

Number of }
Certificate } 178832

[Form No. 41.]

"THE COMPANIES ACTS, 1908 to 1917."

Declaration of Compliance



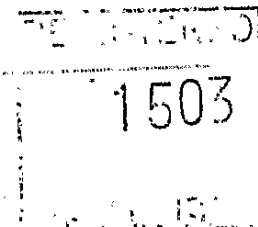
A
Companies'
Fee Stamp
of 5s.
should be
impressed
here.

WITH THE

REQUIREMENTS OF THE COMPANIES
(CONSOLIDATION) ACT, 1908,

Made pursuant to Section 17, Sub-Section 2, of The Companies (Consolidation)
Act, 1908, on behalf of a Company proposed to be Registered as

Blumenthal's
LIMITED.



(See Page 2 of this Form.)

2000-12.20.

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE NUMBER: HOLBORN 434 (2 LINES).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,

116 & 117 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Presented for filing by

E. J. J. & Co

146 Bishopsgate E.C. 2 Solicitors

Section 17 of The Companies (Consolidation) Act, 1908.

17.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the High Court, and in Scotland by an enrolled Law Agent, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

*Here insert--
"A Solicitor
of the High
Court en-
gaged in the
formation,"
or "A person
named in the
Articles of
Association
as a
Director (or
Secretary)."

NOTE. This margin is reserved for binding, and must not be written across.

Declared at

in the

the 18th

One thousand
one
before me,

I *Sidney Louis Edells*
of *146 Bishopsgate in the City of London,*

NOTE. This margin is reserved for binding, and must not be written across.

Do solemnly and sincerely Declare that I am* *a solicitor of the High Court engaged in the formation of Blumenfeld's*

*Here insert--
"A Solicitor of the High Court engaged in the formation,"
or "A person named in the Articles of Association as a Director (or Secretary)."

LIMITED,

and that all the requirements of The Companies (Consolidation) Act, 1908, in respect of matters precedent to the registration of the said Company 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, 1835.

Declared at *146 Bishopsgate*
in the City of London

20 the *15th* day of *October*
July

One thousand nine hundred and *twenty*
one
before me,

Samuel Dicks

A Commissioner for Oaths.

S. L. Edells

Form No 01.

"The Companies Acts, 1908 to 1927."

*re Blumenthal's
Limited*

DECLARATION OF COMPLIANCE

WITH THE

REQUIREMENTS

OF

THE COMPANIES (CONSOLIDATION)

ACT, 1908.

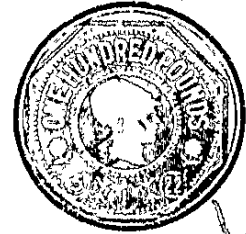
Number of
Certificate)

178832

[Form No. 25.]

THE STAMP ACT, 1891; THE FINANCE ACT, 1899;
and THE FINANCE ACT, 1920.

COMPANY LIMITED BY SHARES.



Duty at the
rate of £1
for every
£100 should
be impressed
here.

Statement of the Nominal Capital

OF

Blumenhals

1502
4 JAN 1922

LIMITED,

Pursuant to Section 112 of The Stamp Act, 1891, as
amended by Section 7 of The Finance Act, 1899, and
by Section 39 of The Finance Act, 1920.

(See Page 2 of this Form.)

This Statement is to be lodged with the Memorandum of Association and
other Documents when the Registration of the Company is applied for.

5m.—0.20.

TELEGRAMS: "CERTIFICATE, FLEET, LONDON."

TELEPHONE NUMBER: HOLBORN 246.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers.

116 & 117 CHANCERY LANE, LONDON, W.C. 2,
and 13 BROAD STREET PLACE, E.C. 2.

Witnessed for filing by

E. C. C. S. Co.

146 Bishopsgate E.C.2

SECTION 112 OF THE STAMP ACT, 1891,

*As amended by Section 7 of The Finance Act, 1899, and
by Section 39 of The Finance Act, 1920.*

112. "A Statement of the Amount which is to form the Nominal Share Capital of any Company to be registered with Limited Liability shall be delivered to the Registrar of Joint Stock Companies in England, Scotland, or Ireland, and a Statement of the Amount of any Increase of Registered Capital of any Company now registered or to be registered with Limited Liability shall be delivered to the said Registrar, and every such Statement shall be charged with an *ad valorem* Stamp Duty of One Pound for every One Hundred Pounds and any fraction of One Hundred Pounds over any multiple of One Hundred Pounds of the Amount of such Capital or Increase of Capital as the case may be."

THE NOMINAL CAPITAL

OF

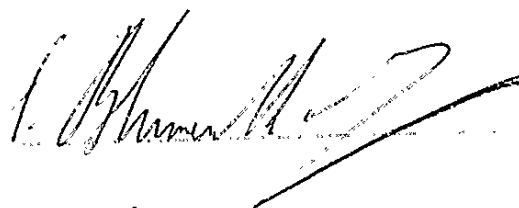
Blumenthals LIMITED,

is *Ten Thousand* Pounds,

divided into *Ordinary* Shares

of *one pound* each.

Signature



Description

Secretary

Dated the *7th* day

of *1st July* *October* 19 *21*.

NOTE.—This margin is reserved for binding, and must not be written across.

*** This Statement should be signed by an Officer of the Company.

[Form No. 20]

THE STAMP ACT, 1891; THE FINANCE ACT, 1908
and THE FINANCE ACT, 1920.

COMPANY LIMITED BY SHARES.

STATEMENT
OF THE
NOMINAL CAPITAL
OF

Blumenthal & Co.

LIMITED.

THE COMPANIES ACTS, 1908 to 1917.

—
COMPANY LIMITED BY SHARES.
—

Memorandum

— AND —

Articles of Association

— OF —

BLUMENTHALS, LIMITED.

