

THE COMPANIES ACT, 1929.



A 5s.
Companies'
Registration
Fee Stamp
must be
impressed
here

REGISTERED
2 JAN 1937

DECLARATION of Compliance with the requirements of the

Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

T.GIUSTI & SON

LIMITED.

led by

THEODORE CODDARD & CO.,

10, Serjeants Inn,

Temple, E.C.4.

The Solicitors' Law Stationery Society, Limited,
Mincery Lane, W.C.2, 27 & 28 Walbrook, E.C.4. 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
Grover Street, W.1, 19 & 21 North John Street, Liverpool, 2, 77 Colmore Row, Birmingham, 3,
and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

J, BENJAMIN BENNETT GORINGHAM OGLE

of 10, Serjeants Inn, Temple, E.C.4.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation."
or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am (*) a Solicitor
of the Supreme Court engaged in the formation

of T.GIUSTI & SON

Limited, and that all the requirements of the Companies Act, 1929,
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, 1935."

Declared at 16 Serjeants Inn

in the City of London

the 29 day of December 1936

Before me,

Thomas Baker

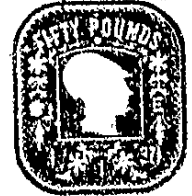
A Commissioner for Oaths. [or a Notary Public or
Justice of the Peace.]

This margin is reserved for binding and should not be written across

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.



Statement of the Nominal Capital

OF

T. GIUSTI & SON

REGISTERED

2 JAN 1937

LIMITED.

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

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

THEODORE GODDARD & CO.,

10, Serjeants Inn, E.C.4.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
Hanover Street, W.1, 19 & 21 North John Street, Liverpool, 2, 77 Colmore Row, Birmingham, 3,
157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

T.GIUSTI & SON

, Limited,

is £ 10,000, divided into 10,000

Shares of One pound each.

*Signature

Thomson

Officer Solicitors to the Company

Dated the *fourth* day of *December* 193*4*

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

No. .



Certificate of Incorporation.

I hereby Certify that T. GIUSTI & SON LIMITED is this
day Incorporated under the Companies Act 1929, and that the
Company is Limited.

Given under my hand at London, this day

of One thousand nine hundred and thirty-~~six~~

Registrar of Companies.



The Companies Act 1929,



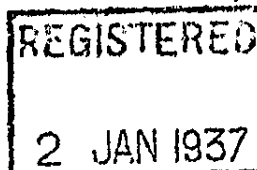
COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

T. GIUSTI & SON LIMITED.



1. The name of the Company is "T. GIUSTI & SON LIMITED."

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

3. The objects for which the Company is established are— Objects

(1) To acquire as a going concern and carry on the business heretofore carried on by Mr. Tito Giusti and Mr. Raolo Benvenuto Giusti under the name or style of "T. Giusti & Son," and with a view thereto to enter into and carry into effect, with or without modification, the agreement referred to in Clause 3 of the Articles of Association.

(2) To carry on business as mechanical engineers and toolmakers, machinists, fitters, motor and electrical engineers, constructional engineers, cold storage and refrigerator engineers, and manufacturers and distributors of and dealers in ice-cream making plant, ice-cream servers, churns, coolers, refrigerators and refrigerating plant, sterilisers, presses, boilers, pumps, tanks, vats, cans and all kinds of machinery, implements, tools, utensils and equipment and their component parts and accessories.

- (3) To carry on business as iron and metal founders, smelters, steelmakers and converters, metal refiners and workers, metallurgists, tube makers, boiler-makers, millwrights, manufacturers of all kinds of engines, motors, vehicles, ships, aircraft, armaments and their component parts and accessories, metal merchants, joiners, woodworkers, manufacturing chemists, scientific instrument and equipment makers, galvanizers, welders, electric and chromium platers, polishers, painters, garage proprietors, carriers, oil and fuel merchants, builders, carpenters, shop, office, factory and warehouse fitters and equippers, decorators, painters, tinsmiths, watch-makers and jewellers, goldsmiths and silversmiths, fancy goods dealers, ironmongers and hardware dealers, bankers and general merchants, importers, exporters, shipowners, charterers of ships or other vessels, lightermen, stevedores, ship and insurance brokers, forwarding agents, wharfingers, warehousemen and commission agents.
- (4) To carry on business as consulting engineers, draughtsmen, engineers and general designers, blue print makers, lithographers, photographers, printers, surveyors and valuers, estate agents and managers; to act as engineers, agents and merchants, and generally to undertake and execute agencies and commissions of any kind.
- (5) To establish, provide, maintain, conduct or otherwise subsidise research laboratories or experimental workshops of scientific, technical or mechanical research and experiments, and to undertake and prosecute scientific, technical and mechanical tests and experiments of all kinds, and generally to promote such scientific, technical and mechanical studies, investigations and researches as may be considered likely to assist any of the businesses which the Company is authorised to carry on.
- (6) To carry on any other trade or business whatsoever, whether subsidiary or not, which can, in the opinion of the Board, be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.

- (7) To purchase or otherwise acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation, carrying on any business which this Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of this Company.
- (8) To take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (9) To purchase, take on lease or in exchange, hire, or otherwise acquire, any real or personal property, buildings, patents, patent rights, licences, concessions, easements, secret processes, rights or privileges which the Board may think desirable in the interests of the Company, and to use, improve, develop, dispose of, let on lease, grant licences and generally turn the same to account in any manner which the Board may consider expedient.
- (10) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares, or by the issue of securities, or partly in one mode and partly in another, and generally on such terms as may be determined.
- (11) To borrow or raise or secure the payment of money by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance, and to redeem, purchase or pay off any such securities.
- (12) To enter into any arrangement with any government or authorities, supreme, municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions and privileges that may seem conducive to the Company's objects or any of them.

- (13) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (14) To establish or support pension and superannuation funds, and to grant pensions, allowances, gratuities and bonuses to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company, or of its subsidiary companies or predecessors in business, their widows, children and dependents, and to subscribe to benevolent and other funds for the benefit of such persons, and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees or to advance the object or interests of the Company.
- (15) To lend money on any terms that may be thought fit, and particularly to customers or other persons or corporations having dealings with the Company, and to give any guarantees that may be deemed expedient.
- (16) To invest and deal with any moneys of the Company not required for the purposes of its business in such investments or securities as may be thought expedient.
- (17) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect.
- (18) To amalgamate with any other company or companies.
- (19) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted

by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

- (20) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (21) To guarantee the payment of moneys secured by or payable under or in respect of, or the performance of, bonds, debentures, debenture stock, shares, contract, mortgage charges, obligations and securities of any company, whether British, Colonial or foreign, or of any person whomsoever.
- (22) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company.
- (23) 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 or in whose business or undertakings the Company is interested, either directly or indirectly.
- (24) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (25) To remunerate any parties for services rendered or to be rendered in placing or assisting to place any 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.
- (26) To undertake and execute any trusts and undertaking which may seem desirable, and either gratuitously or otherwise.

- (27) To distribute any of the Company's property among the members in specie.
- (28) To establish and maintain local registers, agencies and branch places of business, and procure the Company to be registered or recognised to carry on business in any part of the world.
- (29) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (30) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that in the interpretation of this clause the powers conferred on the Company by any paragraph shall not be restricted by reference to any other paragraph, and that in the event of any ambiguity this clause and every paragraph thereof shall be construed in such a way as to widen and not to restrict the power of the Company.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £10,000, divided into 10,000 shares of £1 each.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
<p>TITO - GIUSTI - 33. Titron - Ave. - N. W. 1 <i>Tito Giusti</i> Manufacturer.</p> <p>RAOLO BENVENUTO GIUSTI. 33. Titron Road. N. W. 1. Manufacturer. <i>Raolo Giusti</i></p>	<p>one share.</p> <p>one share.</p>

Dated this 23rd day of December 1936.

Witness to the above Signatures—

E. Boxall
49 Mawson Road
Thornton Heath Surrey
Company Secretary

322670

4



The Companies Act 1929

COMPANY LIMITED BY SHARES.

REGISTERED

2 JAN 1937

Articles of Association

OF

T. GIUSTI & SON LIMITED.

TABLE A EXCLUDED.

Table A excluded

1. The regulations in Table A in the First Schedule to the Companies Act 1929 shall not apply to the Company, except in so far as the same are repeated or contained in these Articles.

INTERPRETATION.

Interpretation clause

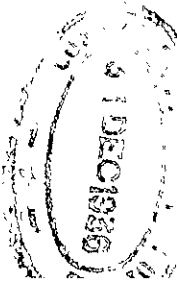
2. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context—

WORDS.

MEANINGS.

Definitions

The Statutes	..	The Companies Act 1929, and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These Articles	..	These Articles of Association as originally framed or as altered from time to time by Special Resolution.
The Directors	..	The Directors for the time being of the Company.
Messrs. Giusti	..	Tito Giusti, of 33 Fitzroy Road, London, N.1, and their respective personal representatives being shareholders of the Company and any transferee of shares held by either of them pursuant to Article 26.
Nathans	..	Nathan's Sales Limited, whose registered office is at 16 St. Helens Place, in the City of London.
The Secretary	..	Includes an Assistant or Acting Secretary of the Company.
The Office	..	The registered office for the time being of the Company.



WORDS.	MEANINGS.
The Seal	The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Paid up	Includes credited as paid up.
Dividend	Includes bonus.
In writing	Written, printed or lithographed, or visibly expressed in all or any of those or any other modes of representing or reproducing words.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, except where the subject or context forbids, bear the same meanings in these Articles. Expression in Statutes to bear same meaning in Articles

VENDORS' AGREEMENT.

3. The Company shall, as speedily as possible after the incorporation of the Company, enter into an agreement under the seal with Tito Giusti and Raolo Benvenuto Giusti in the terms of the draft agreement which has been prepared and has been subscribed with a view to its identification by Mr. Bertram Ernest Conington Ogle, Solicitor, with such (if any) modifications or alterations as may be agreed upon, whether before or after the execution thereof. It is hereby expressly declared that the validity of the said agreement or of any such modification thereof as aforesaid shall not be impeached on the ground that any of the vendors, as a promoter, Director or otherwise, stands in a fiduciary relation to the Company, and every person who shall at any time become a member of the Company shall be deemed to approve and confirm the said agreement with or without modification as aforesaid. Company to enter into agreement described in Memorandum of Association

SHARES.

4. The initial capital of the Company is £10,000, divided into 10,000 shares of £1 each. Initial capital

5. The shares shall be under the control of the Directors, who may allot and issue the same (subject always to Articles 6 and 48 hereof) to such persons on such terms and conditions and at such times as the Directors think fit, but so that no shares shall How shares to be issued

be issued at a discount except in accordance with Section 47 of the Companies Act 1929. Any preference share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.

Private Company

6. The Company is a Private Company, and accordingly—

- (A) No invitation shall be issued to the public to subscribe for any shares or debentures of the Company ;
- (B) The number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in that employment and have continued after the determination of that 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
- (C) The right to transfer the shares of the Company shall be restricted in manner hereinafter appearing.

Commission on subscription of shares

7. The Company may pay to any person a commission in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company : Provided that such commission shall not exceed 10 per cent. of the price at which such shares are issued, or an amount equivalent to such percentage ; and the requirements of Sections 43, 44 and 108 of the Companies Act 1929 shall be observed.

Interest on share capital during construction

8. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 54 of the Companies Act 1929, and may charge the same to capital as part of the cost of construction of the works, buildings or plant.

Receipts of joint holders of shares

9. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.

No trust recognised

10. No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by

or required to recognise any equitable, contingent, future or partial interest in any share or any right whatsoever in respect of any share other than an absolute right to the entirety thereof in the registered holder, except as by these Articles otherwise expressly provided or as by Statute required or pursuant to any order of Court.

11. Every member shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (unless the conditions of issue provide for a longer interval) one certificate under the seal for all the shares registered in his name, specifying the number and denoting numbers of the shares in respect of which it is issued and the amount paid up thereon: Provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all.

