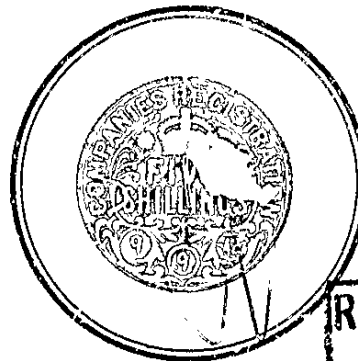


J.S. 3.

No. of
company | 376107 |

Form No 21

"The Companies Act, 1929."



A 6/-
Companies
Registration
Fee Stamp
must be
impressed
here.

REGISTERED

15 SEP 1942

Declaration of compliance with the requirements of The

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

Pursuant to Section 15 (2).

Name of
Company

P. Smith & Company (Liverpool) Limited.

10 4/42

Telegrams: "WOODROW," LIVERPOOL,

Telephone: ADVance 6417.

H. T. WOODROW & CO. LTD.,

Limited Company Registration Agents, Printers,
Publishers and Stationers,

COOK STREET, LIVERPOOL, 2.

Presented by

PRESENTED BY

H. T. WOODROW & CO. LTD.
COMPANY REGISTRATION AGENTS,

3, 5 & 7, COOK STREET, LIVERPOOL.



J. Peter Smith

of Balblain, Arrow Park Road,
Upton, Cheshire

(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) a person

named in the Articles of Association
as a Director

16

of P. Smith & Company (Liverpool)

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, 1835."

Declared at the City of
Liverpool

the 4th day of September
one thousand nine hundred and forty-two
before me,

Wm Howard-Robson

Smith

J.S. 10.

Number of
Certificate }

376107 (2)



THE STAMP ACT, 1891
(54 & 55 VICT. CH. 39)

AND FINANCE ACTS 1896 & 1933

COMPANY LIMITED BY SHARES.

REGISTERED
15 SEP 1942

Statement of Nominal Capital

OF

P. Smith & Company (Liverpool)
Limited.

Pursuant to Section 112 of the Stamp Act, 1891, Section 12
Finance Act, 1896, and Section 41 Finance Act, 1933.

*NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings
for every £100 or fraction of £100—see last page of this form.*

This Statement is to be filed with a Memorandum of Association, or other
Documents, when a Company is registered.

S/4406. 5/38.

Telegrams—

"WOODROW," LIVERPOOL.

Telephone—

730 Bank (3 Lines)

H. T. WOODROW & CO., LIMITED,

Limited Company Registration Agents, Printers,
Publishers and Stationers,

3, 5 & 7, COOK STREET, LIVERPOOL, 2.

Presented by

Charles E. Kelly

11, 12 & 13, Liverpool.

15 SEP 1942

PRINTED AND SOLD BY
H. T. WOODROW & CO. LTD.
LIMITED COMPANY REGISTRATION AGENTS
PUBLISHERS AND STATIONERS
3, 5 & 7, COOK STREET, LIVERPOOL.

THE NOMINAL CAPITAL

OF

P. Smith & Company (Liverpool) Limited,
is *Six thousand* Pounds,
(*£6,000*) divided into *Six thousand*
Shares of £1 each.

Signature.....

P. Smith

*

Director

Dated the.....day of

Fourth
September 1940

**State whether Director, or Manager, or Secretary.*



THE COMPANIES ACT, 1929

COMPANY LIMITED BY SHARES

Memorandum of Association
OF

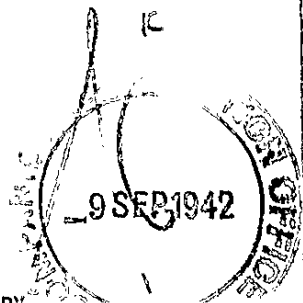
REGISTERED
15 SEP 1942

P. Smith & Company (Liverpool) Limited.

1. The name of the Company is "P. SMITH & COMPANY (LIVERPOOL) LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :—
 - (a) To acquire and take over as a going concern and carry on the business of Manufacturers of Fruit Cordials and Sauces, and of all accessories and sundries applicable thereto now carried on by Peter Smith at 52 Smithfield Street, in the City of Liverpool, under the style of "P. SMITH & Co."
 - (b) To carry on, either in connection with the business aforesaid or as distinct and separate businesses, the businesses of Manufacturers of fruit cordials, sauces and of all accessories and sundries applicable thereto.
 - (c) To carry on business as Licensed Victuallers, Hotel, Inn and Beerhouse Proprietors and Keepers, Manufacturers and Distillers of and Dealers in beer, wine, spirits, cider, vinegar and mineral and aerated waters, Hop, Corn and Grain Growers and Merchants, Glass, China, Potting and Earthenware Manufacturers, Coopers and Bottlers, Lodging House Proprietors, Restaurant Proprietors, Refreshment Caterers, Ice and Ice Cream Manufacturers, Tobacco-nists, Yeast Dealers, Manufacturing Chemists, Brewers' Sundriesmen, Farmers, Dairy-men, Grain Sellers and Dryers, Isinglass Merchants, Fruiterers, Grocers and Provision Dealers, Motor Car, Coach, and Lorry Proprietors, Garage Proprietors, Carriers, Jobmasters, Mechanical, Electrical and General Engineers, Joiners, Cabinet Makers and Wood Workers, Furniture Makers, and Hotel, Inn and Restaurant Outfitters.