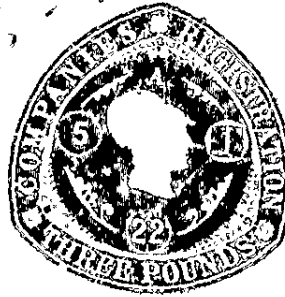
Incorporated the day of 1921.

EDELLS & CO.,

146, Bishopsgate,

E.C. 2.

178832



The Companies Acts, 1908 to 1917.

COMPANY LIMITED BY SHARES.



Memorandum of Association
OF
BLUMENTHAL'S, LIMITED.

- 1 The name of the Company is "BLUMENTHAL'S, LIMITED."
- 2 The registered office of the Company will be situate in England.
3. The objects for which the Company is established are—
 - (A) To enter into and carry into effect, with such (if any) modifications or alterations as may be agreed upon, an agreement already prepared and expressed to be made between Samuel Blumenthal of the one part and this Company of the other part, a draft of which has been subscribed with a view to identification by Mr. Sidney Louis Edells, and to carry on, develop and turn to account the business and assets comprised in the said agreement.
 - (B) To carry on business as wine and spirit merchants and importers, distillers, rectifiers, wine growers, vineyard proprietors, brewers of and dealers in ale, stout and other malt liquors, coopers and bottlers, manufacturers of aerated and mineral waters and other beverages,

applied for
1501
+ 34.1501

licensed victuallers, hotel keepers, beerhouse keepers, restaurant keepers, grocers and provision merchants, hop merchants, maltsters, and to buy, sell, manipulate, manufacture and deal (both wholesale and retail) in commodities of all kinds and carry on any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (d) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (e) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures, mortgage debentures or debenture stock payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (f) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company.

- (u) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (u) 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 securities and in such manner as may from time to time be determined.
- (i) To pay for any property or right acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any 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.
- (j) To accept payment for any 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 of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, 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.
- (k) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company.
- (l) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or the promotion of

which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.

- (m) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, or to promote any company or companies for the above purpose.
- (n) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights of and over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (o) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (p) 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.
- (q) 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 in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

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

4. The liability of the Members is limited.

5. The share capital of the Company is £10,000, divided into 10,000 Ordinary Shares of £1 each.

Any new shares from time to time to be created may from time to time be issued with any such guarantee or any such right of preference, whether in respect of dividend or of 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 at such a premium 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 by Extraordinary Resolution determine, but so that any preferential or special rights attached to issued shares shall not be affected or interfered with except in manner provided in Clause 4 of Table A ~~aforsaid.~~ *in the First!*

Schedule to the Companies (Consolidation)
Act 1908

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.
<i>Samuel Blumenfeld</i> <i>52 Highbury New Park W5</i> <i>Wine & Spirit Merchant</i>	<i>one</i>
<i>Samuel Blumenfeld</i> <i>15 Burgess Hill Finchley N11 3</i> <i>Wine & Spirit Merchant</i>	<i>one</i>

DATED this *4th* day of *October*, 1921.

Witness to the above Signatures—

L. E. de C.

146 Bishopsgate EC2

Solicitor



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The Companies Acts, 1908 to 1917.

COMPANY LIMITED BY SHARES.

Articles of Association
OF
BLUMENTHALS, LIMITED.

PRELIMINARY.

1505
4 JAN 1922

1. Subject as hereinafter provided, the regulations contained in Table A in the First Schedule to the Companies (Consolidation) Act, 1908 (hereinafter referred to as "Table A"), shall apply to the Company.

2. Clauses 2, 5, 20, 31 to 40 (both inclusive), 49, 51, 53, 54, 56, 68, 69, 70, 77 and 96 of Table A shall not apply to the Company, but the clauses hereinafter contained, and the remaining clauses of Table A as hereby modified, shall constitute the regulations of the Company.

3. The Company shall enter into and carry into effect an agreement under the seal in the terms of the agreement referred to in Clause 3 (A) of the Memorandum of Association, subject to such, if any, modifications or alterations as the Directors may think fit, whether made before or after the execution thereof, and every Member of the Company shall be deemed to assent to and approve of the said agreement and any modifications made therein as aforesaid.

PRIVATE COMPANY.

4. The Company is a "Private Company" within the meaning of the Companies Acts, 1908 and 1913, and accordingly (1) no invitation shall be issued to the public to subscribe for any shares, debentures or debenture stock of the Company; (2) the number of the Members of the Company (exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be Members of the Company) shall be limited to fifty, provided that, for the purposes of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single Member; and (3) the right to transfer the shares of the Company is restricted in manner and to the extent hereinafter appearing.

SHARES.

5. The shares shall be at the disposal of the Directors, and they may allot or otherwise dispose of them to such persons at such times and generally on such terms and conditions as they think proper, subject always to Clause 4 hereof, and to the provisions of the said agreement as to the shares to be allotted in pursuance thereof, and provided that, unless and until allowed by law, no shares shall be issued at a discount.

6. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission does not exceed 5 per cent. on such shares, or an amount equivalent thereto, and such commission may be paid, in whole or in part, in cash or fully or partly-paid shares of the Company, as may be arranged. The statement required by Section 89 of the Companies (Consolidation) Act, 1908, to be filed shall be duly filed, and the amount of any such commission shall be stated in the annual lists and balance sheets of the Company as required by Sections 26 and 90 of the same Act.

7. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (except only as by these presents otherwise expressly provided) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

TRANSFER OF SHARES.

8. No transfer of any share in the capital of the Company to any person not already a Member of the Company shall be made or registered without the previous sanction of the Directors, who may, without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Clause 4 hereof. The Directors may also suspend the registration of transfers during the fourteen days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to recognise any instrument of transfer unless (A) such fee, not exceeding two shillings and sixpence, as the Directors may from time to time determine, is paid to the Company in respect thereof, and (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The Directors may decline to register a transfer of any shares on which the Company has a lien.

