

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4444243

The Registrar of Companies for England and Wales hereby certifies that
BELTON & SON LIMITED

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

Given at Companies House, Cardiff, the 22nd May 2002



N04444243C

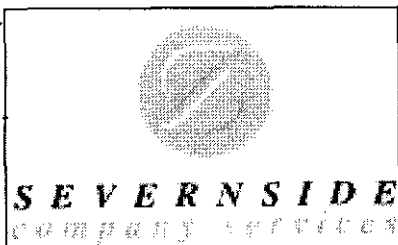


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Please complete in typescript,
or in bold black capitals.

CHFP096

12

Declaration on application for registration

Company Number

Company Name in full

BELTON & SON LIMITED

I, Philip Wilson (For and on behalf of Severnside Nominees Limited)

of 14-18 City Road, Cardiff, CF24 3DL

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [†] ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at 14-18 City Road, Cardiff, CF24 3DL

Day Month Year

On 20 05 2002

• Please print name.

before me • Brian C. Rangeley

Signed

Date

20/05/2002

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is a query.

Severnside Company Services (FF/981)

14-18 City Road

Cardiff CF24 3DL

Tel 029 20 451444

DX number DX 33044

DX exchange Cardiff 1

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



A02
COMPANIES HOUSE

0260
21/05/02

Form revised June 1998



Please complete in typescript,
or in bold black capitals.

CHFP096

10

First directors and secretary and intended situation of registered office

Company Name in full

BELTON & SON LIMITED

Proposed Registered Office

1st Floor, 14-18 City Road

(PO Box numbers only, are not acceptable)

Post town Cardiff

County / Region

Postcode CF24 3DL

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

X

Agents Name Severnside Company Services

Address 14-18 City Road

Post town Cardiff

County / Region

Postcode CF24 3DL

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is a query.

Severnside Company Services (FF/981)

14-18 City Road

Cardiff, CF24 3DL

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



A02
COMPANIES HOUSE

0255
21/05/02

Form revised July 1998

Company Secretary

| | | | |
|--|----------------|--|------------|
| Company Name | | BELTON & SON LIMITED | |
| NAME | *Style / Title | *Honours etc | |
| * Voluntary details | | Forename(s) | |
| | | Surname | |
| Previous forename(s) | | | |
| Previous surname(s) | | | |
| Address | | 14-18 City Road | |
| Usual residential address | | | |
| For a corporation, give the registered or principal office address | | Post town | |
| | | Cardiff | |
| County / Region | | Postcode | CF24 3DL |
| Country | | | |
| Consent signature | | I consent to act as secretary of the company named on page 1 | |
| | | Date | 16/05/2002 |

Directors

Please list directors in alphabetical order

| | | | | | | |
|---|--|---|--------------|------|-------------|--|
| NAME | | *Style / Title | *Honours etc | | | |
| | | Forename(s) | | | | |
| | | Surname | | | | |
| Previous forename(s) | | | | | | |
| Previous surname(s) | | | | | | |
| Address | | 14-18 City Road, | | | | |
| Usual residential address | | | | | | |
| For a corporation, give the registered or principal office address. | | Post town | | | | |
| | | Cardiff | | | | |
| County / Region | | Postcode | CF24 3DL | | | |
| Country | | | | | | |
| Date of birth | | Day | Month | Year | Nationality | |
| Business occupation | | | | | | |
| Other directorships | | | | | | |
| Consent Signature | | I consent to act as director of the company named on page 1 | | | | |
| | | Date | | | | |
| | | 16/05/2002 | | | | |