Registered member
entitled to share
certificate

12. If any share certificate shall be defaced, worn out, destroyed or lost, it may be renewed on such evidence being produced and such indemnity (if any) being given as the Directors shall require, and (in case of defacement or wearing out) on delivery up of the old certificate, and in any case on payment of such sum not exceeding one shilling as the Directors may from time to time require.

New certificate
may be issued

LIEN.

13. The Company shall have a first and paramount lien upon all shares (whether fully paid or not) registered in the name of any member, either alone or jointly with any other person, for his debts, liabilities and engagements, whether solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

Company to have
lien on shares and
dividends

14. The Directors may sell the shares subject to any such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell in default shall have been served on such member or the persons

Lien may be
enforced by sale
of shares

(if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for seven days after such notice.

Application of
proceeds of sale

15. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due to the Company, or of the liability or engagement, as the case may be, and the balance (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares so sold.

Directors may
transfer and enter
purchaser's name
in share register

16. Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the purchaser, and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Member not entitled
to privileges of
membership until
all calls paid

17. No member shall be entitled to receive any dividend or to exercise any privilege as a member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

CALLS ON SHARES.

Directors may
make calls

18. The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any) and at the times and places appointed by the Directors.

Fourteen days'
notice to be given

When call deemed
made

19. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

Liability of joint
holders

20. The joint holders of a share shall be jointly and severally liable for the payment of all calls and instalments in respect thereof.

Interest on unpaid
call

21. If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the holder or allottee of the share shall pay interest on the amount of the call or instalment at such rate not exceeding 10 per cent. per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

Sums payable on
allotment deemed
a call

22. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on

account of the amount of the share or by way of premium, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided.

23. The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls. Difference in calls

24. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon the moneys so paid in advance, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such member, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up. Calls may be paid in advance

TRANSFER OF SHARES.

25. Subject to the restrictions of these Articles, shares shall be transferable, but every transfer must be in writing in the usual common form, or in such other form as the Directors shall from time to time approve, and must be left at the office, accompanied by the certificate of the shares to be transferred and such other evidence (if any) as the Directors may require to prove the title of the intending transferor. Shares to be transferable

26. Any share may be transferred at any time by a member to his or her father or mother, or to any lineal descendant of such father or mother, or to his or her wife or husband; and any share of a deceased member may be transferred by his executors or administrators to the widow or widower or any such relative as aforesaid of such deceased member, being a *cestui que* trust or specific legatee thereof, and shares standing in the name of any deceased member may be transferred to or placed in the names of the executors or trustees of his will, and upon any change of trustees may be transferred to the trustees for the time being of such will. A share may at any time be transferred to any member of the Company. Transfer of shares to members of family

27. No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind. Persons under disability

Shares to be
offered to members

28. Save as hereby otherwise provided, no share shall be transferred to any person who is not a member of the Company, except with the consent of the Directors, which they shall be entitled to withhold without assigning any reason therefor, but such right of refusal shall not be exercisable in the case of a transfer made pursuant to Article 26 except for the purpose of ensuring that the number of members does not exceed the limit prescribed by Article 6. If the Directors refuse to register a transfer of any shares they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal, as required by Section 66 of the Companies Act 1929.

Transfers to be
executed by both
parties

29. The instrument of transfer of a share shall be executed both by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Company to provide
and Secretary to
keep register

30. The Company shall provide a book to be called the "Register of Transfers," which shall be kept by the Secretary under the control of the Directors, and in which shall be entered the particulars of every transfer or transmission of every share.

Transfer fee

31. Such fee, not exceeding two shillings and sixpence for each transfer, as the Directors may from time to time determine, may be charged for registration of a transfer, probate, letters of administration or other document affecting the title to shares or any registered holder thereof.

Register of
transfers may
be closed

32. The register of transfers may be closed during the fourteen days immediately preceding every Ordinary General Meeting of the Company, and at such other times (if any) and for such period as the Directors may from time to time determine, provided always that it shall not be closed for more than thirty days in any year.

TRANSMISSION OF SHARES.

On death of
member survivor
or executor
only recognised

33. In the case of the death of a member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.

Persons becoming
entitled on death or
bankruptcy of
member may be
registered

34. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member may, upon producing such evidence of title as the Directors shall require, be registered

himself as holder of the share, or, subject to the provisions as to transfers herein contained, transfer the same to some other person.

35. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at meetings of the Company, or, save as aforesaid, to exercise any of the rights or privileges of a member, unless and until he shall become a member in respect of the share.

Person entitled may receive dividends without being registered as member, but may not vote

FORFEITURE OF SHARES.

36. If any member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as remains unpaid, together with interest at such rate not exceeding 10 per cent. per annum as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.

Directors may require payment of call with interest and expenses

37. The notice shall name a further day (not earlier than the expiration of seven days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

Notice requiring payment to contain certain particulars

38. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture, notwithstanding that they shall have been declared.

On non-compliance with notice shares forfeited on resolution of Directors

39. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the share; but the provisions of this Article are directory only,

Notice of forfeiture to be given and entered in register of members

and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Directors may
allow forfeited
share to be
redeemed

40. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.

Shares forfeited
belong to
Company

41. Every share which shall be forfeited may be sold, re-allotted, or otherwise disposed of, either to the person who was before forfeiture the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorise some person to transfer the same to such other person as aforesaid.

Former holders of
forfeited shares
liable for call
made before
forfeiture

42. A shareholder whose shares have been forfeited shall, notwithstanding, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture.

Consequences of
forfeiture

43. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Statutes given or imposed in the case of past members.

Title to forfeited
share

44. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited in pursuance of these Articles, and stating the date upon which it was forfeited, shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the seal delivered to the person to whom the same is sold or disposed of, shall constitute a good title to the share, and (subject to the execution of any necessary transfer) such person shall be registered as the holder of the share and shall be discharged from all calls made

prior to such sale or disposition, and shall not be bound to see to the application of the purchase money (if any), nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

CONVERSION OF SHARES INTO STOCK.

45. The Company may by Ordinary Resolution convert any paid-up shares into stock, and re-convert any stock into paid-up shares of any denomination. When any shares have been converted into stock the several holders of such stock may thenceforth transfer their respective interests therein or any part of such interests in the same manner and subject to the same regulations as and subject to which fully paid-up shares in the Company's capital may be transferred, or as near hereto as circumstances will admit; but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, but with power nevertheless at their discretion to waive such rules in any particular case. The stock shall confer on the holders thereof respectively the same privileges and advantages as regards participation in profits and voting at meetings of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as such stock, but so that none of such privileges and advantages, except the participation in profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred such privileges or advantages. All such provisions of these Articles as are applicable to paid-up shares shall apply to stock, and in such provisions the word "share" and "shareholder" shall include "stock" and "stockholder."

Shares may be converted into stock

Stockholders have same rights and privileges as shareholders

ALTERATIONS OF CAPITAL.

46. The Company may so far alter the conditions of its Memorandum of Association as by Ordinary Resolution—

Company may alter its capital in certain ways

- (A) To consolidate and divide its share capital into shares of larger amount than its existing shares, or
- (B) To cancel any shares not taken or agreed to be taken by any person, or
- (C) To divide its share capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association by sub-division of its existing shares or any of them, subject nevertheless to the provisions of the Statutes, and so that as between the resulting shares, one or more of such shares may by the resolution by which such sub-division

is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares;

and by Special Resolution—

- (D) To reduce its capital and any capital redemption reserve fund in any manner authorised and subject to any conditions prescribed by the Statutes.

INCREASE OF CAPITAL.

Company may increase its capital

47. The Company in General Meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and (subject to any special rights for the time being attached to any existing class of shares) to carry such preferential, deferred or other special rights (if any), or to be subject to such conditions or restrictions (if any), in regard to dividend, return of capital, voting or otherwise, as the General Meeting resolving upon such increase directs.

Unissued and new shares to be first offered to members unless otherwise determined

48. 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 is 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.

New shares to be ordinary capital unless otherwise provided

49. Except so far as otherwise provided by or pursuant to these Articles or by the conditions of issue, any new share capital shall be considered as part of the original ordinary share capital of the Company and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

MODIFICATION OF CLASS RIGHTS.

50. Subject to the provisions of Section 61 of the Companies Act 1929, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to General Meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be members of the class holding or representing by proxy one-third of the capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question shall be entitled on a poll to one vote for every such share held by him. Subject to any special rights expressly attached to any class of shares, the creation or issue of shares ranking *pari passu* with any existing class of shares shall not be deemed a modification of the rights or privileges attached to such class.

Rights of shareholders may be altered

GENERAL MEETINGS.

51. A General Meeting shall be held once in every calendar year, at such time and place as may be determined by the Directors, but so that not more than fifteen months shall be allowed to elapse between any two such General Meetings.

General Meetings

52. The above-mentioned General Meetings shall be called Ordinary General Meetings. All other General Meetings shall be called Extraordinary.

Ordinary and Extraordinary General Meetings

53. The Directors may call an Extraordinary General Meeting whenever they think fit, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 114 of the Companies Act 1929.

Extraordinary General Meetings

54. Subject to the provisions of the Statutes relating to the convening of meetings to pass Special Resolutions, and to Articles 57 and 58, seven days' notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of such business, shall be given in manner hereinafter mentioned to such persons as are under the provisions of these Articles entitled to receive notices of General Meetings from the Company, but with the consent of all persons for the time being entitled as aforesaid, a meeting may be convened upon a shorter notice, and in such manner as such persons may

Notice of meeting

approve. The accidental omission to give such notice to, or the non-receipt of such notice by, any such person shall not invalidate any resolution passed or proceeding had at any such meeting.

Resolutions signed
by all members

55. Subject to any statutory provision to the contrary, a resolution in writing, signed by every member of the Company entitled to vote, shall have the same effect and validity as an Ordinary Resolution of the Company passed at a General Meeting duly convened and constituted.

PROCEEDINGS AT GENERAL MEETINGS.

Special business

56. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Ordinary General Meeting shall also be deemed special, with the exception of sanctioning a dividend, the consideration of the accounts and balance sheets and the reports of the Directors and Auditors, and any other documents annexed to the balance sheets, and the election of Directors and Auditors and fixing of their remuneration.

Resolutions
submitted by
individual members

57. Any member entitled to be present and to vote at a meeting may submit any resolution to any General Meeting, provided that at least the prescribed time before the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him, containing the proposed resolution, and stating his intention to submit the same. The prescribed time above-mentioned shall be such that, between the date on which the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than three nor more than twenty-one intervening days.

Notice of individual
members' resolu-
tions to be issued

58. Upon receipt of any such notice as in the last preceding Article mentioned, the Secretary shall, in any case where the notice of intention is received before the notice of meeting is issued, include in the notice of the meeting, and shall in any other case issue as quickly as possible to the members entitled to notice of the meeting, notice that such resolution will be proposed.

Quorum

59. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be three persons personally present and entitled to vote.

If quorum not
present meeting
adjourned or
dissolved

60. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned

meeting a quorum is not present within half an hour from the time appointed for holding the meeting, any two persons present and entitled to vote may form a quorum.

61. The Chairman (if any) of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman, or 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.

Chairman of Board
to preside at all
meetings

62. The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Notice of
adjournment
to be given

63. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman (being a person entitled to vote) or by at least two persons for the time being entitled to vote at the meeting, or by the holder or holders (present in person or by proxy) of at least one-twentieth part of the issued share capital of the Company, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive 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.

How resolution
decided

64. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Poll to be taken
as Chairman shall
direct

65. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

No poll in certain
cases

Chairman not to
have casting vote

66. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall not be entitled to a further or casting vote.

Business to be
continued if poll
demanded

67. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

Member to have
one vote or one
vote per share

68. Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company, every person present and entitled to vote shall have one vote on a show of hands and in case of a poll every person present in person or by proxy shall have one vote for every share of which he is the holder.

Votes of lunatic
member

69. If any member be a lunatic, idiot or *non compos mentis*, he may vote by his committee, receiver, *curator bonis* or other legal curator, as the case may be, and such last-mentioned persons may give their votes either personally or by proxy.