PROCEEDINGS AT GENERAL MEETINGS.

9. Seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given), specifying the place, the day and the hour of the meeting, and in case of special business the general nature of such business, shall be given in manner provided by Table A, or in such other manner (if any) as may be prescribed by the Company in General Meeting, to such persons as are under the regulations of the Company entitled to receive such notices from the Company; but the accidental omission to give such notice to or the non-receipt of such notice by any of such persons shall not invalidate the proceedings at any General Meeting. A meeting

may, with the written consent of all the Members for the time being entitled to receive notice of meetings, be convened by a shorter notice and in such manner as such Members think fit.

10. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided by or pursuant to the regulations of the Company, two Members personally present shall be a quorum.

11. The Chairman of the Board of Directors shall preside at every General Meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the Members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some Member present to be Chairman of the meeting.

12. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two Members or by the holder or holders in person or by proxy of at least one twentieth part of the issued ordinary share capital of the Company, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

VOTES OF MEMBERS.

13. The form of proxy in Clause 67 of Table A shall be varied so as to provide for the appointment of a second proxy in the alternative.

DIRECTORS.

14. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less

than two nor more than five. The following shall be the first Directors of the Company, that is to say—Aron Blumenthal, of 52, Highbury New Park, N.W., and Samuel Blumenthal, of 15, Burgess Hill, Finchley Road, N.W.

15. The remuneration of the Chairman and of each of the other Directors shall be fixed by the Company in General Meeting. The Company in General Meeting may from time to time direct such further sum or sums as may be thought fit to be paid as and by way of additional remuneration to the Directors or any one or more of them. The Directors shall also be entitled to be repaid all travelling and hotel expenses reasonably incurred by them respectively in or about the performance of their duties as Directors.

16. The qualification of a Director shall be the holding of shares of the Company of the aggregate nominal value of at least £100, and it shall be his duty to comply with the provisions of Section 73 of the Companies (Consolidation) Act, 1908. A Director may act before acquiring his qualification.

POWERS AND DUTIES OF DIRECTORS.

17. Clause 72 of Table A shall be varied by omitting therefrom all the words therein after the words "from any cause to be a Director."

18. The Directors from time to time, and at any time, may provide through Local Boards, Attorneys or Agencies for the management of the affairs of the Company abroad, and may appoint any persons to be Members of such Local Boards or as Attorneys or Agents, and may fix their remuneration. The Company may exercise the powers conferred by Sections 34 and 79 of the Companies (Consolidation) Act, 1908, and those powers shall accordingly be exercisable by the Directors.

19. The Directors from time to time, and at any time, may delegate to any Managing Director, Local Board, Head Manager, Manager, Attorney or Agent any of the powers, authorities and discretions for the time being vested in the Directors, and any such appointment or delegation may be made in such terms and subject to

such conditions as the Directors may think fit, and may include a power to sub-delegate, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of such annulment or variation shall be affected thereby.

DISQUALIFICATION OF DIRECTORS.

20 The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of the Companies (Consolidation) Act, 1908, Section 73.
- (3) If he becomes bankrupt or insolvent, or enters into any arrangement with his creditors.
- (4) If he is found lunatic or becomes of unsound mind.
- (5) If he is convicted of an indictable offence.

21 A Director may hold any other office or place of profit under the Company, except that of Auditor, upon such terms as to remuneration and otherwise as may be determined by the Board.

22. A Director shall be capable of contracting and participating in the profits of any contract or arrangement with the Company in the same manner as if he were not a Director, subject nevertheless (save as regards the agreement referred to in Article 3 hereof and any matters arising thereout) to the following provisions, namely: (1) Before the contract or arrangement is entered into, or so soon thereafter as he becomes interested therein, he shall disclose in writing to the Board his interest therein, and (2) after he has become so interested he shall not vote as a Director in respect of the contract or arrangement or any matter arising thereout, and if he do so vote his vote shall not be counted. The said prohibition against voting shall not, however, apply to any contract or arrangement for giving security to a Director for advances made or to be made by him to the Company or for liabilities or obligations (whether by way of

guarantee or otherwise) incurred or assumed or proposed to be incurred or assumed by him on behalf of or for the benefit of the Company, or to any proposed allotment of shares or debentures to a Director, and it may at any time be suspended or removed to any extent and on any terms or conditions by the Company in General Meeting.

PROCEEDINGS OF DIRECTORS.

23. A resolution in writing signed by every member of the Board shall have the same effect and validity as a resolution of the Board duly passed at a meeting of the Board duly convened and constituted.

SECRETARY.

24. Mr. Samuel Blumenthal, of 15, Burgess Hill, Finchley Road, N.W.5, shall be the first Secretary of the Company. The Company may from time to time or at any time appoint a person to act temporarily as substitute for the Secretary for the time being of the Company, and any person so appointed shall, while so acting, be deemed for all purposes to be the Secretary of the Company.

DIVIDENDS.

25. The Directors may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company according to the estimate formed by them thereof.

WINDING UP.

26. In a winding up the Liquidators may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the Members in such proportions and manner as may be determined by such resolution, provided always that if any

such distribution is proposed to be made otherwise than in accordance with the existing rights of the Members, every Member shall have the same right of dissent and other ancillary rights as if such resolution were a Special Resolution passed and confirmed pursuant to Section 192 of the Companies (Consolidation) Act, 1908.

NOTICES.

27. Clause 114 of Table A shall be modified by omitting therefrom the words " (including bearers of share warrants)."

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Sam Blumenthal
 520 Highbury Ave. New York
 Wine & Spirit Merchant

Samuel Blumenthal
 15 Burgess Hill Finchley Rd N.W. 3
 Wine & Spirit Merchant

DATED the 4th day of October, 1921.