SIGNED ON BEHALF OF
SEVERNSIDE NOMINEES LIMITED

Directors (continued)

| | | | | | | | | | | | | | | | | | | | |
|---|---|--|---------------------|---|------|---|--|---|--|---|--|--|--|---|--|--|--|--------------------|--|
| NAME | *Style / Title | | *Honours etc | | | | | | | | | | | | | | | | |
| <input type="checkbox"/> *Voluntary details | Forename(s) | | | | | | | | | | | | | | | | | | |
| | Surname | | | | | | | | | | | | | | | | | | |
| | Previous forename(s) | | | | | | | | | | | | | | | | | | |
| | Previous surname(s) | | | | | | | | | | | | | | | | | | |
| | Address | | | | | | | | | | | | | | | | | | |
| | Usual residential address | | | | | | | | | | | | | | | | | | |
| For a corporation, give the registered or principal office address. | Post town | | | | | | | | | | | | | | | | | | |
| | County / Region | | Postcode | | | | | | | | | | | | | | | | |
| | Country | | | | | | | | | | | | | | | | | | |
| | Date of birth | <table><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><table><tr><td></td><td></td><td></td></tr></table></td><td><table><tr><td></td><td></td><td></td></tr></table></td><td><table><tr><td></td><td></td><td></td></tr></table></td></tr></table> | Day | Month | Year | <table><tr><td></td><td></td><td></td></tr></table> | | | | <table><tr><td></td><td></td><td></td></tr></table> | | | | <table><tr><td></td><td></td><td></td></tr></table> | | | | Nationality | |
| Day | Month | Year | | | | | | | | | | | | | | | | | |
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| | | | | | | | | | | | | | | | | | | | |
| | Business occupation | | | | | | | | | | | | | | | | | | |
| | Other directorships | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
| | I consent to act as director of the company named on page 1 | | | | | | | | | | | | | | | | | | |
| | Consent Signature | | Date | | | | | | | | | | | | | | | | |

This section must be signed by
Either

an agent on behalf
of all subscribers

Signed

| |
|--|
| |
|--|

Date

| |
|--|
| |
|--|

Or the subscribers

(i.e. those who signed
as members on the
memorandum of
association).

Signed

| |
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|  |
|---|

Date

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|------------|
| 16/05/2002 |
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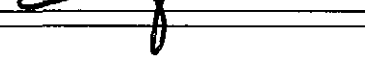
Signed

| |
|--|
|  SIGNED ON BEHALF OF SEVERNSIDE NOMINEES LIMITED |
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Date

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| 16/05/2002 |
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Signed

| |
|---|
|  signed on behalf of SEVERNSIDE SECRETARIAL LIMITED |
|---|

Date

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Signed

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Date

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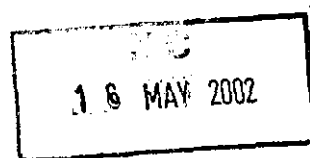
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THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

SEVERNSIDE
SR 82516

BELTON & SON LIMITED

023989

1. The name of the Company is **BELTON & SON LIMITED**.

2. The registered office of the Company will be situate in England and Wales.

023989

3. The objects for which the Company is established are:-

(A) To carry on business as a general commercial company.

(B) To carry on any other business which may in the opinion of the Board of Directors be advantageously carried on by the Company.

(C) To purchase, sell, exchange, improve, mortgage, charge, rent, let on lease, hire, surrender, license, accept surrender of, and otherwise acquire and deal with any freehold, leasehold or other property, chattels and effects; and to erect, pull down, repair, alter, develop, or otherwise deal with any building or buildings and adapt the same for the purposes of the Company's business.

(D) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(E) To apply for, purchase or otherwise acquire any patents, licences or concessions which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to grant rights thereout.

(F) To sell, let, license, develop or otherwise deal with the undertaking, or all or any part of the property or assets of the Company, upon such terms as the Company may approve, with power to accept shares, debentures or securities of, or interests in, any other company.

(G) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such securities and subject to such conditions as may seem expedient.

(H) To lend money to such persons, upon such terms and with or without security and subject to such conditions as may seem desirable.

(I) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other company or person (including but without prejudice to the generality of the foregoing) the holding company of the Company or any company which is a subsidiary of such holding company within, in each case, the meaning of Section 736 and Section 736(A) of the Companies Act 1985 (the "Act") as amended by the Companies Act 1989, and to give indemnities and guarantees of all kinds and to enter into



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partnership or any joint purse arrangement with any person, persons, firm or company.

(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, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

(K) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, warrants and other negotiable documents.