Votes of joint
holders of shares

70. If two or more persons are jointly entitled to a share, then in voting upon any question the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

Only members not
indebted to
Company in respect
of shares entitled
to vote

71. Save as herein expressly provided, no person other than a member duly registered and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares, shall be entitled to be present or to vote on any question either personally or by proxy, or as proxy for another member, or to be reckoned in a quorum, at any General Meeting.

How votes may be
given and who can
act as proxy

72. Votes may be given either personally or by proxy. A proxy need not be a member of the Company.

Representation of
corporate members

73. Any corporation which is a member of this Company may, by resolution of its Directors or other governing body, authorise any person to act as its representative at any meeting of this Company, or of any class of members of this Company, and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual shareholder, including the power, when personally present, to vote on a show of hands.

74. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or concur in demanding a poll on behalf of the appointor.

Instrument appointing proxy to be in writing

75. The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the office at least twenty-four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.

Instrument appointing a proxy to be left at Company's office

76. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which it was executed, or the transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer shall have been received at the office before the time fixed for holding the meeting.

When vote by proxy valid though authority revoked

77. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:—

Form of proxy

" T. GIUSTI & SON LIMITED.

" I,
 " of , a member of
 " T. GIUSTI & SON LIMITED, hereby appoint
 "
 " of ,
 " and failing him ,
 " of ,
 " to vote for me and on my behalf at the [Ordinary,
 " Extraordinary or Adjourned, as the case may be]
 " General Meeting of the Company to be held on
 " the day of and at every
 " adjournment thereof.

" As witness my hand this day of 19 ."

DIRECTORS.

78. Until otherwise determined by a General Meeting, the number of Directors shall be not less than two nor more than six.

Appointment and number of Directors

79. A Director need not be a member of the Company.

No qualification

Right of Messrs.
Giusti to appoint
Directors

80. Messrs. Giusti, so long as they hold by themselves and/or their nominees not less than half the issued capital of the Company, shall have the right to appoint two Directors of the Company, and from time to time to remove any Director so appointed, and to appoint another Director in his place.

Right of Nathans
to appoint
Directors

81. Nathans, so long as they hold by themselves and/or their nominees not less than half the issued capital of the Company, shall have the right to appoint two Directors of the Company, and from time to time to remove any Director so appointed and to appoint another Director in his place.

Appointment of
first Directors

82. The first Directors of the Company shall be Tito Giusti and Raolo Benvenuto Giusti, both of whom shall be deemed to have been appointed by Messrs. Giusti, who and whose successors are hereinafter referred to as "the Giusti Directors," and William Henry Cummings and John Alfred Coote, both of whom shall be deemed to have been appointed by Nathans, and who and whose successors are hereinafter referred to as "the Nathan Directors."

When "Nathan
Management" can
secure control

83. If in any two succeeding financial years during which the Company shall be managed by the Giusti Directors and the Nathan Directors, the net profits of the Company, after allowing for such depreciation as shall be agreed between the Giusti Directors and the Nathan Directors or, failing such agreement, shall be certified by the Auditors of the Company as reasonable, but before providing for the payment of any Directors' fees, are not sufficient for payment of a dividend of 8 per cent. per annum on the paid-up capital of the Company, then and in such case Nathans shall have power to appoint an additional Director, and from time to time during the Nathan management (as hereinafter defined) to remove such additional Director, and appoint another in his place, so as to secure the control of the Board being vested in Nathans, and the period during which the Company shall be managed by the Giusti Directors the Nathan Directors and an additional Director appointed by Nathans is herein referred to as "the Nathan management." If, in the second or any subsequent year of the Nathan management, the net profits of the Company, after allowing for such depreciation as aforesaid, shall not be sufficient for payment of such dividend as aforesaid, then and in such case, unless within three months of the expiration of such year Nathans and Messrs. Giusti shall come to some arrangement for the future management of the Company, the Company shall be dissolved.

84. The continuing Directors may act at any time notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for the remaining Director to act as Director for the purpose of filling up vacancies in the Board, or of summoning a General Meeting of the Company, but not for any other purpose.

Continuing
Directors may act
to fill vacancies or
summon meetings

85. The remuneration of the Directors (other than a Managing Director) shall be such sum (if any) as shall from time to time be voted to them by the Company in General Meeting, and such remuneration shall be divided amongst the Directors (other than as aforesaid) as they shall agree, or, failing agreement, equally. The Directors shall also be entitled to be repaid all travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to or from Board Meetings. If by arrangement with the other Directors any Director shall perform or render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration, in addition to his ordinary remuneration, and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

Directors'
remuneration

86. Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated—

Office of Director
vacated in certain
cases

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he is found lunatic or becomes of unsound mind.
- (C) If he is prohibited from being a Director by any order made under any provision of the Statutes.
- (D) If (not being a Managing Director holding office as such for a fixed term) by notice in writing given to the Company he resigns his office.

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 on such terms as to remuneration and otherwise as the Directors shall arrange.

87. The Company may from time to time in General Meeting fill any up casual vacancy occurring in the Board of Directors, and may increase the number of Directors, and may make any appointment necessary for effecting any such increase, and may, by Extraordinary Resolution, remove a Director.

Appointment and
removal of
Directors

Provisions for
appointment,
rotation and
removal of
directors if
Messrs Girsti
and Nathans
cease to hold
issued capital
equally.

88. If at any time Messrs. Girsti or Nathans cease to hold by themselves and for their nominees half of the issued share capital of the Company the following sub-clauses of this Article shall apply :—

- (A) The Directors shall have power from time to time and at any time to appoint additional Directors, provided that the total number of Directors shall not exceed the prescribed maximum. A Director so appointed shall retire from office at the next Ordinary Meeting, but shall be eligible for re-election. A Director retiring under this Article shall not be taken into account in determining the Directors who retire by rotation.
- (B) Subject to the provisions of Article ⁸⁹88, one-third of the Directors for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office at the Ordinary General Meeting in every year.
- (C) The Directors to retire shall be the Directors who have been longest in office since their last election. As between Directors of equal seniority, the Directors to retire shall, in the absence of agreement, be selected from among them by lot. A retiring Director shall be eligible for re-election, and shall act as a Director throughout the meeting at which he retires.
- (D) No person, not being a Director retiring at the meeting, shall, unless recommended by the Directors for election, be eligible for the office of Director at any General Meeting, unless, within the prescribed time before the day appointed for the meeting, there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served or deemed to be served and the day appointed for the meeting, there shall be not less than three nor more than twenty-one intervening days.
- (E) Subject to any resolution reducing the number of Directors, if at any Ordinary General Meeting the

places of the retiring Directors, or some of them, are not filled up, the retiring Directors, or such of them as have not had their places filled up, shall, if willing to act, be deemed to have been re-elected.

- (F) The Company may from time to time in General Meeting increase or reduce the number of Directors and determine in what rotation such increased or reduced number shall go out of office, and may make any appointments necessary for effecting any such increase as aforesaid; but this sub-clause shall not be construed as authorising the removal of a Director otherwise than as provided in Sub-clause (H) of this Article.
- (G) Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.
- (H) The Company may by Extraordinary Resolution remove any ordinary Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution, appoint another Director in his stead; but any person so appointed shall retain his office only until the next following Ordinary General Meeting of the Company, and shall then be eligible for re-election.

MANAGING DIRECTORS.

89. The Directors may from time to time appoint any one or more of their body to be Managing Director or Managing Directors, for such period and upon such terms as they think fit, and may vest in such Managing Director or Managing Directors such of the powers hereby vested in the Directors generally as they may think fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions, and generally upon such terms as to remuneration and otherwise as they may determine. The remuneration of a Managing Director may be by way of salary or commission or participation in profits, or by any or all of those modes.

Directors may
appoint Managing
Directors

POWERS AND DUTIES OF DIRECTORS.

90. The business of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and

Business of
Company to be
managed by
Directors

registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Management of
affairs abroad

Foreign seal

Dominion registers

Directors'
borrowing powers.

Directors to comply
with the Statutes

91. The Directors may make such arrangements as may be thought fit for the management of the Company's affairs abroad, and may for this purpose (without prejudice to the generality of their powers) appoint Local Boards, Attorneys and Agents, and fix their remuneration, and delegate to them such powers as may be deemed requisite or expedient. The Company may exercise all the powers of Section 32 of the Companies Act 1929, and the foreign seal shall be affixed by the authority and in the presence of, and the instrument sealed therewith shall be signed by, such persons as the Directors shall from time to time by writing under the seal appoint. The Company may also exercise the powers of Section 103 of the said Act with reference to the keeping of Dominion registers. The obligations and conditions imposed by those sections and any sections ancillary thereto shall be duly observed.

92. The Directors may borrow or raise from time to time for the purposes of the Company or secure the payment of such sums as they think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Company or by the issue of debentures (whether at par or at a discount or premium) or otherwise as they may think fit.

93. The Directors shall duly comply with the provisions of the Statutes, and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the register of members, keeping a register of Directors and entering all necessary particulars therein, and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual return, together with the certificates required by Section 111 of the Companies Act 1929, the particulars required by Section 108 of the same Act,

notices as to increase of capital, returns of allotments and contracts relating thereto, copies of resolutions and agreements, and other particulars connected with the above.

94. A Director may contract with and be interested in any contract or proposed contract with the Company, and shall not be liable to account for any profit made by him by reason of any such contract, provided that the nature of the interest of the Director in any such contract must be declared at a meeting of the Directors as required by Section 149 of the Companies Act 1929. A Director may vote as a Director in respect of any contract or arrangement in which he shall be interested.

Director may contract with Company

PROCEEDINGS OF DIRECTORS.

95. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall not be entitled to a second or casting vote.

Meeting of Directors

96. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Directors.

Director may call meeting of Board

97. The Directors may from time to time elect a Chairman, who shall preside at meetings of the Directors, and determine the period for which he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.

Chairman of Directors

98. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

Power for Directors to appoint committees

99. A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

Chairman of committees

Meetings of
committees

100. A committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.

All acts done by
Directors to be
valid

101. All acts bona fide done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

Minutes to be made
and when signed by
Chairman to be
conclusive evidence

102. The Directors shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendances thereat, and all business transacted at such meetings; and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

Resolution signed
by Directors to be
valid

103. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted.

Directors'
substitutes

104. Any Director may, with the consent of the Board, from time to time, by writing under his hand, appoint not more than two persons to act as substitute in his place at any meeting of the Board at which he is not personally present, either generally or for any particular meeting or meetings, and such appointment shall have effect. Every such appointee, whilst he holds office as a substitute, shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, but not more than one substitute appointed to act in place of the same Director may attend or vote at the same meeting. The substitute appointed by virtue of this Article may exercise all the powers and privileges of the Director appointing him at any meeting which he attends in place of such Director, but he shall *ipso facto* vacate his office if and when the Director appointing him vacates office as a Director, or removes such substitute from office by writing under his hand. The remuneration of any alternate Director shall be payable out of the remuneration (if any) payable to the Director

appointing him and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the substitute Director and the Director appointing him.

105. Any Director and any substitute for a Director may, Directors' proxies by writing under his hand, appoint any person to attend and vote as his proxy at any meeting of the Directors, and such appointment may be generally or for any particular meeting or meetings. A proxy so appointed shall not be entitled to vote in place of his appointor at any meeting of Directors at which the Director who or whose substitute appointed him is present in person or is represented by his own substitute.

THE SEAL.

106. The seal shall not be affixed to any instrument except Seal to be affixed by authority of resolution of Board and in the presence of two Directors and Secretary by the authority of a resolution of the Board of Directors, and in the presence of at least two Directors and of the Secretary. Such Directors and the Secretary shall sign every instrument to which the seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DIVIDENDS AND RESERVE FUND.

107. Subject to any preferential or other special rights for Application of profits the time being attached to any special class of shares, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively, otherwise than in advance of calls.

108. The Directors may, with the sanction of a General Meeting, from time to time declare dividends, but no such dividend shall be payable except out of the profits of the Company. The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company, and may also from time to time, if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any shares are made payable on fixed dates. No higher dividend shall be paid than is recommended by the Directors, and the declaration of the Directors as to the amount of the net profits shall be conclusive. Declaration of dividends

Directors may form
reserve fund and
invest

109. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or for equalising dividends, or for distribution by way of special dividend or bonus, or may be applied for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company.