PRESENTED FOR FILING BY

H. T. WOODROW & CO. LTD.
COMPANY AGENTS
8, 50 & 52, LIVERPOOL



- (d) To manufacture, import and export, and deal in ice cream refrigerators, and all other apparatus used or connected with the freezing of goods and commodities.
- (e) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (f) To purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (g) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices or watercourses, and to clear sites for the same, or to join with any person, firm or company in doing any of the things aforesaid, and to work, manage and control the same or join with others in so doing.
- (h) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, *brevets d'invention*, licences, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (i) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and, as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting

competition, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

- (j) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (k) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (l) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to give guarantees or become security for any such persons, firms or companies.
- (m) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (n) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (o) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

- (q) To remunerate any person, firm or company rendering services to this Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.
- (s) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (t) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (u) To distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (v) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The liability of the members is limited.

5. The Share Capital of the Company is £6,000, divided into 6,000 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
<i>Peter Smith</i> <i>"Babblair" Avenue Park Rd.</i> <i>Upton Wirral</i> <i>Sancti & Cordial Manufacturers</i>	<i>one</i>
<i>Claud Hawkins</i> <i>340 Brodie Avenue.</i> <i>Liverpool 19</i> <i>Office manager</i>	<i>one</i>

Dated the *4th* day of *Sept*, 1942.

Witness to the above Signatures—

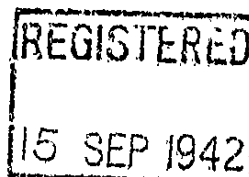
T. J. Harrison *A. Harrison*
11 Dale Street, Liverpool 2,
Chartered Accountant.



THE COMPANIES ACT, 1929



COMPANY LIMITED BY SHARES



Articles of Association

OF

P. Smith & Company (Liverpool) Limited.

PRELIMINARY.

1. The Regulations contained in Table A in the First Schedule to The Companies Act, 1929 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, the Clauses of Table A numbered 22, 35, 64, 69, 72, 78, 79, 101, 104 and 107 shall not apply to this Company; but in lieu thereof, and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

2. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company at any rate not exceeding five per cent. of the price at which the said shares are issued.

3. The Company shall be a Private Company, and accordingly the following provisions shall have effect:—

- (A) The Company shall not offer any of its shares or debentures to the public for subscription.
- (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 not at any time exceed fifty.
- (C) The right to transfer shares in the Company shall be restricted in the manner hereinafter provided.

PRESENTED FOR FILING BY
H. T. WOODROW & CO. LTD.
COMPANY AGENTS
3, 6 & 7, LIVERPOOL

4. The Company shall be entitled to treat the person whose name appears upon the Register of Members in respect of any share as the absolute owner thereof, and shall not be under any obligation to recognise any trust or equity or equitable claim to or partial interest in such share, whether or not it shall have express or other notice thereof.

SHARE CAPITAL AND SHARES.

5. The original Share Capital of the Company is £6,000, divided into 6,000 shares of £1 each.

6. The shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

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

8. If by the terms of the issue of any shares or otherwise any amount is payable in respect of any share by instalments at fixed times, every such instalment shall be payable as if it were a call duly made by the Directors of which due notice had been given.

9. The lien conferred by Clause 7 of Table A shall attach to fully paid up shares, and to all shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

10. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of shares; and Clause 19 of Table A shall be modified accordingly.

BORROWING POWERS.

11. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money as they think fit. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company, present and future, including its uncalled capital, or by the issue, at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.

12. A register of the holders of the debentures of the Company shall be kept at the Registered Office of the Company, and shall be open to the inspection of the registered holders of such debentures and of any member of the Company, subject to such restrictions as the Company in General Meeting may from time to time impose. The Directors may close such register for such period or periods as they may think fit, not exceeding in the aggregate thirty days in each year.

QUORUM.

13. The quorum for the transaction of business at any General Meeting shall be two members personally present and holding or representing by proxy not less than one-tenth of the Share Capital of the Company for the time being issued; and Clause 45 of Table A shall be modified accordingly.

