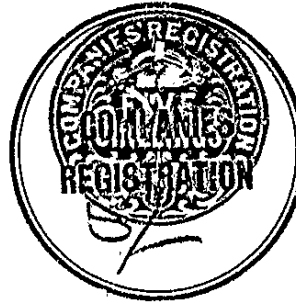


7 7987

Form No. 41

THE COMPANIES ACT, 1948



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

13 NOV 1961

DECLARATION of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the
Name of the
Company.

Strathleven Bonded Warehouses

LIMITED

Presented by

Messrs. Clifford-Turner & Co.,

11 Old Jewry,

London, E.C.2.

The Solicitors' Law Stationery Society, Limited
ancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
anover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
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

I, John Gordon Hopton

of 11 Old Jewry, London, E.C.2.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") "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 Solicitor of

the Supreme Court engaged in the formation

of Strathleven Bonded Warehouses

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 6 Old Jewry

in the City of London

the 27th day of October

one thousand nine hundred and sixty.

one

Before me,

Garth Richardson

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

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

J. Hopton

Number of }
Company }

77927/2

Form No. 25

STATEMENT OF THE NOMINAL CAPITAL

OF

Strathleven Bonded Warehouses

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.



13 NOV 1961

THE NOMINAL CAPITAL of the above named Company is £ 100

Signature

Description Solicitors engaged in the formation of the Company

Dated the 24th day of October 1961

NOTES.—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 and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Messrs. Clifford-Turner & Co.,

11 Old Jewry,

London, E.C.2.

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.

SOLE AGENTS AND DISTRIBUTORS OF COMPANIES BOOKS AND FORMS.

P.
The Companies Act, 1948

707937/3



LIMITED BY SHARES

~~707937/3~~

Memorandum of Association

OF

STRATHLEVEN BONDED WAREHOUSES LIMITED.



13 NOV 1961

1. The name of the Company is the "STRATHLEVEN BONDED WAREHOUSES 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 establish and carry on the business of bonded and general warehousemen and storers of goods, wares and merchandise of every kind and description, depository proprietors, merchants, railway and shipping agents, underwriters of ships' goods and other property, bonded carmen, and common carmen, cartage contractors, wharfingers, barge owners, lightermen, general forwarding agents, carriers by sea, river, canal, railway, road, air and otherwise, export packers, general bankers, agents, dealers, ship brokers and contractors, and insurance brokers, agents and contractors, freight contractors, commission agents and merchants, or any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or ancillary or as supplemental to the general business of the Company, or otherwise calculated directly or indirectly to enhance the value of any of the Company's property or rights for the time being.

(B) To act as agents and conduct all kinds of agency business.

(C) To issue warrants to persons warehousing goods with the Company and to lend money upon the security of such goods.

B.R.

- (D) To purchase, take on lease or in exchange, hire or otherwise acquire, hold, sell, turn to account, let on rent, royalty or share of profits or otherwise and grant licences easements and other rights over, and dispose of for any estate, interest or consideration whatsoever, the undertaking of the Company or any lands, buildings, warehouses, wharves, docks, easements, rights, privileges, concessions, machinery, patents, plant, stock-in-trade, and any real and personal property of any kind necessary or convenient for the Company's business and to acquire options and contracts for the purchase or leasing of or otherwise dealing with real and personal property, land and hereditaments.
- (E) To erect, construct, lay down, enlarge alter and maintain, pull down and remove or replace any buildings, works and machinery necessary or convenient for the Company's business.
- (F) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.
- (G) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (H) To mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled Capital for the time being of the Company, and to issue at par or at a premium or discount, or for such consideration as may be thought fit, debentures, mortgage debentures and debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (I) 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.
- (J) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others.

- (K) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others, but not to carry on the business of a registered money lender.
- (L) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person (including any Director or past Director) who may have served the Company or its predecessors in business, or any subsidiary allied or associated company, or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.
- (M) To make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable and transferable instruments.
- (N) To join any salvage or protection association or committee whether mutual or otherwise in any way connected with any of the objects of the Company.
- (O) To take out, purchase and by other means acquire any inventions, patents, registered designs, privileges, concessions and advantages, and all licences and other rights in connection with and improvements, extensions and modifications of the same, and to work, use, carry on and deal with the same, and in any such capacities to grant any licences or sub-licences at royalties or otherwise, for the sale or exercise of any invention, patent rights or privileges of the Company, and to protect and extend and to sell any such inventions, patent rights or privileges, and generally to do all such acts and things as may be decreed expedient for turning to the fullest account the business, inventions, patents, licences and privileges in which the Company is or may be interested.
- CCC*
M.H.
Small

- (P) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (Q) To apply at the cost of the Company for and to procure any Parliamentary powers or Provisional Orders or Licences from the Board of Trade or other central or local authority to extend the Company's powers or to assist it to carry out anything within the objects of the Company, or for the dissolution of the Company, and the incorporation of a new company with all or any of the objects of this Company or otherwise.
- (R) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined.
- (S) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up Shares, with or without preferred or deferred rights in respect of dividend or repayment of Capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (T) To take or otherwise acquire and hold Shares in and securities of any other company and to accept payment for any property or rights sold, or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up Shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of Capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (U) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees of the Company, including in such case if thought fit the

conferring of a participation in the management or its directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any company special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

- (V) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold Shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.
- (W) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (X) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- (Y) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company

or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise.

(Z) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up Shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up or by sale or purchase (for fully or partly paid-up Shares or otherwise) of all the Shares or stock of this or any such other company as aforesaid, or by partnership or any arrangement of the nature of partnership, or in any other manner.

(AA) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.

(BB) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(CC) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to procure the Company to be recognised or registered in any foreign country or place.