Dividend warrants
to be sent to
members by post

110. Every dividend warrant may, unless otherwise directed, be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name at the date of the declaration of the dividend appears on the register of members as the owner of any share, or, in the case of joint holders, of any one of such joint holders, shall be a good discharge to the Company for all payments made in respect of such share.

Unpaid dividends
not to bear
interest

111. No unpaid dividend or interest shall bear interest as against the Company.

CAPITALISATION OF RESERVES, ETC.

112. The Company in General Meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and—

- (A) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares or debentures of the Company, and any sum carried to reserve as a result of the sale or re-valuation of or other accretion to the assets of the Company; or
- (B) being undivided net profits in the hands of the Company,

be capitalised, and that such sum be appropriated as capital to and amongst the ordinary shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares, and in

such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares or debentures of the Company on behalf of the ordinary shareholders aforesaid, and appropriate such shares or debentures and distribute the same credited as fully paid up to and amongst such shareholders in the proportions aforesaid in satisfaction of the shares and interests of such shareholders in the said capitalised sum or shall apply such sum or any part thereof on behalf of the shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued ordinary shares held by such shareholders or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares or debentures in trustees upon such trusts for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of any shares to be distributed as aforesaid shall be delivered to the Registrar of Companies for registration in accordance with Section 42 of the Companies Act 1929, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution and such appointment shall be effective.

ACCOUNTS.

113. The Directors shall cause proper accounts to be kept— Accounts to be kept

- (A) Of the assets and liabilities of the Company, and
- (B) Of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place, and
- (C) Of all sales and purchases of goods by the Company.

The books of account shall be kept at the office, or at such other place as the Directors shall think fit, and shall always be open to the inspection of the Directors. Books to be kept at registered office

114. The Directors shall from time to time determine whether, in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what Inspection of accounts and books

conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by Statute or authorised by the Directors or by a resolution of the Company in General Meeting.

Profit and loss
account to be
made up and laid
before Company

Balance sheet to be
made out yearly

115. Once at least in every year the Directors shall lay before the Company in General Meeting a profit and loss account for the period since the preceding account, or (in the case of the first account) since the incorporation of the Company, made up to a date not more than six months before such meeting. A balance sheet shall also be made out in every year as at the date to which the profit and loss account is made up, and shall be laid before the Company in General Meeting. The said account and balance sheet shall be accompanied by such reports and documents and shall contain such particulars as are prescribed by the Companies Act 1929, and the Directors shall in their report state the amount which they recommend to be paid by way of dividend, and the amount (if any) which they propose to carry to any reserve or reserve fund. The Auditors' report shall be attached to the balance sheet and shall be read before the Company in General Meeting and be open to inspection by any member as required by Section 129 of the same Act.

AUDIT.

Accounts to be
audited annually
at least

116. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors, and the provisions of Sections 132, 133 and 134 of the Companies Act 1929 and any modification or re-enactment thereof for the time being in force in regard to audit and Auditors shall be observed.

NOTICES.

How served

117. A notice or any other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members.

How joint holders
of shares may be
served

118. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to the holders of such share.

119. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have served upon him at such address any notice to which he would be entitled under these Articles, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Members abroad
not entitled to
notices unless they
give address

120. A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives or trustees of such deceased or bankrupt member, at the address (if any) in the United Kingdom supplied for the purpose by such persons as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.

Notices in case
of death or
bankruptcy

121. Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter.

When service
effected

122. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall be counted in such number of days or other period, but not the day of the meeting or other event specified in the said notice.

How time to be
counted

WINDING UP.

123. If the Company shall be wound up, the Liquidators may, with the sanction of an Extraordinary Resolution, divide among the members in specie any part of the assets of the Company, and any such division may be otherwise than in accordance with the existing rights of the members, but so that if any division is resolved on otherwise than in accordance with such rights the members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 234 of the Companies Act 1929. A Special Resolution sanctioning a sale to another company, duly passed pursuant to the said section may, in like manner, authorise the distribution

Distribution of
assets in specie

of any shares or other consideration receivable by the Liquidators amongst the members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the members, subject to the right of dissent and consequential rights conferred by the said section.

INDEMNITY.

124. 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 (including any such liability as is mentioned in paragraph (c) of the proviso to Section 152 of the Companies Act 1929), which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, 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 the said section.

30

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

TITO GIUSTI -
33 Fitzroy Road - N.W.1
manufacturer.
Tito Giusti

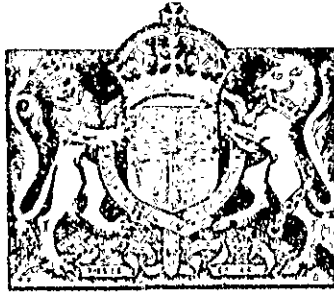
RODO BENVENUTO GIUSTI.
33, Fitzroy Road N.W.1.
manufacturer.
Rodo Giusti

Dated this 23rd day of December 1936.

Witness to the above Signatures—

E. B. B. Hall
44 Mulvern Road
Thornton Heath
Surrey
Company Secretary

No. 322670



Certificate of Incorporation

I Hereby Certify,

That

E. GIUSTI & SON LIMITED

is this day Incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at London this second day of January One Thousand Nine Hundred and thirty-seven.

W. A. McKenna

Registrar of Companies.

Certificate received by D. A. S. Kilmer for Theodore Fiddler and Co.

10 St. James's Place, London, W.C.2

Date 4th January 1937

COMPANY LIMITED BY SHARE

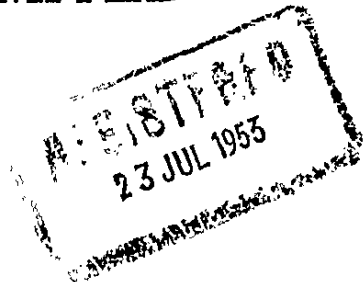


Special Resolutions

OF

T. GIUSTI & SON LIMITED

Passed 17th July 1953.



At the ANNUAL GENERAL MEETING of T. GIUSTI & SON LIMITED.
held at the registered office of the Company on Friday, the 17th day
of July 1953, at 11 o'clock in the forenoon, the following Resolutions
were duly passed :—

SPECIAL RESOLUTIONS

1. That the capital of the Company be increased to £20,000 by the creation of 10,000 new Ordinary Shares of £1 each ranking for dividend and in all other respects *pari passu* with the existing shares in the Company and henceforth to be called, together with the existing Ordinary Shares, Ordinary Shares.

2. That the sum of £10,000 be transferred to general reserve from the balance of profit and loss appropriation account as at 30th September 1952, and that this general reserve be capitalised by the creation of 10,000 Ordinary Shares of £1 each fully paid as bonus shares, such shares to be distributable as fully paid among the persons who were registered as holders of the Ordinary Shares of the Company on the 30th day of June 1953 at the rate of one fully paid share for every one share of £1 each of the Company held by such holders respectively, such fully paid shares to rank for dividend as from the 1st day of July 1953.

[Signature]
Chairman.



THE COMPANIES ACT 1948

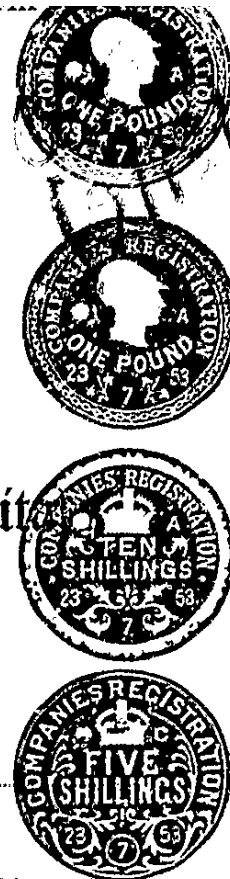
Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

T. GIUSTI AND SON

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).

Presented by

Trotter, Leaf & Pitcairn,

56 Victoria Street,

Westminster, S.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;
28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS



TO THE REGISTRAR OF COMPANIES.

T. GIUSTI AND SON

..... Limited, hereby gives you notice, pursuant to
* "Ordinary," Section 63 of the Companies Act, 1948, that by a * Special
"Extra-ordinary," or
"Special," Resolution of the Company dated the 17th day of July 1953.

the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £10,000.

beyond the Registered Capital of £10,000.

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
10,000.	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:—

Ranking for dividend and in all respects pari
passu with the existing shares in the Company.

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

Signature

L. H. Humphrey

State whether Director
or Secretary

Director.

Dated the

23rd

day of

July

1953.

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

Number of
Company | 322,670 / 44

Form No. 26a

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)



COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital

OF

T. GIUSTI & SON

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

Trotter, Leaf & Pitcairn,

56 Victoria Street,

Westminster, S.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; 28-30 John Dalton Street, Manchester, 2; 75 St. Mary Street, Cardiff; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

T. GIUSTI & SON

Limited

has by a Resolution of the Company dated
17th, July 1953 been increased by
the addition thereto of the sum of £ 10,000.,
divided into :—

10,000 Ordinary Shares of £1. each

Shares of each

beyond the registered Capital of Ten Thousand
Pounds

Signature.....

b. H. Humphrey

(State whether Director or Secretary) Director

Dated the

23rd

day of

July

1953

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

222670 / 50

The Companies Act 1948.



COMPANY LIMITED BY SHARES.

Special Resolution

(Pursuant to s. 141 (2))

OF

T. GIUSTI & SON LIMITED

REGISTERED

25 JUL 1956

Passed 20th. July 1956.

Stated
PK.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Belle Isle Works, York Way, Islington, on the *20th.* day of *July* 1956, the subjoined 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.

[Signature]
Director.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

T. GIUSTI & SON LIMITED

(Adopted by Special Resolution passed on the day of 1956)

PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to the Companies Act 1929 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 First 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 is 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 £20,000, divided into 20,000 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. Any share of a deceased member may be transferred to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement. Save as aforesaid the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

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

PROCEEDINGS AT GENERAL MEETINGS.

10. 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.

11. 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 six. The Directors at the date of the adoption of these Articles are—Tito Giusti, Raolo Benvenuto Giusti, William Marshall Dunn and Cecil Howard Humphrey.

12. The qualification of a Director shall be the holding of one share of the Company. A Director may act before acquiring his qualification.

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

BORROWING POWERS.

14. 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.

POWERS AND DUTIES OF DIRECTORS.

15. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

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 generally.
- (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 by a resolution duly passed pursuant to 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.

PROCEEDINGS OF DIRECTORS.

19. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so

appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, while holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

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.

ACCOUNTS.

21. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158 (1) (e) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP.

22. 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.

23. 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
T. GRIST & SON LIMITED, referred to in the Special
Resolution of the Company passed on the 20th day
of July 1956.


Chairman.

222670/59

The Companies Act, 1948

COMPANY LIMITED BY SHARES



Special Resolutions

OF

T. GIUSTI & SON LIMITED

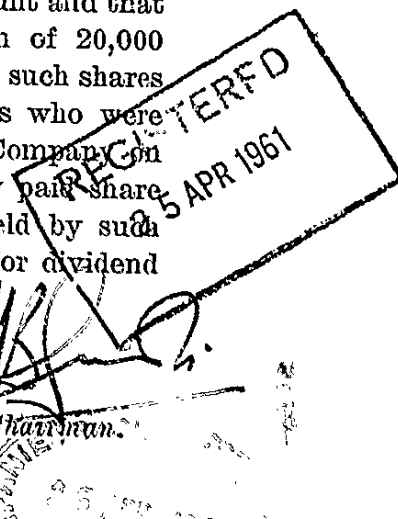
Passed 21st April, 1961

AT the ANNUAL GENERAL MEETING of T. GIUSTI & SON LIMITED,
held at the registered office of the Company on Friday, the 21st day
of April, 1961, at 11 o'clock in the forenoon, the following RESOLUTIONS
were duly passed :—

SPECIAL RESOLUTIONS

1. That the capital of the Company be increased to £50,000 by the creation of 30,000 new Ordinary Shares of £1 each ranking for dividend and in all other respects *pari passu* with the existing shares in the Company and henceforth to be called, together with the existing Ordinary Shares, Ordinary Shares.