Witness to the above Signatures—

L. E. dees
 146 Bishopsgate E.C. 2
 Solicitor

DUPLICATE FOR THE FILE.

No. 270032



Certificate of Incorporation

I Hereby Certify, That the
Blumenthals, Limited

is this day Incorporated under the Companies Acts, 1908 to 1917. and that the Company
is Limited.

Given under my hand at London this *Fourth* day of *January*
One Thousand Nine Hundred and *Twenty-two*

Fees and Deed Stamps *7⁰⁰ 15/-*

Stamp Duty on Capital *£100*

[Signature]
Registrar of Joint Stock Companies.

Certificate received by *[Signature]*

146 Bishopsgate.
E.C.

Date *9th January 1922*

No. 178832.

x

34

92

THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES.

SPECIAL RESOLUTION

--of--

BLUMENTHALS LIMITED

Passed 16th February, 1948.



REGISTERED
18 MAY 1948

At an Extraordinary General Meeting of the above-named Company duly convened and held at 26-27 Cockspur Street London S.W. on the Sixteenth day of February 1948 the under-mentioned Resolution was duly passed as a Special Resolution

RESOLUTION

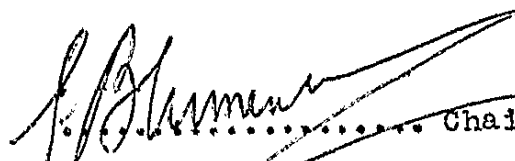
That the Articles of Association be amended by inserting the following Article immediately after Article 14:--

14A. Lily Blumenthal shall be entitled to hold office as Director for life and shall not be subject to retirement by rotation nor be taken into consideration in computing the number of Directors to retire at the Annual General Meeting in every year.

DATED

18th February

1948.


..... Chairman.

17005/42

The Companies Act 1948.



COMPANY LIMITED BY SHARES.

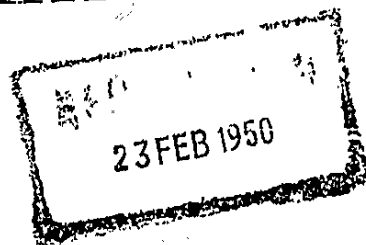
Special Resolution

(Pursuant to s. 141 (2))

OF

BLUMENTHAL'S LIMITED

Passed 3rd February 1950.



AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at ~~20/27 Gookspur Street,~~
125 Pall Mall,
~~TRAFFALGAR SQUARE,~~ London, S.W.1, on the 3rd day of February
1950, the abjoined Special Resolution was duly passed,
viz. :—

RESOLUTION

That the regulations contained or incorporated in the
printed document of which a copy has been produced
to this meeting and subscribed by the Chairman of the
meeting for identification be and the same are hereby
adopted as the Articles of Association of the Company
in substitution for the regulations contained or incorporated
in its existing Articles of Association, and to the exclusion
thereof.

A 3426

Chairman and Managing Director

The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Articles of Association
OF
BLUMENTHALS LIMITED

*(A Private Company adopting Part II of Table A with modifications)
(Adopted by Special Resolution passed on the 3rd day of February 1950)*

Incorporated the 5th day of January 1922.

GERY & BROOKS,
55 WELBECK STREET,
LONDON, W.1.

COMPANY LIMITED BY SHARES.

Articles of Association
OF
BLUMENTHALS LIMITED

*(Adopted by Special Resolution passed on the 3rd day of
February 1950)*

PRELIMINARY

1. The regulations contained in Table A in the First Schedule to the Companies (Consolidation) Act 1908 shall not apply to the Company, but, subject as hereinafter provided, the regulations contained or incorporated in Part II of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part II") shall apply to the Company.

2. Regulations 3, 5, 24, 53, 71, 75, 77, 79, 88, 89, 96, 97 and 136 of Part I of Table A in the said Schedule to the Companies Act 1948 (hereinafter referred to as "Table A, Part I") shall not apply to the Company, but the Articles hereinafter contained, and the remaining regulations of Table A, Part I, and regulations 2 to 6 inclusive of Table A, Part II, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

SHARES.

3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them subject to regulation 2 of Table A, Part II, and to the provisions of the next following Article, to such persons at such times and generally on such terms and conditions as they think proper, provided that no shares shall be issued at a discount, except as provided by section 57 of the Act. No share or debenture shall be knowingly issued or transferred to or held by any person or corporate body, nor shall any person or corporate body knowingly have or acquire any interest in any share or debenture, in any circumstances in which the Company would by reason thereof lose its status as an exempt private company.

4. Unless otherwise determined by the Company in General Meeting any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion, as nearly as may be, to the number of shares held by them. Such offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the person to whom the offer

s made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any such new or original shares as aforesaid, which, by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

5. Subject to the provisions of section 58 of the Act, any preference shares may with the sanction of a Special Resolution be issued upon the terms that they are or at the option of the Company are liable to be redeemed.

CAPITAL.

6. The capital of the Company at the date of the adoption of these Articles is £10,000, divided into 10,000 shares of £1 each.

LIEN.

7. In regulation 11 of Table A, Part I, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSMISSION OF SHARES

8. The proviso to regulation 32 of Table A, Part I, shall be omitted.

NOTICE OF GENERAL MEETINGS.

9. The words and figures "regulation 134 of these regulations" shall be substituted for the words "the regulations of the Company" in regulation 50 of Table A, Part I.

PROCEEDINGS AT GENERAL MEETINGS.

10. The words "twenty-four" shall be substituted for the word "thirty" in regulation 57 of Table A, Part I.

11. The words "or not carried by a particular majority" shall be inserted after the words "or lost" in regulation 58 of Table A, Part I.