VOTES OF MEMBERS.

14. No person shall be appointed a proxy unless he is a member of the Company and qualified to vote, or is a solicitor or professional accountant; and Clause 59 of Table A shall be modified accordingly.

DIRECTORS

15. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than six.

16. The following persons shall be the first Directors of the Company: Peter Smith, Balblair, Arrowe Park Road, Upton, Cheshire; Walter Askin, 19 Edge Lane, Thornton, Liverpool 23; and Claude Hawkins, 340 Brodie Avenue, Liverpool 19.

DIRECTORS

17. The Directors shall have power at any time and from time to time appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Any Director so appointed shall hold office only until the next following Ordinary General Meeting, when he shall retire, but shall be eligible for re-election.

18. The Directors may from time to time appoint any person to the office of Manager of the Company; and Article 68 of Table A shall be modified accordingly.

19. A memorandum in writing signed by all the Directors for the time being and annexed or attached to the Directors' Minute Book shall be as effective for all purposes as a resolution of the Directors passed at a meeting duly convened, held and constituted.

DISQUALIFICATION OF DIRECTORS.

20. The office of a Director shall be vacated—

- (A) If he become bankrupt, or insolvent or compound with his creditors;
- (B) If he become of unsound mind;
- (C) If he cease to hold the necessary share qualification or do not obtain the same within one calendar month from the date of his appointment;

- (D) If he give the Company one calendar month's notice in writing that he resigns his office.

But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Directors' Minute Book stating that such Director has ceased to be a Director of the Company.

21. A Director may hold any office or place of profit under the Company (other than that of Auditor) in conjunction with the office of Director, and may enter into or be interested in contracts or arrangements with the Company and may have or be interested in dealings with the Company, and shall not be disqualified from office thereby, nor shall he be liable to account to the Company for any profit arising out of any such contract, arrangement or dealing to which he is a party or in which he is interested by reason of his being at the same time a Director of the Company, provided that such Director discloses to the meeting of the Directors at which such contract, arrangement or dealing is first taken into consideration the nature of his interest therein, or, if such interest is subsequently acquired, provided that he discloses the fact that he has acquired such interest at the next meeting of the Directors held after such interest was acquired. But, except in respect of any agreement or arrangement to give any indemnity or security to any Director who has undertaken or is about to undertake any liability on behalf of the Company, or to any other person or company for any liability or obligation of the Company for which any Director shall be personally responsible whether by way of guarantee or otherwise, or in respect of a resolution to allot any shares or debentures to a Director, no Director shall vote as a Director in regard to any contract, arrangement or dealing in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned in estimating a quorum when any such contract, arrangement or dealing is under consideration. A general notice given to the Directors by a Director to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract, arrangement or dealing which may, after the date of the notice be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement or dealing so entered into or made.

MANAGING DIRECTOR.

22. The Directors may from time to time entrust to and confer upon the Managing Director or Manager all or any of the powers of the Directors (excepting the power to make calls, forfeit shares, borrow money or issue debentures) that they may think fit. But the exercise of all powers by the Managing Director or Manager shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.

23. Clause 68 of Table A shall be read and construed as if the words "rotation of retirement" were substituted for the words "rotation or retirement."

NOTICES.

24. A member who has no registered address in the United Kingdom, and has not supplied to the Company an address within the United Kingdom for the giving of notices to him, shall not be entitled to receive any notices from the Company.

25. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may, with the sanction of an Extraordinary Resolution of the Company, be divided among the members of the Company in specie, or may be vested in trustees for the benefit of such members, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares whereon there is any liability.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Peter Smith
 "Balblair"
 Annone Park Road, Winton, Wines
 Lancs & Forth & Manchester

Clara Haskins
 340 Brodie Avenue, Liverpool 19
 Office Manager

Dated the 4th day of Sept, 1942.

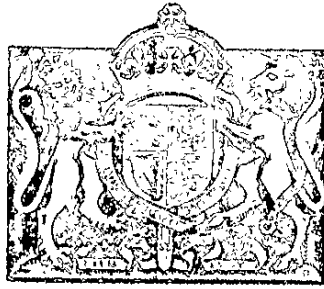
Witness to the above Signatures—

A. Hamilton

11 Dale Street, Liverpool, 2.

Chartered Accountant.

No. 376107



Certificate of Incorporation

I Hereby Certify, That

P. SMITH & COMPANY (LIVERPOOL) LIMITED

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

Given under my hand at ^{Llenduono}~~London~~ this fifteenth day of September One Thousand Nine Hundred and forty-two.


Registrar of Companies.

Certificate
received by

Regd. Post.
Date 15-9-42