2. That the sum of £20,000 be transferred to general reserve from the balance of profit and loss appropriation account and that this general reserve be capitalised by the creation of 20,000 Ordinary Shares of £1 each fully paid as bonus shares, such shares to be distributable as fully paid among the persons who were registered as holders of the Ordinary Shares of the Company on the 31st day of March, 1961, at the rate of one fully paid share for every one share of £1 each of the Company held by such holders respectively, such fully paid shares to rank for dividend as from the 1st April, 1961.



Number of } 322670/100
Company }

Form No. 10

THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

Insert the
Name
of the
Company

T. GIUSTI & SON

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).

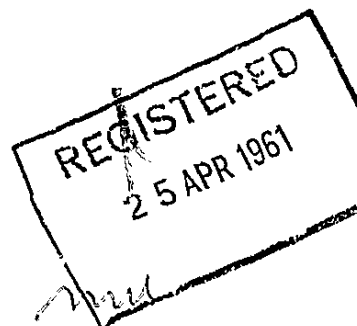
A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

TROTTER, LEAF & PITCAIRN,

56 VICTORIA STREET,

WESTMINSTER, S.W.1.



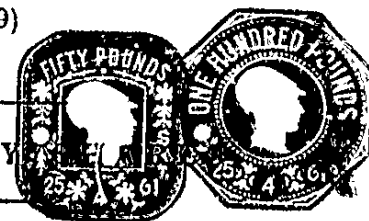
The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff, 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY



Statement of Increase of the Nominal Capital

OF

T. GIUSTI & SON

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.

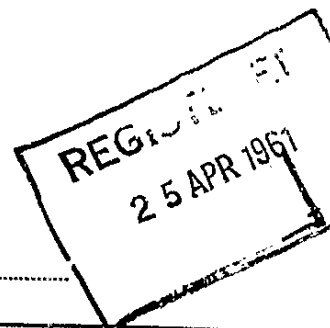
This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the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

Presented by

TROTTER, LEAF & PITCAIRN,

56 VICTORIA STREET,

WESTMINSTER, S.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; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

T. GIUSTI & SON

Limited

has by a Resolution of the Company dated

21st April 1961 *been increased by*

*the addition thereto of the sum of £*30,000.*,*

divided into :—

30,000 Ordinary *Shares of* £1. *each*

Shares of each

beyond the registered Capital of £20,000.

Signature B. Humphrey

(State whether Director or Secretary) Secretary

Dated the 25th day of April 1961

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

Company No. 322670



The Companies Act, 1948.

COMPANY LIMITED BY SHARES

Special Resolutions

OF

T. GIUSTI & SON LIMITED.

Passed the 24th day of March 1966.

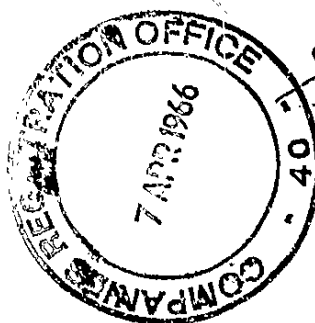
REGISTERED

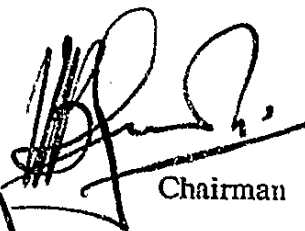
7 APR 1966

At an EXTRAORDINARY GENERAL MEETING of T. Giusti & Son Limited, held at the Registered Office on Thursday the 24th day of March, 1966, the following RESOLUTIONS were duly passed:

SPECIAL RESOLUTIONS

1. That the Capital of the Company be increased to £75,000 by the creation of 25,000 new Ordinary Shares of £1 each, ranking for dividend and in all other respects *pari passu* with the existing shares in the Company and henceforth to be called, together with the existing Ordinary Shares, Ordinary Shares.
2. That the sum of £20,000 be transferred to general reserve from the balance of the profit and loss appropriation account and that this general reserve be capitalised by the creation of 20,000 Ordinary Shares of £1 each fully paid as bonus shares, such shares to be distributable as fully paid among the persons who were registered as holders of the Ordinary Shares of the Company on the 28th February, 1966, at the rate of two fully paid shares for every five shares of £1 each of the Company held by such holders respectively, such fully paid shares to rank for dividend as from the 1st March, 1966.




Chairman

Number of
Company

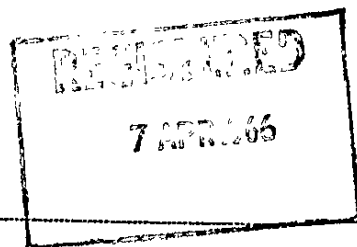
32267



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63



Insert the
Name
of the
Company

J. Smith & Co. Limited

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).

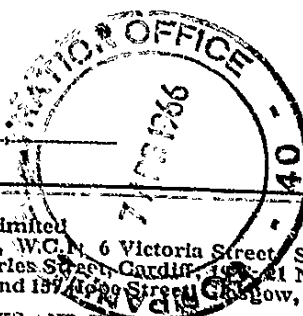
A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act).

Presented by

Fisher, Conway, Fenton & Co.,

Chancery House,

Chancery Lane, W.C.2.



The Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff, S.W.1; 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 George Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES,

J. Kinsell & Son

Limited, hereby gives you notice, pursuant to

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

Section 63 of the Companies Act, 1948, that by a * *special*
Resolution of the Company dated the *24th* day of *March* 196*6*

the Nominal Capital of the Company has been increased by the addition thereto of
the sum of £ *25,000* beyond the Registered Capital
of £ *50,000*

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
<i>25,000</i>	<i>Ordinary</i>	<i>£1</i>

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:—

*To rank pari passu in all respects
with the existing ordinary shares
of the Company*

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

Signature

State whether Director
or Secretary

Dated the *5th* day of *April* 196*6*

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

Number of 322670
Company 75

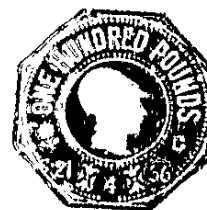
Form No. 26a

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES

Statement of Increase of the Nominal Capital OF



J. Sinati & Co.
LIMITED

REGISTERED

7 APR 1936

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

Fisher, Conway, Fenton & Co.,

Chancery House,

Chancery Lane, W.C.2.

The Solicitors' Law Stationery Society, Limited.

191-192 Fleet Street, E.C.4; 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; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

THE NOMINAL CAPITAL

OF

I Limited
Limited

has by a Resolution of the Company dated
24th March 1966 been increased by
the addition thereto of the sum of £25,000,
divided into:—

25,000 Ordinary Shares of £1 each
Shares of _____ each

beyond the registered Capital of 50,000

Ordinary Shares of £1 each
fully paid

Signature _____

(State whether Director or Secretary)

Director

Dated the 5th day of April 1966.

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

Company No. 322670. 192

The Companies Acts, 1948 to 1967.

COMPANY LIMITED BY SHARES

Ordinary & Special Resolutions

OF

T. GIUSTI & SON LIMITED.

Passed the 18th day of March 1971.

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held at The Dorchester Hotel, Park Lane, London, W.1. on Thursday the 18th day of March 1971, the following ORDINARY & SPECIAL RESOLUTIONS was duly passed:—

ORDINARY RESOLUTIONS

1. That the Capital of the Company be increased to £100,000 by the creation of 25,000 Ordinary Shares of £1 each, ranking for dividend and in all other respects *pari passu* with the existing shares in the Company and henceforth to be called, together with the existing Ordinary Shares, Ordinary Shares.
2. That the sum of £25,000 be transferred to general reserve from the balance of the profit and loss appropriation account and that this general reserve be capitalised by the creation of 25,000 Ordinary Shares of £1 each fully paid as bonus shares, such shares to be distributable as fully paid among the persons who were registered as holders of the Ordinary Shares of the Company on the 31st March 1971, at the rate of one fully paid share for every three shares held by such holders respectively, such fully paid shares to rank for dividend as from the 1st April 1971.

SPECIAL RESOLUTIONS

3. That the Articles of Association be amended under the heading of "Directors", by the deletion of Paragraph 12, Qualification of a Director.
4. That the Articles of Association be amended under the heading "Rotation of Directors", by the substitution of the words in Paragraph 18 with "At the Annual General Meeting in every year all the Directors for the time being shall retire from Office".

[Signature]
Chairman

W. DEAN & CO. LTD

322670 | 93

06.25

I want fair price with the
existing ordinary shares

1. A copy of the resolution
2. A remittance for (a) registration fees (b) companies capital duty
3. ~~A letter stating that a claim for relief of companies capital duty has been or will be made pursuant to Section 55 of the Finance Act, 1927~~

companies capital and has been
Finance Act, 1927.

AREA 7. B.

1471 April 1971

Presented by: FISHER, CONWAY, FENTON
CHANCERY HOUSE
CHANCERY LAING, W

FBI REGISTRATION OFFICE
20 APR 1971
Form No. 104

Form No. 104
(See notes overleaf)

No. of Company.....322670

1115

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company.....T. GIUSTI & SON.....Limited*

hereby gives you notice that by ordinary/extraordinary/special** resolution of the company dated the
8th September, 1980, the nominal capital of the company has been increased by the
addition thereto of a sum of £ 200,000 beyond the registered capital of £100,000

The additional capital is divided as follows:-

Number of shares	Class of share	Nominal amount of each share
200,000	Ordinary	£1

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

(If any of the shares are preference shares state whether they are redeemable or not)

The new shares rank pari passu with the existing Ordinary Shares
in the Capital of the Company.

Signed.....

State whether

Director or Secretary.....

Director

Date.....

8th September, 1980

* Delete "Limited" if not applicable

** Delete as necessary

(see notes overleaf)

Presented by:

Chancery House (C.S.) Limited

Chancery House,
Chancery Lane,
London, WC2A 1SF



Presentor's reference: LL/333

Form No.10

Margin reserved for binding

Company No. 322670

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

T. GIUSTI & SON LIMITED

Passed on 8th September, 1980

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company duly convened and held at Chancery House, Chancery Lane, London W.C.2. on the 8th September, 1980, the following ORDINARY RESOLUTIONS were duly passed:

1. That the Nominal Capital of the Company be increased from £100,000 to £300,000 by the creation of 200,000 Ordinary Shares of £1 each.
2. That the sum of £200,000 by way of a Bonus Issue (being part of the sum now standing to the credit of the Company's Profit and Loss Account) be capitalised and accordingly that the amount be appropriated to the Members in accordance with their rights and be applied in paying up in full the sum totalling 200,000 Ordinary Shares of £1 each in the capital of the Company and that such shares be allotted, distributed and credited, as fully paid up to and amongst the holders of the existing Ordinary Shares.

.....
Director

98

3

THE COMPANIES ACTS 1948 TO 1976

A

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

Pursuant to section 3(1) of the Companies Act 1976

Please do not
write in this
binding margin

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

To the Registrar of Companies

For official use

Company number

1122

X 322670

Name of company

*delete if
inappropriate

X T. GIUSTI - SON Limited*

Note

Please read
notes 1 to 5
overleaf before
completing this
form

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 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 as shown below:

Day Month

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

†delete as
appropriate

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

Day Month Year

3	0	0	9	1	9	8	2
---	---	---	---	---	---	---	---

See note 4(c) and
complete if
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 3(6)(c) of the Companies Act 1976, the following statement should be completed:

‡delete as
appropriate

The company is a [subsidiary] [holding company]‡ of GIUSTI PRODUCTS LTD

company number 466174

the accounting reference date of which is

§delete as
appropriate

Signed

X *M. M. M. M.*

[Director] [Secretary] §Date

X 5/4/82

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

T. GIUSTI - SON LTD
202-214 YORK WAY
LONDON N7.

For official use
General section

Post room



Company No. 322670 | 126

THE COMPANIES ACT 1948 to 1983

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

T GIUSTI AND SON LIMITED

Passed on 30 November 1984

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held at 202/214 York Way Kings Cross London N7 9AW on the 30 November 1984 the following ORDINARY RESOLUTIONS were duly passed:

1. That the Nominal Capital of the Company be increased from £300,000 to £600,000 by the creation of 300,000 Non-Voting Ordinary Shares of £1 each ranking for distribution and in all other respects with the existing Ordinary Shares except for voting rights at General Meetings of the Company.
2. That the sum of £100,000 by way of a Bonus Issue (being part of the sum now standing to the credit of the Company's Profit and Loss Account) be capitalised and accordingly that the amount be appropriated to the Members in accordance with their rights and be applied in paying up in full the sum totalling 100,000 Non-Voting Ordinary Shares of £1 each in capital of the Company and that such shares be allotted, distributed and credited, as fully paid up to and amongst the existing share holders of the Company.