DIRECTORS.

12. Unless and until otherwise determined by the Company in General Meeting, the number of the Directors shall not be less than two nor more than five.

13. The qualification of a Director shall be the holding of shares of the aggregate nominal value of at least £100 in the Company. A Director may act before acquiring his qualification.

14. The words "in General Meeting" shall be inserted after the words "unless the Company" in regulation 78 of Table A, Part I.

BORROWING POWERS.

15. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATION OF DIRECTORS.

16. The office of a Director shall be vacated—

- (1) If by notice in writing to the Company he resigns the office of Director.
- (2) If he ceases to be a Director by virtue of section 182 of the Act.
- (3) If he becomes bankrupt or enters into any arrangement with his creditors.
- (4) If he is prohibited from being a Director by an order made under any of the provisions of section 188 of the Act.
- (5) If he becomes of unsound mind.
- (6) If he is removed from office under section 184 of the Act.

17. 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 years or any other age.

ROTATION OF DIRECTORS.

18. At the Annual General Meeting in every year one-third of the Directors for the time being, or if their number is not three or a multiple of three then the number nearest to one-third, shall retire from office.

19. The words "if willing to continue in office" shall be substituted for the words "if offering himself for re-election" in regulation 92 of Table A, Part I.

20. In addition and without prejudice to the provisions of section 184 of the Act, the Company may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by Ordinary Resolution appoint another Director in his stead. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

CAPITALISATION OF PROFITS.

21. All the words in regulation 129 of Table A, Part I, after the words "providing for the allotment to them respectively, credited as fully paid up" shall be deleted, and the following words shall be substituted therefor: "of any further shares to

which they may be entitled upon such capitalisation and any agreement made under such authority shall be effective and binding on all such members."

NOTICES.

22. In regulation 131 of Table A, Part I, the words "in the case of a notice of a meeting" and all the words after the words "the letter containing the same is posted" shall be omitted.

WINDING UP.

23. In regulation 135 of Table A, Part I, the words "with the like sanction" shall be inserted immediately before the words "determine how such division," and the word "members" shall be substituted for the word "contributories."

INDEMNITY.

24. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 448 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by section 205 of the Act.

This is the print of the New Articles of Association of BLUMENTHALS LIMITED, referred to in the Special Resolution of the Company passed on the 3rd day of February 1950.

L. Blumenthal
Chairman.

No. 178832/43

The Companies Act 1948.



COMPANY LIMITED BY SHARES.

Special Resolution

(Pursuant to s. 141)

OF

BLUMENTHAL'S LIMITED

Passed 13th April 1950.



AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 125 Pall Mall, London, S.W.1, on the 13th day of April 1950, the subjoined Special Resolution was duly passed:—

RESOLUTION.

That the capital of the Company be increased to £60,000 by the creation of 40,000 ordinary shares of £1 each and 200,000 ordinary shares of one shilling each to which shall be attached respectively the following rights, that is to say—

1. Each of the said 40,000 ordinary shares of £1 each shall rank for dividend and in all other respects *pari passu* with the existing 10,000 ordinary shares of £1 each of the Company.

2. (A) Each of the said 200,000 ordinary shares of one shilling each shall rank for dividend as if the same were an ordinary share of the Company of £1 fully paid up.

(B) In a winding up each of the said 200,000 ordinary shares of one shilling each shall rank in the distribution of assets as if the same were an ordinary share of the Company of £1 fully paid up.

Chairman.

number of
company

178832

44

Form No. 10.

THE COMPANIES ACT 1948



Notice of Increase in Nominal Capital

Pursuant to section 63



at the
name
of the
company

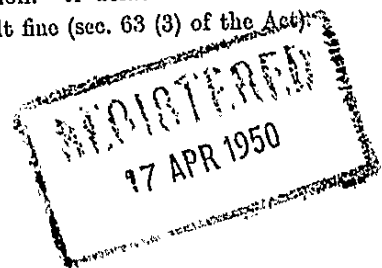
BLUMENTHAL'S



LIMITED



NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).



signed by

GERY & BROOKS,

55, Welbeck Street, W.1.

The Solicitors' Law Stationery Society, Limited.
Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

To THE REGISTRAR OF COMPANIES.

Blumenthal's Limited, hereby gives you notice, pursuant to
Section 63 of the Companies Act, 1948, that by a * Special
Resolution of the Company dated the 13th day of April 1950.
the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ 50,000
beyond the Registered Capital of £ 10,000

The additional Capital is divided as follows:—

Number of Shares.	Class of Shares.	Nominal amount of each Share.
40,000	Ordinary	One Pound
200,000	Ordinary	One Shilling

The Conditions (e.g., voting rights, dividends, &c.) subject to which the
new shares have been, or are to be, issued are as follows:—

(1) The ordinary shares of £1 each ranking for dividend
and in all respects pari Passu with the existing ordinary
shares of the Company.

(2) (a) Each of the said 200,000 ordinary shares of one
shilling each shall rank for dividend as if the same were
an ordinary share of the Company of £1 fully paid up.

(b) In a winding up each of the said 200,000 ordinary
shares of one shilling each shall rank in the distribution
of assets as if the same were an ordinary share of the
Company of £1 fully paid up.

* If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

State whether Director
or Secretary

DIRECTOR

Dated the Seventeenth day of APRIL 1950.

Note.—This margin is reserved for binding and must not be written across.

Number of }
Company }

178832

45

Form No. 26a

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

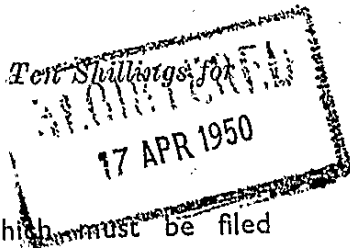
OF

BLUMENTHAL'S

LIMITED

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.



