

Number of
Company }

553154/1

[Form No. 41

THE COMPANIES ACT, 1948

Declaration of Compliance

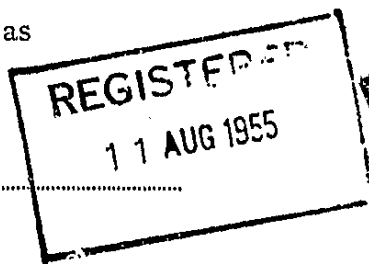


A
Companies
Registration
Fee Stamp
of 5s.
must be
impressed
here.

WITH THE

REQUIREMENTS OF THE COMPANIES ACT, 1948,

made pursuant to Section 15, Sub-Section (2), of The Companies Act, 1948,
on behalf of a Company proposed to be registered as



KINGSTON DEEP SEA

LIMITED

n-10176

Telegrams : "CERTIFICATE, ESTRAND, LONDON."

Telephone : No.: HOLBORN 0434 (6 lines).

JORDAN & SONS, LIMITED

Company Registration Agents, Printers, and Publishers
Chancery Lane, London, W.C.2, and 13 Broad Street Place, E.C.2.

led by

Rollit Farrell & Bladon.
Gogan House,
Bowlalley Lane,
HULL.



ARTHUR WILLIAM BOYES

of Cogan House, Bowlalley Lane in the City and County
of Kingston upon Hull

* Here insert-
" a Solicitor
of the Su-
preme Court
(or in Scotland
" a Solicitor ")
engaged in
the formation
of " or " a
person named
in the Articles
of Association
as a
Director (or
Secretary)
of "
do solemnly and sincerely declare that I am* a Solicitor of the
Supreme Court engaged in the formation of

KINGSTON DEEP SEA LIMITED,

and that all the requirements of The Companies Act, 1948, 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 and County of
Kingston upon Hull

the fourth day of August
One thousand nine hundred and fifty five
before me,

C. I. Ashum.

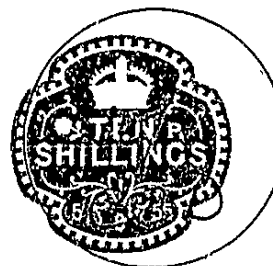
A Commissioner for Oaths †

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

553154/2
NO. OF COMPANY.....

[C.A. 25]

COMPANY LIMITED BY SHARES.



Inland
Revenue
Duty Stamp
to be
impressed
here.

Statement of the Nominal Capital

made pursuant to Sec. 112, Stamp Act, 1891.

(NOTE.— The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100— Sec. 41, Finance Act, 1933.)

REGISTERED
11 AUG 1955

NAME OF

COMPANY.....

.....KINGSTON DEEP SEA.....

.....LIMITED.

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

CAT. No. C.A. 25.

C513 JS 146 (J)

JORDAN & SONS,
LIMITED

Company Registration Agents, Printers & Publishers,
116, Chancery Lane, W.C.2 and 13, Broad Street Place, E.C.2.

Presented for registration by

Edith Ferrell & Bladon,
Cogan House,
Bowlalley Lane,
HULL.

341888

The Nominal Capital

of

KINGSTON DEEP SEA LIMITED,

is £.100, divided into 100 shares of £ 1

each.

Signature

L. de Gruy.

Description.

Subscribers.

Date

4th August 1955.

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

553154/3



P.



The Companies Act, 1948

COMPANY LIMITED BY SHARES



Memorandum of Association

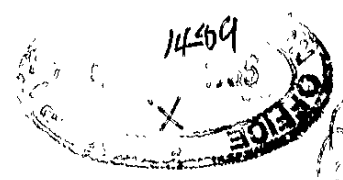
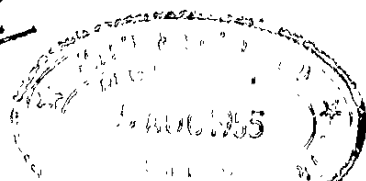
OF
KINGSTON DEEP SEA
LIMITED



L. R. 7
B.V. S.
L. R. 7
B.V. S.
L. R. 7
B.V. S.

1. The Name of the Company is "Kingston Deep Sea 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 carry on in all their branches all or any of the businesses of Catching, Storing, Freezing, Salting, Smoking, Curing, Preserving, Processing, Packing, Canning and Manufacturing of Fish or Fish Products, and Buying and Selling or otherwise dealing in Fish or Fish Products of every kind and description, including, Oysters, Lobsters and all other varieties of Shellfish, and the Manufacturing, Processing, Storing and Freezing of Food and Food Products of all kinds
 - (B) To carry on all or any of the businesses of Trawler Owners and Managers, Ship Repairers, Ship Chandlers, Grocers and Provision Merchants, Butchers, Oil Refiners, Restaurateurs, Hotel Proprietors, Fish Poultry and Game Dealers, Merchants of all descriptions of Food and Food Products, Carriers on land, sea or air, Railway and Forwarding Agents, Haulage Contractors, Garage Proprietors, Refrigerating Storekeepers, Warehousemen, and Manufacturers of and Dealers in Ice, and Refrigerators; to erect and maintain ice stores, (B) refrigerating works and warehouses, cold storage chambers and factories; and to manufacture, purchase, sell, hire, let on hire, repair, and deal in all plant, machinery, tools, implements, vessels, vehicles, gear, tackle, boxes, cases, containers, wrappers, substances, commodities, goods, articles and things likely to be required in connection with the before-mentioned businesses.