Director

30/11/84



Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1981

Notice of Increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

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

To the Registrar of Companies

For official use Company number

12h

322670

*delete if
inappropriate

Name of Company

T GIUSTI AND SON LIMITED

Limited*

†delete as
appropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

~~extraordinary~~ resolution of the company dated 30 November 1984

the nominal capital of the company has been increased by the addition thereto of the sum of
£300,000.00 beyond the registered capital of £300,000.00

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
300,000	Non-Voting Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. 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 new shares rank pari-parsu except for
voting rights at General Meetings of the
Company

Please tick here if
continued overleaf

†delete as
appropriate

Signed

[Director] [Secretary] Date 30th November 1984

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

LLLP/333
Chancery House (C.S.) Ltd
Chancery House
Chancery Lane
London WC2A 1SF

For official use
General section

Post room



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

22

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

To the Registrar of Companies

For official use

Company number

[13] [V]

322670

Name of company

* T. GIUSTI & SON 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 as shown below:

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

Day Month

3 1 1 0

† delete as appropriate

The current accounting reference period of the company is to be treated as ~~31st October 1985~~ [extended]† and ~~31st October 1986~~ [will come to an end]† on

Day Month Year

3 1 1 0 1 9 8 6

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 October

Signed

[Director] [Secretary]† Date

20.8.86

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

The Secretary
T. Giusti & Son Limited,
Tygan House,
The Broadway,
Cheam, Surrey

For official Use
General Section

Post room



Notice of resignation of an auditor

J390

Pursuant to section 390 of the Companies Act 1985

Company number

322670

140

Name of Company T. GIUSTI & SON LTD.

Registered Office Rixon Road, Finedon Road Industrial Estate,
Wellingborough, Northants. NN8 4BA.

*delete as appropriate

I/We* FISHER, CONWAY, FENTON & CO.
of Chancery House, Chancery Lane,
London WC2A 1SF.

hereby give notice that in accordance with section 390 of the Companies Act 1985 ~~I/we~~ resign as auditor(s)
of the above company as from 1st October 1986

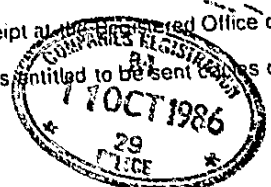
- (a) ~~I/We~~ confirm that in connection with ~~my~~ our resignation there are no circumstances which ~~I/we~~ consider should be brought to the notice of members or creditors of the company.
- (b) ~~I/We~~ consider the following circumstances connected with ~~my~~ our resignation should be brought to the notice of the members or creditors of the company:-

Signed

Fisher Conway Fenton

NOTE

1. A copy of this notice has to be sent to the Registrar of Companies within 14 days of its receipt at the Registered Office of the company
2. A copy of any circumstances stated at (b) above, to every person who under section 240 is entitled to be sent copies of the accounts.





COMPANIES FORM No. 123

**Notice of increase
in nominal capital**

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

322670

Name of company

* T. GIUSTI & SON LIMITED

* insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 26TH OCTOBER 1988 the nominal capital of the company has been
increased by £ 1,135,000 beyond the registered capital of £ 600,000.

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.‡

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

ORDINARY £1 VOTING SHARES RANKING PARI PASSU
WITH THE EXISTING ORDINARY £1 VOTING SHARES

Please tick here if
continued overleaf

☐

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

Signed

R. D. Peate

Designation‡ SECRETARY

Date 10th November 1988

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

R. D. PEATE
166 HIGH HOLBORN
LONDON
WC1V 6TT

For official Use
General Section

Post room

COMPANIES HOUSE

30 NOV 1988

M

S

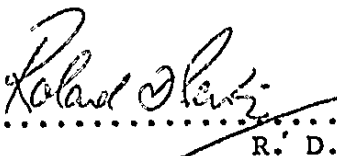
T. GIUSTI & SON LIMITED

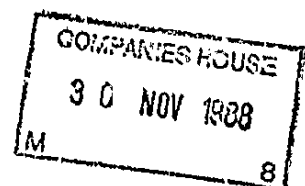
The following is a true extract from the minutes of an Extraordinary General Meeting held on 26th October 1938.

INCREASE IN
AUTHORISED
SHARE CAPITAL:

IT WAS RESOLVED THAT the share capital of the Company be and is hereby increased from £600,000 to £1,735,000 by the creation of 1,135,000 new ordinary voting shares of £1 each ranking pari passu in all respects with the existing voting shares of £1 each.

I certify the above is a true extract.


.....
R. D. PEATE
Secretary



G**COMPANIES FORM No. 88(3)****Particulars of a contract
relating to shares allotted
as fully or partly paid up
otherwise than in cash****88(3)** PASSED FOR FILING

Pursuant to section 88(3) of the Companies Act 1985

Please do not
write in
this margin**Note: This form is only for use when the contract
has not been reduced to writing**Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--	--	--

322670

Please do not
write in the space
below. For Inland
Revenue use only

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount.

Name of company

* Insert full name
of company

* T. GIUSTI & SON LIMITED

gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or partly paid up otherwise than in cash	1,135,000
---	-----------

2 The nominal value of each such share	£ 1
--	-----

3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£ 1
b The value of each share allotted i.e. the nominal value and any premium	£ 1
c The amount to be considered as paid up in respect of b	£ 1

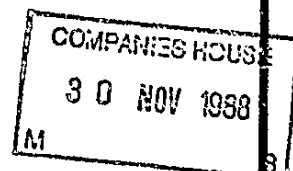
4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8, state the nature and amount of such consideration, and the number of shares allotted	CAPITALISATION OF £1,135,000 OF LOANS SHARES ALLOTTED 1,135,000 ORDINARY SHARES.
--	--

Presenter's name address and
reference (if any):R.D. PEATE
166 HIGH HOLBORN
LONDON WC1V 6TT

For official Use

Capital Section

Post room



5 If the allotment is a bonus issue, state the amount of reserves capitalised in respect of this issue	£ —	
--	-----	--

6 If the allotment is made in consideration of the release of a debt, e.g., a director's loan account, state the amount released	£ 1,135,000	
--	-------------	--

7 If the allotment is made in connection with the conversion of loan stock, state the amount of stock converted in respect of this issue	£ —	
--	-----	--

8 If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give below:		
a brief description of property:		
N/A		
b full particulars of the manner in which the purchase price is to be satisfied	£	p
Amount of consideration payable in cash or bills		
Amount of consideration payable in debentures, etc.....		
Amount of consideration payable in shares		
<i>Liabilities of the vendor assumed by the purchaser:</i>		
Amounts due on mortgages of freeholds and/or leaseholds including interest to date of sale		
Hire purchase etc debts in respect of goods acquired ...		
Other liabilities of the vendor,.....		
Any other consideration		

Please do not write in this margin

* Where such properties are sold subject to mortgage, the gross value should be shown

9 Give full particulars in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:

	£
Legal estates in freehold property and fixed plant and machinery and other fixtures thereon*	N/A
Legal estates in leasehold property*	
Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures)	
Equitable interests in freehold or leasehold property*	
Loose plant and machinery, stock-in-trade and other chattels (plant and machinery should not be included under this head unless it was in actual state of severance on the date of the sale)	
Goods, wares and merchandise subject to hire purchase or other agreements (written down value)	
Goodwill and benefit of contracts	
Patents, designs, trademarks, licences, copyrights, etc.	
Book and other debts	
Cash in hand and at bank on current account, bills, notes, etc	
Cash on deposit at bank or elsewhere	
Shares, debentures and other investments	
Other property	

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

Signed

Designation†

Date

§ This certificate must be signed by the persons to whom the shares have been allotted, as well as by an officer of the company.

Certificate of value§

It is certified that the transaction effected by the contract does not form part of a large transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £

Signed _____ Date _____

Signed _____ Date _____

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

--	--	--	--

322670

Name of company

* T. GIUSTI & SON 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

Day Month Year

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

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

† 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 76230the 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 [Signature]Designation: SECRETARYDate 14.3.89

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

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

For official Use
General Section

Company Number : 322670

The Companies Act 1929
and
The Companies Act 1948
and
The Companies Act 1985

COMPANY LIMITED BY SHARES

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
T. GIUSTI LIMITED****

Incorporated on the 2nd day of January 1937

CONSTANT & CONSTANT

Sea Containers House
20 Upper Ground
Blackfriars Bridge
LONDON SE1 9PD



No. 322670

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that T. GIUSTI & SON LIMITED is this day Incorporated
under the Companies Act 1929, and that the Company is Limited.

Given under my hand at London, this Second day of January One thousand
nine hundred and thirty-seven.

W.A. McKEARS,

Registrar of Companies.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 322670

I hereby certify that

T.GIUSTI & SON LIMITED

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

T. GIUSTI LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 2 OCTOBER 1950

A. M. Evans.
A. M. EVANS

an authorized officer

The Companies Act 1929

COMPANY LIMITED BY SHARES

MEMORANDUM
OF ASSOCIATION

OF

T. GIUSTI & SON LIMITED**

1. The name of the Company is "T. GIUSTI & SON LIMITED",**
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are -
 - (1) To acquire as a going concern and carry on the business heretofore carried on by Mr. Tito Giusti and Mr. Raolo Benvenuto Giusti under the name or style of "T. Giusti & Son," and with a view thereto to enter into and carry into effect, with or without modification, the agreement referred to in Clause 3 of the Articles of Association,
 - (2) To carry on business as mechanical engineers and toolmakers, machinists, fitters, motor and electrical engineers, constructional engineers, cold storage and refrigerator engineers, and manufacturers and distributors of and dealers in ice-cream making plant, ice-cream servers, churns, coolers, refrigerators and refrigerating plant, sterilisers, presses, boilers,

pumps, tanks, vats, cans and all kinds of machinery, implements, tools, utensils and equipments and their component parts and accessories.

(3) To carry on business as iron and metal founders, smelters, steelmakers and converters, metal refiners and workers, metallurgists, tube makers, boiler-makers, millwrights, manufacturers of all kinds of engines, motors, vehicles, ships, aircraft, armaments and their component parts and accessories, metal merchants, joiners, woodworkers, manufacturing chemists, scientific instrument and equipment makers, galvanisers, welders, electric and chromium platers, polishers, painters, garage proprietors, carriers, oil and fuel merchants, builders, carpenters, shop, office, factory and warehouse fitters and equippers, decorators, painters, tinsmiths, watchmakers and jewellers, goldsmiths and silversmiths, fancy goods dealers, ironmongers and hardware dealers, bankers and general merchants, importers, exporters, shipowners, charterers of ships or other vessels, lightermen, stevedores, ship and insurance brokers, forwarding agents, wharfingers, warehousemen and commission agents.

(4) To carry on business as consulting engineers, draughtsmen, engineers and general designers, blue print makers, lithographers, photographers, printers, surveyors and valuers, estate agents and managers; to act as engineers, agents and merchants, and generally to undertake and execute agencies and commissions of any kind.

(5) To establish, provide, maintain, conduct or otherwise subsidise research laboratories or experimental workshops of scientific, technical or mechanical research and experiments, and to undertake and prosecute scientific, technical and mechanical tests and experiments of all kinds, and generally to promote such

scientific, technical and mechanical studies, investigations and researches as may be considered likely to assist any of the businesses which the Company is authorised to carry on.