This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

GERY & BROOKS,

55, Welbeck Street, W.1.

The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies on

THE NOMINAL CAPITAL

OF

BLUMENTHAL'S

Limited

has by a Resolution of the Company dated

13th April 1950 been increased by

the addition thereto of the sum of £ 50,000,

divided into:—

40,000 Shares of One Pound each

200,000 Shares of One shilling each

beyond the registered Capital of Ten Thousand

Pounds

Signature X J. Blumenthal

(State whether Director or Secretary) Director

. Director

Dated the Seventeenth day of April 19 50

Note.—This margin is reserved for binding and must not be written across

COMPANY LIMITED BY SHARES.

Resolution OF BLUMENTHAL'S LIMITED



Passed 16th April 1951.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 125 Pall Mall, London, S.W.1, on the 16th day of April 1951, the subjoined Resolution was duly passed :—

RESOLUTION.

(A) That the capital of the Company be increased to £110,000 by the creation of 50,000 Ordinary Shares of £1 each ranking for dividend and in all other respects *pari passu* with the existing 50,000 Ordinary Shares of £1. each of the Company.

(B) That the sum of £49,023 6s. 8d. being part undivided profits of the Company standing to the credit of the reserve fund be capitalised and that the sum be applied in making payment in full at par for 49,023½ Ordinary Shares of £1 each in the capital of the Company, such Shares to be distributed as fully paid among the persons who were registered as holders of the Ordinary Shares of £1. each in the capital of the Company and the holders of the Ordinary Shares of One Shilling each in the capital of the Company on the 16th day of April 1951 at the rate of one and one-tenth such Ordinary Shares of £1 each credited as fully paid up for every three Ordinary Shares of £1 each of the Company and Ordinary Shares of One Shilling each of the Company then held by such persons respectively, such Shares to rank for dividend as from the 16th day of April 1951.

Presented by.
Errol & Brooks

S. Blumenthal
Chairman

REGISTERED
31 MAY 1951

Number of
Company } 173332 / 55

Form No. 10



THE COMPANIES ACT 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company { ELUMENTHAL'S

LIMITED



NOTE.—This notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

ated by

GEEY & BROOKS,
55, WILLECK STREET,
LONDON, W.1.
SOLICITORS.

The Solicitors' Law Stationery Society, Limited.
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 3; 21
5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, 2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

DECLARATION

*"Ordinary,"
"Extra-ordinary," or
"Special".

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act, 1948, that by an Ordinary Resolution of the Company dated the 15th day of April 1951 the Nominal Capital of the Company has been increased by the addition thereto of the sum of £50,000 beyond the Registered Capital of £ 60,000.

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
50,000	Ordinary	£1.

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

The said 50,000 Shares of £1. each rank for dividend and in all other respects pari passu with the existing 50,000 Ordinary Shares of £1. each of the Company.

* * * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

Samuel Bennett

State whether Director
or Secretary

Director

Dated the

17th

day of

April,

1951.

Note.—This margin is reserved for binding and must not be written across

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital

OF

BLUMENTHAL'S

LIMITED

Pursuant to Section 112 of the Stamp Act 1891 as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

GARY A. BROOKS,
55, WELBECK STREET,
LONDON, W.1.
SOLICITORS.

The Solicitors' Law Stationery Society, Limited.

22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2;
5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

Companies 6B

1697.1-10-50

P.T.O.



THE NOMINAL CAPITAL

OF

BLUMENTHAL'S

Limited

has by a Resolution of the Company dated

16th April

1951

been increased by

the addition thereto of the sum of £50,000,

divided into :—

50,000

Shares of

£1

each

Shares of

each

beyond the registered Capital of £60,000

Signature

Samuel Blumenthal

(State whether Director or Secretary)

Director

Dated the

17th

day of

April,

1951

Note.—This margin is reserved for binding and must not be written across

178832 168

The Companies Act, 1948



COMPANY LIMITED BY SHARES

Special Resolution
OF
BLUMENTHAL'S LIMITED

Passed 4th October, 1960

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 4th day of October, 1960, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION, namely :—

RESOLUTION.

That the Articles of Association contained in the printed document submitted to this meeting and for the purpose of identification signed by the Chairman thereof be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.


Chairman.

41

The Companies Acts, 1908 to 1917

AND

The Companies Act, 1948

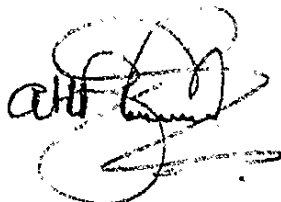
COMPANY LIMITED BY SHARES

Articles of Association

OF

BLUMENTHAL'S LIMITED

(Articles of Association adopted by Special Resolution passed on the 4th day of October, 1960)



Filed by 2 -

NORTON, ROSE, BOTTERELL & ROCHE,
KEMPSON HOUSE,
CAMOMILE STREET,
LONDON, E.C.3.

The Companies Acts, 1908 to 1917

AND

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

BLUMENTHAL'S LIMITED

(Adopted by Special Resolution passed on the 4th day of October, 1960)

1. The regulations in Table A in the First Schedule to the Companies (Consolidation) Act, 1908, shall not apply to the Company. The following regulations and (subject as hereinafter provided) the regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter called "Table A"), shall constitute the Articles of Association of the Company.

2. Regulations 2, 3, 4, 5, 24, 75, 77, 78, 84, 87 and 89 to 97 (inclusive) of Table A shall not apply to the Company.

3. The Company is a Private Company and accordingly:—

(A) The Directors may, without assigning any reason, decline to register any transfer of shares.

(B) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold

one or more shares in the Company jointly they shall, for the purpose of this Article, be treated as a single member.