(L) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of, any other company or corporation.

(M) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

(N) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

(O) To promote, or aid in the promotion of, any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to advance the interests of this Company.

(P) To establish and support and aid in the establishment and support of funds or trusts calculated to benefit employees or ex-employees of the Company (including any Director holding a salaried office or employment in the Company) or the dependants or connections of such persons and to grant pensions and allowances to any such persons.

(Q) To remunerate the Directors of the Company in any manner the Company may think fit and to pay or provide pensions for, or make payments to, or for the benefit of, Directors and ex-Directors of the Company or their dependants or connections.

(R) To distribute any property of the Company in specie among the Members.

(S) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

It is declared that the foregoing sub-clauses shall be construed independently of each other and none of the objects therein mentioned shall be deemed to be merely subsidiary to the objects contained in any other sub-clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 50 'A' Ordinary Shares of £1 each, 49 'B' Ordinary Share of £1 each and 1 'C' Ordinary Share of £1 . Such shares will have power to increase or to 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.

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 AND ADDRESSES OF SUBSCRIBERS

Number of
shares
taken by
each
subscriber

Sevenside Nominees Limited
14-18 City Road
Cardiff
CF24 3DL

ONE
A Ordinary



SIGNED ON BEHALF OF
SEVERNSIDE NOMINEES LIMITED

Sevenside Secretarial Limited
14-18 City Road
Cardiff
CF24 3DL

ONE
A Ordinary



signed on behalf of
SEVERNSIDE SECRETARIAL LIMITED

DATED 16 May 2002

WITNESS to the above Signatures

Philip Wilson
14-18 City Road
Cardiff
CF24 3DL



THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- OF -

BELTON & SON LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

(b) Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment or any statutory re-enactment thereof.

PRIVATE COMPANY

2. The Company is a private company within the meaning of the Companies Act 1985.

SHARE CAPITAL

3. Subject to the provisions of the Act including Sections 159 and 171 thereof the Company shall have power to issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms as may be provided by the resolution of the Company creating such redeemable shares.

4. Subject to the provisions of the Act including sections 171 to 175 thereof the Company may purchase its own shares including any redeemable shares.

5. The Share capital of the Company is £100 divided into 50 'A' Ordinary Shares of £1 each, 49 'B' Ordinary Share of £1 each and 1 'C' Ordinary Share of £1.

6. The provision of this article governs the rights, benefits, restrictions and conditions attaching to the 'A' Ordinary Shares.

(1) The 'A' Ordinary Shares have the right to receive out of the profits of the Company such dividend as shall be declared in respect of them and such dividend shall be distributed rateably amongst the 'A' Ordinary Shares in issue according to the amounts for the time being paid up or credited as paid up thereon. The sums referred to in this paragraph do not include any tax credit given or any tax payable in respect of the dividends.

7. The provision of this article governs the rights, benefits, restrictions and conditions attaching to the 'B' Ordinary Shares.

(1) The 'B' Ordinary Shares have the right to receive out of the profits of the Company such dividend as shall be declared in respect of them and such dividend shall be distributed rateably amongst the 'B' Ordinary Shares in issue according to the amounts for the time being paid up or credited as paid up thereon. The sums referred to in this paragraph do not include any tax credit given or any tax payable in respect of the dividends

8. The provision of this article governs the rights, benefits, restrictions and conditions attaching to the 'C' Ordinary Shares.

(1) The 'C' Ordinary Shares have the right to receive out of the profits of the Company such dividend as shall be declared in respect of them and such dividend shall be distributed rateably amongst the 'C' Ordinary Shares in issue according to the amounts for the time being paid up or credited as paid up thereon. The sums referred to in this paragraph do not include any tax credit given or any tax payable in respect of the dividends.

ALLOTMENT OF SHARES

9. The Directors of the Company are generally authorised for the purposes of Section 80 of the Act to allot, grant options over or otherwise deal with or dispose of the original shares in the capital of the Company at the date of adoption of these Articles to such persons at such times and on such conditions as they think fit, subject to the provisions of that Section and Article 11 hereof and provided that no shares shall be issued at a discount. In accordance with Section 91 of the Act Sections 89(1) and 90(1) to 90(6) of the Act shall not apply to the Company.

