares of 10 pence each.
 - (viii) By a Special Resolution passed on 25th July, 1988, the Company increased its authorised share capital to £2,100,000 by the creation of 4,040,000 new Ordinary Shares of 10 pence each.

We, the several persons whose names, addresses and descriptions 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
Joseph Ghinn 24A Albermarle Road, Beckenham, Kent. Director	One
Rowland Ernest Ghinn 20 Crescent Wood Road, Sydenham. Director	One
Total Shares taken	Two

Dated the 3rd day of October, 1963.

Witness to the above signatures:

P.A. Bowden,
16 College Road,
Bromley,
Kent.

782546

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COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
HAVELOCK EUROPA PLC
(Registered No. 782546)



NOTICE OF ORDINARY RESOLUTIONS PASSED AT AN
EXTRAORDINARY GENERAL MEETING ON 24th SEPTEMBER 2001

Notice is hereby given that on 24th September 2001, the following resolutions were passed as Ordinary Resolutions of the Company:

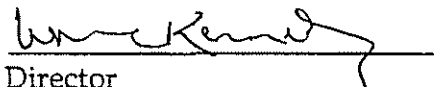
ORDINARY RESOLUTIONS

1. THAT subject to the passing of resolution 2, set out in the Company's Notice of Extraordinary General Meeting dated 7th September 2001 the proposed acquisition of McIntosh (as defined in the circular to shareholders dated 7th September 2001 ("the Circular")) upon the terms and subject to the conditions of an agreement between the Company and the shareholders of McIntosh 88 Limited dated 6th September 2001, the principal terms of which are summarised in the Circular, be and is hereby approved and that the board of directors of the Company or a duly authorised committee thereof be and is hereby authorised to take all such steps as may be necessary or appropriate in relation thereto and to complete the same with such modifications, variations, amendments or revisions as such directors or committee think fit provided such modifications, variations, amendments or revisions are not of a material nature in the context of the proposed acquisition.
2. THAT the amount of monies borrowed by the Company and its subsidiaries be and is hereby sanctioned, in terms of Article 86.2 of the Company's Articles of Association, to exceed the borrowing limit

otherwise imposed by that Article, up to the full amount of the facilities and permitted borrowings in terms of the Facility Agreement entered into with the Governor and Company of Bank of Scotland dated 6th September 2001.

3. THAT subject to the passing of resolution 1 set out in the Company's Notice of Extraordinary General Meeting dated 7th September 2001, the authorised share capital of the Company be increased by 5 million ordinary shares of ten pence each from the existing authorised share capital of 35 million ordinary shares to 40 million ordinary shares, such new ordinary shares ranking equally in all respects with the existing ordinary shares. ✓ 04

4. THAT subject to the passing of resolution 1 set out in the Company's Notice of Extraordinary General Meeting dated 7th September 2001, in addition to any existing authority, subject to and in accordance with Article 5.2(a) of the Company's Articles of Association, the directors be authorised to allot relevant securities having (or giving the right to subscribe for or convert into shares having) a nominal amount not exceeding £500,000 in aggregate provided that this authority shall expire on 1st October 2002 or at the date of the next Annual General Meeting after the passing of this resolution whichever is the earlier; for the avoidance of doubt, the current authority under Section 80 of the Companies Act 1985 shall continue in full force and effect. ✓ 10


Director
Date 24 September 2001

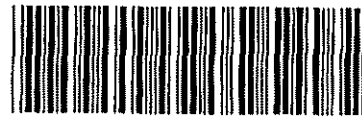
HAVELOCK EUROPA PLC (the "Company")

(Registered No. 782546)

NOTICE is hereby given that at an Annual General Meeting of the above Company held at Mossway, Hillend Industrial Park, Dalgety Bay, Fife KY11 9JS on 27 June 2006 at Midday the following resolution was passed:

Ordinary resolution

8. "That the authorised share capital of the Company be increased from £4,000,000 to £6,000,000 by the creation of an additional 20,000,000 Ordinary Shares of 10p each."



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31/07/07
COMPANIES HOUSE