- (c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

4. Without prejudice to any special rights for the time being conferred on the holders of any shares or class of shares (which special rights shall not be varied or abrogated, except with such consent or sanction as is provided by the next following Article), any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Special Resolution determine, and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed on such terms and in such manner as the Company by Special Resolution may prescribe.

5. Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of the class. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively. The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not (unless otherwise expressly provided by the conditions of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

6. The words "two members present in person or by proxy" shall be substituted for the words "three members present in person" in regulation 53 of Table A, and the words "the meeting shall be dissolved" shall be substituted for the words "the members present shall be a quorum" in regulation 54 of Table A.

7. A resolution in writing signed by all the members for the time being entitled to vote shall be as effective for all purposes as an Ordinary Resolution duly passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more members.

8. Unless otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than two nor more than ten.

9. A Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of, and at any separate meeting of the holders of any class of shares in, the Company.

10. A member or members holding a majority in the nominal value of the issued Ordinary Shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy (provided that the total number of Directors shall not exceed the maximum number prescribed by or in accordance with these Articles) and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed by one of its directors on its behalf and shall take effect upon lodgment at the registered office of the Company.

11. (A) A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company on such terms as to remuneration and otherwise as the Directors shall arrange.

(B) A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may also exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company. A Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding

that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

(c) No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of the notice be made with such firm or company shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract or transaction with such firm or company. A Director may as a Director vote and be counted as one of a quorum upon a motion in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid.

12. The proviso to regulation 79 of Table A shall not apply to the Company.

13. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or 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 is allied to or associated with the Company or with any such subsidiary, or who are or were at any time Directors

or officers of the Company or of any such other company as aforesaid and holding or who held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act 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, a Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

14. All the words in regulation 107 of Table A from and including the words "A Director so appointed" down to the end of such regulation shall be deleted and the words "The appointment of a Director appointed to the office of Managing Director shall be automatically determined if he cease from any cause to be a Director" shall be substituted therefor.

The Companies Acts, 1908 to 1917

AND

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

BLUMENTHAL'S LIMITED

(Articles of Association adopted by Special Resolution passed
on the 4th day of October, 1960)

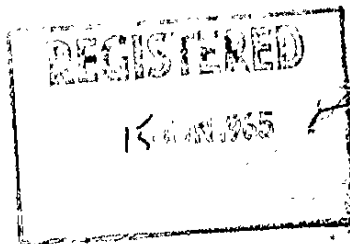


COMPANY LIMITED BY SHARES

Special Resolution

OF

BLUMENTHALS LIMITED



Passed 25th May, 1965

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened, and held at Albert Bridge House, London, S.W.11, on Tuesday the 25th day of May, 1965, the following Resolution was passed as a SPECIAL RESOLUTION of the Company:—

THAT the following Article be inserted immediately after Article 14 in the Company's Articles of Association:—

"15. (1) The Directors may from time to time appoint any person to be a Special Director of the Company. Any Special Director so appointed may be given such title as may be determined by the Directors.

(2) The expression "Director" and the expression "Directors" in these Articles shall not mean or include or be construed to mean or include a Special Director or Special Directors appointed under this Article.

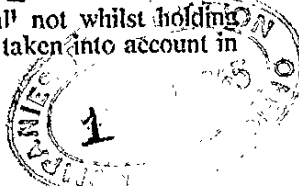
(3) A Special Director shall not be required to hold any shares in the Company to qualify him as such.

(4) Save as otherwise agreed between him and the Company the appointment of a person to be a Special Director shall not affect the terms and conditions of his employment by the Company or by a subsidiary or a holding company of the Company (if he be so employed) whether as regards duties, remuneration, pension or otherwise.

(5) The appointment of a Special Director shall be vacated if:—

- (a) by a notice in writing to the Company he resigns the appointment of Special Director;
- (b) he becomes bankrupt or enters into any arrangement with his creditors generally;
- (c) he is found lunatic or becomes of unsound mind;
- (d) he is prohibited by reason of any order of the Court from being a Director;
- (e) he ceases to be in the employment of the Company or a subsidiary or a holding company of the Company in some capacity other than that of a Special Director of the Company;
- (f) the Directors of the Company pass a resolution that he be removed from office as a Special Director.

(6) A Special Director (not being a Director) shall not whilst holding office as Special Director be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors.



7

(7) A Special Director shall not be entitled to receive notice of or attend at any meeting of the Directors except when expressly invited by the Directors so to do, and if he does so attend he shall not be entitled to vote at that meeting, and in calculating the number necessary to form a quorum at any meeting of the Directors any Special Director present shall not be counted.

(8) A Special Director shall not except with and to the extent of the previous sanction of the Directors which may in their absolute discretion be withheld or withdrawn at any time be entitled to participate in the exercise of any of the collective powers or duties of the Directors or the Board, or to exercise any of the powers or rights of a Director individually under these Articles (including this Article) or in any way to exercise any control in, over or concerning the affairs of the Company whatsoever provided that no act shall be done by the Directors which would impose any personal liability on any or all of the Special Directors without his or their knowledge and consent.

(9) The appointment, continuance in office, removal, powers and duties and remuneration (if any) of the Special Directors and each of them shall subject to this Article be determined by the Directors in their sole discretion who shall have full power to make such arrangements as they shall think fit."

A. H. B.,

Chairman.

No. 178832

III

THE COMPANIES ACTS, 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BLUMENTHALS LIMITED

Passed 13th April 1970.

At an EXTRAORDINARY GENERAL MEETING of the
Company duly convened and held at Albert Bridge
House London S.W.11. on the 13th day of April
1970, the following Resolution was duly passed
as a SPECIAL RESOLUTION.

SPECIAL RESOLUTION

That the name of the Company be changed to
"GRIERSON-BLUMENTHAL LIMITED".