10(a) The Directors are (subject to Article 9 hereof) authorised to make three allotments of shares to such persons as they think fit. After the third allotment of shares by the Directors any further shares proposed to be issued shall be first offered to the Members of the Company in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such special resolution as aforesaid shall be under the control of the Directors pursuant to Article 9 above and the Directors may allot etc such shares to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the potential transferees than the terms on which they were offered to the Members of the Company.

(b) The general authority conferred on the Directors by regulation 9 of these Articles shall extend to all relevant securities (as defined by Section 80 of the Act) in the capital of the Company at the date of its incorporation during the period of five years from the date upon which the Company was incorporated but the Directors may, after the authority has expired, allot any shares in pursuance of an offer or agreement so to be made by the Company before the authority expired. The authority may be renewed varied or revoked by the Company in General Meeting.

SHARES

11. The Company shall have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

12. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment."

13. Regulation 3 in Table A shall not apply to the Company and subject to the provisions

of Chapter VII of Part V of the Act the Company may:-

(a) with the sanction of an Ordinary Resolution issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder.

(b) purchase its own shares (including any redeemable shares).

(c) make a payment in respect of the redemption or purchase, under Sections 159, 160 or 162 of the Act and the relevant power (a) or (b) above, of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares to the extent permitted by Sections 170, 171 and 172 of the Act.

TRANSFER OF SHARES

14. (a) The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and Regulation 24 in Table A shall not apply to the Company.

(b) Regulation 14(a) of these Articles shall not apply to any transfer to a person who is already a Member of the Company.

15. Subject to Regulation 14 of these Articles, a Subscriber to the Memorandum of Association of the Company may freely transfer his share to any person firm or company.

16. A Member (other than a Subscriber to the Memorandum of Association of the Company) who desires to transfer shares other than to existing Members of the Company in proportion to their shareholding shall give notice in writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the Members giving such notice may dispose of such shares to existing Members of the Company in proportion (as near as possible) to their shareholdings or where some of such existing Members decline such shares, then to such existing Members who accept such shares in proportion (as near as possible) to their shareholdings at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a Member or Members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit (provided that such shares shall not be disposed of on terms which are more favourable to the prospective transferees, than the terms on which they were offered to the Members of the Company) within three months of the day of the said notice.

17. The instrument of transfer of any share shall be executed by or on behalf of the transferor who shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

GENERAL MEETINGS

18. Every notice convening a General Meeting shall comply with the provisions of Section 372 of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditor for the time being of the Company.

19. Regulation 41 in Table A shall be read and construed as if the words, "and 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" were added at the end.

DIRECTORS

20. (a) The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under

Section 10 of the Act.

(b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A being one, a sole Director shall have the authority to exercise all the powers and discretions conferred by Table A or these Articles and expressed to be vested in the Directors generally and Regulation 89 in Table A shall be modified accordingly.

(c) A Director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any General Meeting of the Company or at any separate class meeting of the holders of any class of shares of the Company.

(d) Regulation 64 in Table A shall not apply to the Company.

ALTERNATE DIRECTORS

21. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company 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, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an Officer of the Company and shall not be deemed to be an agent of his appointor. Regulation 66 in Table A shall be modified accordingly.

(b) A Director or any other person may act as an alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors, or any committee of the Directors, to one vote for every Director whom he represents in addition to his own vote (if any) as a Director.

NAMES AND ADDRESSES OF SUBSCRIBERS

Sevenside Nominees Limited
14-18 City Road
Cardiff
CF24 3DL



SEVEN SID NOMINEES LIMITED

Sevenside Secretarial Limited
14-18 City Road
Cardiff
CF24 3DL



signed on behalf of
SEVERNSIDE SECRETARIAL LIMITED

DATED 16 May 2002

WITNESS to the above Signatures

Philip Wilson
14-18 City Road
Cardiff
CF24 3DL