- (6) To carry on any other trade or business whatsoever, whether subsidiary or not, which can in the opinion of the Board, be advantageously or conveniently carried on by the company by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (7) To purchase or otherwise acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation, carrying on any business which this Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of this Company.
- (8) To take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (9) To purchase, take on lease or in exchange, hires, or otherwise acquire, any real or personal property, buildings, patents, patent rights, licences, concessions, easements, secret processes, rights or privileges which the Board may think desirable in the interests of the Company, and to use, improve, develop, dispose of, let on lease, grant licenses and generally turn the same to account in any manner which the Board may consider expedient.

- (10) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares, or by the issue of securities, or partly in one mode and partly in another, and generally on such terms as may be determined.
- (11) To borrow or raise or secure the payment of moneys by mortgage, or by the issue of debentures or debenture stock, perpetual or otherwise, or in such other manner as the Company shall think fit, and for the purposes aforesaid or for any other lawful purpose to charge all or any of the Company's property or assets, present and future, including its uncalled capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance, and to redeem, purchase or pay off any such securities.
- (12) To enter into any arrangement with any government or authorities, supreme, municipal, local or otherwise, and to obtain from any such government or authority all rights, concessions and privileges that may seem conducive to the Company's objects or any of them.
- (13) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (14) To establish or support pension and superannuation funds, and to grant pensions, allowances, gratuities and bonuses to employees and ex-employees and Directors and ex-Directors or other officers or ex-officers of the Company, or of its subsidiary companies or predecessors in business, their widows, children and dependents, and to subscribe to benevolent and other funds for the benefit of such persons, and to subscribe or to assist in the promotion of any charitable, benevolent or public purpose or object which may, in the opinion of the

Directors, be calculated directly or indirectly to benefit the Company or its employees or to advance the objects or interests of the Company.

- (15) To lend money on any terms that may be thought fit, and particularly to customers or other persons or corporations having dealings with the Company, and to give any guarantees that may be deemed expedient.
- (16) To invest and deal with any moneys of the Company not required for the purposes of its business in such investments or securities as may be thought expedient.
- (17) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any persons or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which this Company is authorised to carry on or conduct or from which this Company would or might derive any benefit, whether direct or indirect.
- (18) To amalgamate with any other company or companies.
- (19) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures stock or securities of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (20) To promote any company or companies for the purpose of its or their acquiring all or any of the property, rights and liabilities of the Company or for any other

purposes which may seem directly or indirectly calculated to benefit this Company.

- (21) To guarantee the payment of moneys secured by or payable under or in respect of, or the performance of, bonds, debentures, debenture stock, shares, contract, mortgage charges, obligations and securities of any company, whether British, Colonial or foreign, or of any person whomever.
- (22) To obtain any Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company.
- (23) 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 or in whose business or undertakings the Company is interested, either directly or indirectly.
- (24) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.
- (25) To remunerate any parties for services rendered or to be rendered in placing or assisting to place any 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.

- (26) To undertake and execute any trusts and undertaking which may seem desirable, and either gratuitously or otherwise.
- (27) To distribute any of the Company's property among the members in specie.
- (28) To establish and maintain local registers, agencies and branch places of business, and procure the Company to be registered or recognised to carry on business in any part of the world.
- (29) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.
- (30) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that in the interpretation of this clause the powers conferred on the Company by any paragraph shall not be restricted by reference to any other paragraph, and that in the event of any ambiguity this clause and every paragraph thereof shall be construed in such a way as to widen and not to restrict the power of the Company.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £10,000, divided into 10,000 shares of £1 each.*

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
--	---

TITO GIUSTI, 33 Fitzroy Road, NW1	One share
Manufacturer	

Tito Giusti

RAOLO BENVENUTO GIUSTI 33 Fitzroy Road, NW1	One share
Manufacturer	

Raolo B Giusti

Dated this 23rd December 1936.

Witness to the above signatures:-

C.G. BOXALL,
49 Malvern Road,
Thornton Heath,
Company Secretary.

*

Note:-

1. By Special Resolutions passed on 17th July 1953 the authorised share capital of the company was increased from £10,000 divided into 10,000 ordinary shares of £1 each to £20,000 divided into 20,000 ordinary shares of £1 each by the creation of 10,000 ordinary shares of £1 each ranking pari passu and identical with existing ordinary shares. Further, the sum of £10,000 be transferred to general reserve from the balance of profit and loss account as at 30th September 1952, and that this general reserve be capitalised by the creation of 10,000 ordinary shares of £1 each fully paid as bonus shares among the persons who are registered as holders of the ordinary shares of the company on 30th June 1953 at the rate of 1 fully paid share for every 1 share of £1 each of the company.

2. By Special Resolutions passed on 21st April 1961 the authorised share capital of the company was increased from £20,000 divided into 20,000 ordinary shares of £1 each to 50,000 ordinary shares of £1 each by the creation of 30,000 ordinary shares of £1 each ranking pari passu and identical with the existing ordinary shares. Further the sum of £20,000 was transferred to general reserve on the balance of profit and loss account to be capitalised by the creation of 20,000 ordinary shares of £1 each fully paid as bonus shares distributed among the persons who were registered as holders of the ordinary shares on 31st March 1961 at the rate of 1 fully paid share for every 1 share of £1 each of the company.

3. By an Ordinary Resolution passed on 26th March 1963 the sum of £10,000 was transferred to general reserve from the balance of profit and loss account, this general reserve to be capitalised by the creation of 10,000 ordinary shares of £1 each fully paid as bonus shares distributed as fully paid amongst the persons who were registered holders of the ordinary shares on the 31st March 1963 at the rate of 1 fully paid share for every 4 shares of £1 each.

4. By Special Resolutions passed on 24th March 1966 the authorised Share Capital of the company was increased from £50,000 divided into 50,000 ordinary shares of £1 each to £75,000 divided into 75,000 ordinary shares of £1 each by the creation of 25,000 ordinary shares of £1 each ranking pari passu and identical with the existing ordinary shares. Further the sum of £20,000 was transferred to general reserve from the balance of the profit and loss account and that this general reserve be capitalised by the creation of 20,000 ordinary shares of £1 each fully paid as bonus shares distributed amongst the persons who were registered as holders of the ordinary shares of the company on 28th February 1966 at the rate of 2 fully paid shares for every 5 shares of £1 each.

5. By Ordinary Resolutions passed on 18th March 1971 the company duly passed:-

i. The authorised share capital of the company be increased from £75,000 divided into 75,000 ordinary shares of £1 each to £100,000 divided into 100,000 ordinary shares of £1 each by the creation of 25,000 ordinary shares of £1 each each ranking pari passu and identical with the existing ordinary shares.

ii. The sum of 25,000 be transferred to general reserve from the balance of profit and loss account and that this general reserve be capitalised by the creation of 25,000 ordinary shares of £1 each fully paid as bonus shares distributed amongst the persons who were registered as holders of the ordinary shares on 31st March 1971 at the rate of 1 fully paid share for every 3 shares held.

By Special Resolutions passed on 18th March 1971 the company duly passed:-

iii That the Articles of Association were to be amended under the heading of "Directors", by the deletion of paragraph 12, qualification of a Director.

- iv. That the Articles of Association to be amended under the heading of "Rotation of Directors", by the substitution of the words in paragraph 18 with "at the Annual General Meeting in every year all the Directors for the time being shall retire from office."

7. By Ordinary Resolution passed on 8th September 1980 the authorised share capital of the company was increased from £100,000 divided into 100,000 ordinary shares of £1 each to £300,000 divided into £300,000 ordinary shares of £1 each by the creation of 200,000 ordinary shares of £1 each ranking *pari passu* and identical with the existing ordinary shares. Further, the sum of £200,000 by way of a bonus issue (the sum now standing to the credit of the company's profit and loss account) be capitalised and be appropriated to the members in accordance with their rights and be applied in paying up in full the sum totalling 200,000 ordinary shares of £1 each, such shares to be allotted, distributed and credited, as fully paid up and amongst the holders of the existing ordinary shares.

8. By Ordinary Resolutions passed on 30th November 1984 the nominal capital of the company was increased from £300,000 divided into 300,000 ordinary shares of £1 each to £600,000 divided into 300,000 ordinary shares of £1 each and 300,000 non-voting ordinary shares of £1 each by the creation of 300,000 non-voting ordinary shares of £1 each ranking for distribution and in all other respects with existing ordinary shares except for the voting rights at general meetings. Further the sum of £100,000 by way of bonus issue (now standing to the credit of the company's profit and loss account) be capitalised and be appropriated to the members in accordance with their rights and be applied in paying up in full the sum totalling 100,000 non-voting ordinary shares of £1 each in capital of the company and that such shares be allotted, distributed and credited, as fully paid up to and amongst the existing shareholders of the company.

9. At an extra-ordinary general meeting held on 26th October 1988 it was resolved by Ordinary Resolution that the share capital of the company be increased from £600,000 divided into 300,000 ordinary shares of £1 each and 300,000 non-voting ordinary shares of £1 each, to £1,735,000 divided into 1,435,000 ordinary shares of £1 each and 300,000 non-voting ordinary shares of £1 each, by the creation of 1,135,000 new ordinary voting shares of £1 each ranking *pari passu* in all respects with the existing voting shares of £1 each.

10. By an Elective Resolution on 27th August 1991 the company, in accordance with section 379A of the Companies Act 1985:-

- a. Dispensed with the laying of accounts and reports before the company in general meetings; and
- b. Dispensed with the holding of annual general meetings.

11. By an Elective Resolution of 1st September 1992 the company in accordance with section 379A of the Companies Act 1985 dispensed with the obligation to appoint auditors annually.

★★

Note:- By a Special Resolution on 18th September 1990 the name of the company was changed from "T. Giusti & Son Limited" to "T. Giusti Limited".

The Companies Act 1948

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

T. GIUSTI & SON LIMITED**

PRELIMINARY

1. The Regulations contained in Table A in the First Schedule to the Companies Act 1929 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 First 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 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 is 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 £20,000, divided into 20,000 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. Any share of a deceased member may be transferred to the executors or administrators of any such deceased member. Any share standing in the name of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement. Save as aforesaid the Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.

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

PROCEEDINGS AT GENERAL MEETINGS

10. 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

11. 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 six. The Directors at the date of the

adoption of these Articles are - Tito Giusti, Paolo Benvenuto Giusti, William Marshall Dunn and Cecil Howard Humphrey.

12. The qualifications of a Director shall be the holding of one share of the Company. A Director may act before acquiring his qualification.

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

BORROWING POWERS

14. 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.

POWERS AND DUTIES OF DIRECTORS

15. A Director may vote in respect of any contract or arrangement in which he is interested and be counted in the quorum present at any meeting at which any such contract or arrangement is proposed or considered, and if he shall so vote his vote shall be counted. This Article shall have effect in substitution for paragraphs (2) and (4) of regulation 84 of Table A, Part I, which paragraphs shall not apply to the Company.

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 generally.
- (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 by a resolution duly passed pursuant to 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.

PROCEEDINGS OF DIRECTORS

19. A Director may from time to time by notice in writing to the Company appoint any person approved by his co-Directors to act as an alternate Director at any meeting of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate Director so appointed may also be removed from his office by notice in writing to the Company given by the co-Directors of the Director by whom he was appointed. An alternate Director appointed under this Article shall not be required to hold any qualification or be entitled to any remuneration from the Company, but he shall be entitled, whilst holding office as such, to receive notice of meetings of Directors and to attend and vote thereat in place of and in the absence of the Director appointing him.

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.

ACCOUNTS

21. In regulation 127 of Table A, Part I, the words "and shall only have effect subject and without prejudice to the provisions of section 158(1)(c) of the Act" shall be inserted immediately after the words "joint holders of any shares or debentures" at the end of that regulation.

WINDING UP

22. 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

23. 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.

*

Note:- By Special Resolution passed on 20th July 1956 the company adopted a new set of Articles of Association in substitution for the regulations contained in the existing Articles of Association and to the exclusion thereof.

**

Note:- By a Special Resolution passed on 18th September 1990 the name of the company was changed from "T. Giusti & Son Limited" to "T. Giusti Limited".

T. GIUSTI & SON LIMITE

Passed 17th July 1953.