Secretary



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 178832

/88

I hereby certify that

BLUMENTHAL'S, LIMITED

having by special resolution and with the approval of the Board of Trade changed its name, is now incorporated under the name of

GRIFFSON-BLUMENTHAL LIMITED

Given under my hand at London the 17th APRIL, 1970

(F. L. KNIGHT)

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

GRIERSON-BLUMENTHAL LIMITED

Passed Nineteenth day of March 1981

At an Extraordinary General Meeting of the above Company
duly convened and held on 19th March 1981
the following Resolution was duly passed as a Special
Resolution of the Company

SPECIAL RESOLUTION

That the Memorandum of Association of the Company with
respect to its objects altered by the addition thereto
of the following sub-clause to clause 3 to be inserted
immediately after sub-clause (H):-

"(H) (ii) To lend and make advances to any person, body
or corporation (whether customers of the Company or
otherwise), with or without security and upon such terms
as the Company may approve, and to guarantee or to
become security for the liabilities, obligations and
contracts of such persons, bodies or corporations, 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."

20

And that the existing sub-clause (H) of Clause 3
be renumbered sub-clause (H) (i).

Dated 19th March 1981

.....
CHAIRMAN



No. 178832

133

THE COMPANIES ACT, 1985

UNANIMOUS WRITTEN RESOLUTION

of

GRIERSON-BLUMENTHAL LIMITED



By this unanimous Written Resolution signed by or on behalf of
all the members of the above named Company the following
Resolution is duly passed as a Special Resolution of the
Company.

SPECIAL RESOLUTION

that the name of the Company be changed to Hudson & Hill
Limited.

[Signature]

For and on behalf of
Puritan Maid Limited

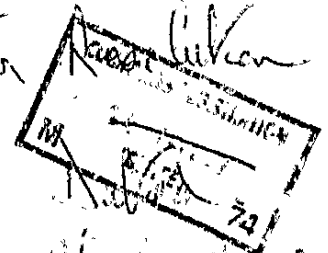
[Signature]

For and on behalf
Trusthouse Forte (Incorporated in England)
Limited

B2 E80
PL 046860

*Certified a true copy of the written
of Grierson-Blumenthal Limited*

[Signature] SECRETARY



15 APR 1987

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 178832

134

I hereby certify that

GRIERSON-BLUMENTHAL LIMITED

having by special resolution changed its name, is now
incorporated under the name of

HUDSON & HILL LIMITED

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

1ST MAY 1987

M. Moss
MRS. M. MOSS

an authorised officer

17379

HUDSON & HILL LIMITED

EXTRACT FROM A MEETING OF MEMBERS HELD
ON FRIDAY 12TH FEBRUARY 1988

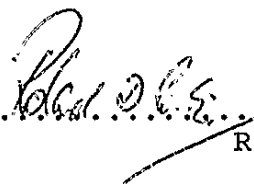
ALTERATION
OF THE
MEMORANDUM
OF ASSOCIATION:

SPECIAL RESOLUTION

IT WAS RESOLVED THAT Clause 3(D) of the Company's Memorandum of Association be and is hereby deleted and replaced by the following:

"(D) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business and to guarantee and/or give security for the payment of money or the performance of obligations of all kinds by the company which shall at the time be the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company or any company associated with the Company in business or by reason of common shareholdings or otherwise and in security of such guarantees to assign, dispoise, convey, mortgage, pledge or charge the whole or any part of the undertaking, property, assets or revenue of the company including uncalled capital."

I certify that the above is a true and exact extract

..........
R. D. Peate
Secretary

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

178832

Name of company

* HUDSON & HILL LIMITED

* Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

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

Note
Please read notes 1 to 4 overleaf before completing this form

The current accounting reference period of the company is to be treated as ~~terminated~~ [extended]† and ~~it is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3	1	0	1	1	9	9	0
---	---	---	---	---	---	---	---

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][~~holding company~~]† of TRUSTHOUSE FORTE PLC

, company number 76230

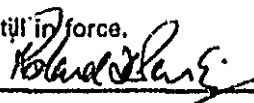
the accounting reference date of which is 31ST JANUARY

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on N/A

and it is still in force.

Signed

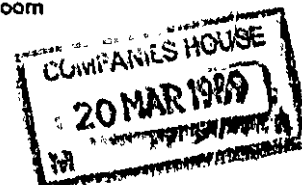

Designation SECRETARYDate 14.3.89

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

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

For official Use
General Section

Post room



Company No. 178832

THE COMPANIES ACT 1985 (as amended)

ELECTIVE RESOLUTIONS
OF

Hudson & Hill Limited

PASSED ON *22nd August 1991*

At an Annual General Meeting of the above Company duly convened and held at 166 High Holborn, London WC1V 6TT the following Resolutions were passed as Elective Resolutions of the Company in accordance with Section 379A of the Companies Act 1985 (as amended), namely:-

"That the Company:

(a) dispense with the laying of accounts and reports before the company in general meeting, pursuant to S.252 of the Companies Act 1985 (as amended); and

(b) dispense with the holding of annual general meetings, pursuant to S.366A of the Companies Act 1985 (as amended).

N M Hill
.....
Secretary

Date: *22 August 1991*

[Stamp]

Company No. 178832

THE COMPANIES ACT 1985 (as amended)


ELECTIVE RESOLUTION
OF

HUDSON & HILL LIMITED

PASSED ON *1 September* 1992

At an Extraordinary General Meeting of the above Company duly convened and held at 166 High Holborn, London WC1V 6TF the following Resolution was passed as an Elective Resolution of the Company in accordance with Section 379A of the Companies Act 1985 (as amended), namely:-

"That the Company dispense with the obligation to appoint auditors annually"


.....
J M Mills
Secretary

Date: *2 September* 1992