B.V. S.



- (c) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or otherwise acquire any freehold or leasehold property, and any real or personal property or rights whatsoever.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings.
- (F) To acquire and undertake the whole or any part of the business, goodwill, assets and liabilities of any person, firm, or company, and to acquire an interest in, amalgamate with, or enter into partnership or into any other arrangement with any person, firm, or company.
- (G) To improve, manage, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (H) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (I) To lend and advance money or give credit to any persons, firms, or companies, and to give guarantees or become security for any persons, firms, or companies.
- (J) To borrow or raise money in such manner as the Company shall think fit.
- (K) To draw, make, accept, endorse, discount, execute, and issue negotiable or transferable instruments of any kind.

- (L) To subscribe for or otherwise acquire shares or other interests in or securities of any other company.
- (M) 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.
- (N) To remunerate any person, firm, or company rendering services to this Company.
- (O) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company.
- (P) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employés; to give pensions, gratuities, or charitable aid to and to form and contribute to provident and benefit funds for the benefit of any persons who are or have been Directors of or who are serving or have served the Company, or to their wives, children, or other relatives or dependents; and to make payments towards insurance.
- (Q) To promote any companies.
- (R) To sell or otherwise dispose of the whole or any part of the business or property of the Company.
- (S) To distribute among the Members of the Company in kind any property of the Company.
- (T) 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.

L.H.B.
b.v.b.

4. The Liability of the Members is Limited.

L.H.B.
b.v.b.

5. The Share Capital of the Company is £100 , divided
into One hundred Shares of £ 1 each.

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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
<i>Lambert Wrenham Gresham</i> <i>255 Waterhouse Avenue W. est. Hull.</i> <i>Solicitor Managing Clerk</i>	<i>one</i>
<i>Bernard Victor Smart,</i> <i>146, Ellenham Avenue, Hull.</i> <i>Colintra Club.</i>	<i>one.</i>

Dated the *4th* day of *August*, 19*55*.

Witness to the above Signatures—

and

Cogan House.

Bowbaldy Lane,
Hull.

Solicitor

553154 '4



The Companies Act, 1948

COMPANY LIMITED BY SHARES

Articles of Association

OF

KINGSTON DEEP SEA
LIMITED

REGISTERED
11 AUG 1955

1. The regulations contained in Part I of Table A in the First Schedule to The Companies Act, 1948 (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, Clauses ~~24, 33, 45, and 77~~ in Part I of Table A shall not apply to the Company; and in addition to the remaining Clauses in Part I of Table A, as varied by these Articles, the following shall be the regulations of the Company

2. The Company is a Private Company and Clauses 2, 3, 4, 5, and 6 (but not Clause 1) in Part II of Table A shall also apply to the Company.

3. 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.

4. The lien conferred by Clause 11 in Part I 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.

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

L.H.G.
B.V.G.

L.H.G.
B.V.G.

L.H.G.
B.V.G.

L.H.G.
B.V.G.

L.H.G.
B.V.G.

2
LAG.
G.Y.G.

6. Clause 54 in Part I of Table A shall be read and construed as if the words "Meeting shall be dissolved" were substituted for the words "Members present shall be a quorum."

LAG.
G.Y.G.

~~7. If at any General Meeting a poll is duly demanded on a resolution to remove a Permanent Director from office, such Permanent Director shall on the poll being taken be entitled to ten votes for each Share of which he is the holder; and Clause 62 in Part I of Table A shall be modified accordingly. Any motion for the removal of two or more Permanent Directors from office shall be submitted to the Meeting as a separate resolution in respect of each of such Directors.~~

LAG.
G.Y.G.

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

LAG.
G.Y.G.

~~8. The following persons shall be the first Directors of the Company:~~

LAG.
G.Y.G.

~~They shall be Permanent Directors of the Company, and subject to the provisions of Clause 88 in Part I of Table A each of them shall be entitled to hold such office so long as he shall live unless he shall be removed from office under Clause 96 in Part I of Table A; and accordingly Clauses 89 to 94 in Part I of Table A shall not apply to any Permanent Director.~~

LAG.
G.Y.G.

~~10. The qualification of every Director shall be the holding of Shares of the Company to the nominal value of not less than Pounds. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.~~

LAG.
G.Y.G.

8.11. Clause 79 in Part I of Table A shall be read and construed as if the proviso to such Clause were omitted therefrom.

LAG.
G.Y.G.

9.12. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 84 in Part I of Table A shall be modified accordingly.

3

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Lawrence Durham Greasy,
255 Wintbourne Avenue West, Hull
Solicitor managing clerk.

Bernard Victor Smart,
146, Ellerburn Avenue, Hull.
Solicitor's Clerk.

Dated the 2nd day of August, 1955

Witness to the above Signatures—

Ans. Dowsy
Cogan House,
Bowlalley Lane
Hull.
Solicitor.

DUPLICATE FOR THE FILE

No. 553154



Certificate of Incorporation

I Hereby Certify That

KINGSTON DEEP SEA LIMITED

is this day Incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this eleventh day of

August One Thousand Nine Hundred and Fifty five

L. R. [Signature]
Registrar of Companies

Certificate
received by }



Date