23 JUL 1953

AT the ANNUAL GENERAL MEETING of T. GIUSTI & SON LIMITED,
held at the registered office of the Company on Friday, the 17th day
of July 1953, at 11 o'clock in the forenoon, the following Resolutions
were duly passed:—

SPECIAL RESOLUTIONS

1. That the capital of the Company be increased to £20,000
by the creation of 10,000 new Ordinary Shares of £1 each ranking
for dividend and in all other respects *pari passu* with the existing
shares in the Company and hereafter to be called, together with
the existing Ordinary Shares, Ordinary Shares.

2. That the sum of £10,000 be transferred to general reserve
from the balance of profit and loss appropriation account as at
30th September 1952, and that this general reserve be capitalised
by the creation of 10,000 Ordinary Shares of £1 each fully paid
as bonus shares, such shares to be distributable as fully paid
among the persons who were registered as holders of the Ordinary
Shares of the Company on the 30th day of June 1953 at the rate
of one fully paid share for every one share of £1 each of the
Company held by such holders respectively, such fully paid shares
to rank for dividend as from the 1st day of July 1953.

H. K. Smith
Chairman.

23 JUL 1953

2886

322670 / 6
The Companies Act 1948.

COMPANY LIMITED BY SHARES.

Special Resolution

(Form No. 141 (2))

OF

T. GIUSTI & SON LIMITED

Stitch
Pa
Passed 30th July 1956.

REGISTERED.

25 JUL 1956

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Belle Isle Works, York Way, Ealington, on the 30th day of July 1956, the following 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.

[Signature]
Director.

12

AW 137

25 JUL 1956

322670/59

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolutions

OF

T. GIUSTI & SON LIMITED

Passed 21st April, 1961

AT the ANNUAL GENERAL MEETING of T. GIUSTI & SON LIMITED,
held at the registered office of the Company on Friday, the 21st day
of April, 1961, at 11 o'clock in the forenoon, the following RESOLUTIONS
were duly passed:—

SPECIAL RESOLUTIONS

1. That the capital of the Company be increased to £30,000 by the creation of 30,000 new Ordinary Shares of £1 each ranking for dividend and in all other respects *pari passu* with the existing shares in the Company and henceforth to be called, together with the existing Ordinary Shares, Ordinary Shares.

2. That the sum of £20,000 be transferred to general reserve from the balance of profit and loss appropriation account and that this general reserve be capitalised by the creation of 20,000 Ordinary Shares of £1 each fully paid as bonus shares, such shares to be distributable as fully paid among the persons who were registered as holders of the Ordinary Shares of the Company on the 31st day of March, 1961, at the rate of one fully paid share for every one share of £1 each of the Company held by such holders respectively, such fully paid shares to rank for dividend as from the 1st April, 1961.

REGISTERED
5 APR 1961

COMPANIES
25 APR 1961

2062

The Companies Act 1948

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

T. GIUSTI & SON LIMITED

Passed 26th March, 1963

AT the ANNUAL GENERAL MEETING of T. GIUSTI & SON LIMITED held at The Waldorf Hotel, Aldwych, London WC2 on Tuesday, the 26th day of March 1963, at 11 o'clock in the forenoon, the following ORDINARY RESOLUTION was duly passed:-

That the sum of £10,000 be transferred to general reserve from the balance of profit and loss appropriation account and that this general reserve be capitalised by the creation of 10,000 Ordinary Shares of £1 each fully paid as bonus shares, such shares to be distributable as fully paid among the persons who are registered as holders of the Ordinary Shares of the Company on the 31st day of March 1963, at the rate of one fully paid share for every four shares of £1 each

Company No. 222670

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

Special Resolutions

OF

T. GIUSTI & SON LIMITED.

Passed the 24th day of March 1966.

REGISTERED

7 APR 1966

At an EXTRAORDINARY GENERAL MEETING of T. Giusti & Son Limited, held at the Registered Office on Thursday the 24th day of March, 1966, the following RESOLUTIONS were duly passed:

SPECIAL RESOLUTIONS

1. That the Capital of the Company be increased to £75,000 by the creation of 25,000 new Ordinary Shares of £1 each, ranking for dividend and in all other respects *pari passu* with the existing shares in the Company and henceforth to be called, together with the existing Ordinary Shares, Ordinary Shares.
2. That the sum of £20,000 be transferred to general reserve from the balance of the profit and loss appropriation account and that this general reserve be capitalised by the creation of 20,000 Ordinary Shares of £1 each fully paid as bonus shares, such shares to be distributable as fully paid among the persons who were registered as holders of the Ordinary Shares of the Company on the 28th February, 1966, at the rate of two fully paid shares for every five shares of £1 each of the Company held by such holders respectively, such fully paid shares to rank for dividend as from the 1st March, 1966.



Chairman

Company No. 322670. 92

The Companies Act, 1948 to 1967.

COMPANY LIMITED BY SHARES

Ordinary & Special Resolutions

OF

T. GIUSTI & SON LIMITED.

Passed the 18th day of March 1971

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company, duly convened, and held at The Dorchester Hotel, Park Lane, London, W.1. on Thursday the 18th day of March 1971, the following ORDINARY & SPECIAL RESOLUTIONS was duly passed:—

ORDINARY RESOLUTIONS

1. That the Capital of the Company be increased to £100,000 by the creation of 25,000 Ordinary Shares of £1 each, ranking for dividend and in all other respects pari passu with the existing shares in the Company and henceforth to be called, together with the existing Ordinary Shares, Ordinary Shares.
2. That the sum of £25,000 be transferred to general reserve from the balance of the profit and loss appropriation account and that this general reserve be capitalised by the creation of 25,000 Ordinary Shares of £1 each fully paid as bonus shares, such shares to be distributable as fully paid among the persons who were registered as holders of the Ordinary Shares of the Company on the 31st March 1971, at the rate of one fully paid share for every three shares held by such holders respectively, such fully paid shares to rank for dividend as from the 1st April 1971.

SPECIAL RESOLUTIONS

3. That the Articles of Association be amended under the heading of "Directors", by the deletion of Paragraph 12, Qualification of a Director.
4. That the Articles of Association be amended under the heading "Rotation of Directors", by the substitution of the words in Paragraph 18 with "At the Annual General Meeting in every year all the Directors for the time being shall retire from Office".


Chairman



Company No. 322670 / 114

THE COMPANIES ACTS 1947 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

T. GIUSTI & SON LIMITED

Passed on 8th September, 1980

At an EXTRAORDINARY GENERAL MEETING of the members of the above-named Company duly convened and held at Chancery House, Chancery Lane, London W.C.2. on 8th September, 1980, the following ORDINARY RESOLUTIONS were duly passed:

1. That the Nominal Capital of the Company be increased from £100,000 to £300,000 by the creation of 200,000 Ordinary Shares of £1 each.
2. That the sum of £200,000 by way of a bonus issue (being part of the sum now standing to the credit of the Company's Profit and Loss Account) be capitalised and accordingly that the amount be appropriated to the Members in accordance with their rights and be applied in paying up in full the sum totalling 200,000 Ordinary Shares of £1 each in the capital of the Company and that such shares be allotted, distributed and credited, on fully paid up to and amongst the holders of the existing Ordinary Shares.

.....
Director



Company No. 322670 126

THE COMPANIES ACT 1948 to 1983

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

" GIUSTI AND SON LIMITED

Passed on 30 November 1984

At an EXTRAORDINARY GENERAL MEETING of the Members of the above named Company duly convened and held at 202/214 York Way Kings Cross London N7 9AW on the 30 November 1984 the following ORDINARY RESOLUTIONS were duly passed:

1. That the Nominal Capital of the Company be increased from £300,000 to £600,000 by the creation of 300,000 Non-Voting Ordinary Shares of £1 each ranking for distribution and in all other respects with the existing Ordinary Shares except for voting rights at General Meetings of the Company.
2. That the sum of £100,000 by way of a Bonus Issue (being part of the sum now standing to the credit of the Company's Profit and Loss Account) be capitalized and accordingly that the amount be appropriated to the Members in accordance with their rights and be applied in paying up in full the sum totalling 100,000 Non-Voting Ordinary Shares of £1 each in capital of the Company and that such shares be allotted, distributed and credited, as fully paid up to and amongst the existing share holders of the Company.



.....
Director

28/11/84

322670

T. GUNTER & SON LIMITED

The following is a true extract from the minutes of an Extraordinary General Meeting held on 26th October 1922.

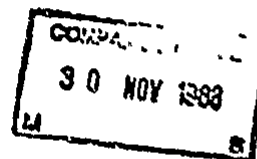
**INCREASE IN
AUTHORISED
SHARE CAPITAL:**

IT WAS RESOLVED THAT the share capital of the Company be and is hereby increased from £600,000 to £1,735,000 by the creation of 1,135,000 new ordinary voting shares of £1 each ranking pari-passu in all respects with the existing voting shares of £1 each.

I certify the above is a true extract.

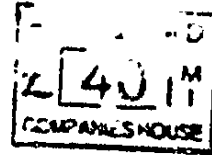
R. D. Peate

R. D. PEATE
Secretary



322670

LMY



T. GIUSTI & SON LIMITED

Minutes of an Extraordinary General Meeting of the Company
held at 166 High Holborn, London
at 3.00 p.m. on 1st September 1990

PRESENT

Mr I A H Johnston (representing
Trusthouse Forte PLC)

Mr J M Mills (representing
Trusthouse Forte
(Nominees) Limited,

CHAIRMAN:

IT WAS RESOLVED THAT Mr I A H Johnston be
and is hereby appointed Chairman of the
Meeting.

NOTICE:

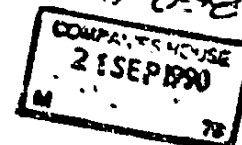
It was noted that all members of the
Company entitled to attend and vote had
agreed to accept shorter notice of the
meeting than the period of notice
prescribed by Section 369(2) of the
Companies Act 1985.

CHANGE OF NAME:

Special Resolution
IT WAS RESOLVED THAT the name of the
Company be and is hereby changed to
T. Giusti Limited.

[Signature]
.....

Certified a true copy
~ M Mills
Secretary



Company No. 32276

THE COMPANIES ACT 1985 (as amended)

ELECTIVE RESOLUTIONS
OF

T. SIVETI LIMITED

PASSED ON 27th Aug 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:-

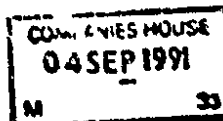
"That the Company:

(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 Lill
.....
Secretary

Date:



Company No. 32267C

THE COMPANIES ACT 1985 (as amended)


ELECTIVE RESOLUTION
OF

T. GIUSFI LIMITED

PASSED ON *1 September* 1992

At an Extraordinary General Meeting of the above Company duly convened and held at 161 High Holborn, London WC1V 6TT 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: *1 September* 1992



G

COMPANIES FORM No. 225(2)

225(2)

Notice of new accounting reference date given after the end of an accounting reference period by a parent or subsidiary undertaking or by a company subject to an administration order

Pursuant to section 225(2) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please do not write in this margin

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

1. To the Registrar of Companies
(Address overleaf - Note 7)

Company number

322670

Name of company

* T GIUSTI LIMITED

* insert full name of company

Note

Details of day and month in 2, 3 and 4 should be the same.

Please read notes 1 to 6 overleaf before completing this form.

† delete as appropriate

If neither of these statements can be completed, the notice cannot be given.

2. Gives notice that the company's new accounting reference date on which the previous 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 3

3. The previous accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~[is to be treated as having come to an end]~~ [will come to an end]† on

Day Month Year

3 1 0 3 1 9 9 4

4. If this notice is given by a company which is a subsidiary or parent undertaking but which is not subject to an administration order, the following statement should be completed:

The company is a [subsidiary] ~~[parent]~~† undertaking of BRIGGS OF BURTON PLC, TRENT WORKS, DERBY STREET, BURTON ON TRENT, STAFFORDSHIRE, ENGLAND, DE14 2JH

_____, company number 02077847

the accounting reference date of which is 31.03.

5. If this notice is given by a company which is subject to an administration order, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

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

6. Signed

Designation† Secretary

Date 3rd February 1994

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

For official use
D.E.B.

Post room

COMPANIES
0731
-4 FEB 1994