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

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100, divided into 100 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.
C. G. Stickler 11 Old Jewry London E.C.2 Solicitor's Clerk	One
Martin Hancock, 11 Old Jewry London. E.C.2. Solicitor's Articled Clerk	One.

DATED the 24th day of October 1961.

WITNESS to the above Signatures :-

Simon MacLachlan

11 Old Jewry

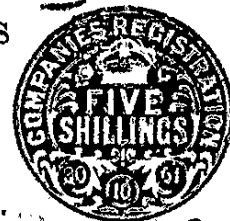
London E.C.2

Solicitor



717937/4

COMPANY LIMITED BY SHARES



Articles of Association

^{OF}
BONDED
STRATHLEVEN WAREHOUSES LIMITED.

[Handwritten signature]
M.H.
Emad

TABLE A.

13 NOV 1961

1. Subject as hereinafter provided, the regulations contained in Part I (hereinafter referred to as "Table A") of Table A in the First Schedule to the Companies Act 1948 shall apply to the Company.

2. Clauses 24, 53, 75, 77, 79, 89, 90, 91, 92 and 136 of Table A shall not apply to the Company, and in lieu thereof the clauses hereinafter contained dealing with the respective subject-matters dealt with in such clauses shall be applicable.

PRIVATE COMPANY.

3. The Company is a "Private Company" and accordingly --

- (A) the right to transfer shares is restricted in manner hereinafter prescribed;
- (B) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this provision be treated as a single member;
- (C) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;
- (D) the Company shall not have power to issue share warrants to bearer.

4. The Directors may at any time require any person whose

Art 8

name is entered in the register of members of the Company to furnish them with any information, supported (if the Directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of subsection (4) of section 129 of the Act.

SHARES.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

6. All shares for the time being created and unissued shall be at the disposal of the Directors, who may allot or otherwise dispose of them to such persons (including Directors) on such terms and conditions and at such times as they think fit, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

LIEN.

7. The lien conferred by clause 11 of Table A shall extend to all shares (whether fully paid up or not) registered in the name of a member (whether solely or jointly with others) for all debts or liabilities due to the Company from such member or his estate.

TRANSFER OF SHARES.

8. 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.

PROCEEDINGS AT GENERAL MEETINGS.

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

10. It shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, and clause 57 of Table A is modified accordingly.

11. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company, duly convened and held. Any such resolution in writing may consist of several documents in the like form each signed by one or more of such members or their respective duly authorised representatives.

12. At any General Meeting a poll may be demanded by any one member present in person or by proxy, and the provisions of clause 58 of Table A are modified accordingly.

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

DIRECTORS.

14. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the Capital of the Company and Clause 134 of Table A shall be modified accordingly.

15. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall be not less than two nor more than ten, and clause 75 of Table A shall be modified accordingly.

16. If any Director shall be called upon to perform extra services or to go or reside abroad for any of the purposes of the Company, the Company may remunerate the Director so doing in such manner as may be determined by a resolution of the Board of Directors, and such remuneration may be in addition to or in substitution for his ordinary remuneration as a Director.

17. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

18. A Director shall not retire by rotation and Clauses 93, 94, 95, 96 and 97 of Table A shall be modified accordingly.

19. 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 term of office. The Company may by Ordinary Resolution appoint another person in place of the Director so removed.

20. Any such resolution in writing as is referred to in Clause 106 of Table A may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and Clause 106 of Table A shall be modified accordingly.

21. No person shall be or become incapable of being appointed

a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

BORROWING POWERS.

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

SECRETARY.

23. The Directors may from time to time, if there is no Secretary capable of acting, by resolution appoint an assistant or deputy Secretary to exercise the functions of the Secretary.

INDEMNITY.

24. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (B) of the proviso to section 205 of the Act) which he may sustain or incur in or about the execution 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

C.G. Sticklen
" Old Tenry
London E.C.2
Solicitor's Clerk

Martin Hancock
" Old Tenry,
London E.C.2.
Solicitor's Articled Clerk.

DATED the 24th day of October 1961.

WITNESS to the above Signatures :-

Simon MacLachlan

" Old Tenry
London E.C.2

Solicitor

No. C. 173

DUPLICATE FOR THE FILE

No. 707937



Certificate of Incorporation

I Hereby Certify, that

STRATHLEVEN BONDED WAREHOUSES LIMITED

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

Given under my hand at London this **Thirteenth** day of
November One Thousand Nine Hundred and Sixty **one.**

A. J. Evans
Assistant Registrar of Companies.

Certificate
received by }

Date. **12/11/61**

31

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF
.....STRATHLEVEN BONDED WAREHOUSES.....
LIMITED

Passed 27th November 1975

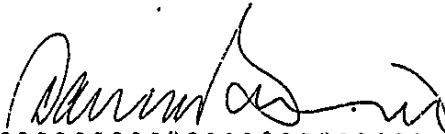
At an Extraordinary General Meeting of the above-named Company, duly convened, and held on 27th November 1975 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

85

That the Memorandum of Association of the Company with respect to its objects be altered by the inclusion of the following new paragraph in clause 3 thereof:-

"(E.E.). Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity, by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital or by both such methods or by any other means whatsoever to guarantee, or give an indemnity in relation to, the performance of the obligations and the payment of any monies (including but not limited to capital or principal, premiums, dividends or interest, commissions; charges, discount and any costs or expenses relating thereto whether on any stocks shares or securities or in any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948 or a subsidiary of the Company or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person, firm or company whatsoever, and in connection with any such guarantee or indemnity to enter into any such agreement or arrangement restricting or otherwise relating to the repayment or discharge of any debts or liabilities (whether present or future, certain or contingent) which are or may become owing either by or to the Company.


.....

SIR DAVID H. RIDDIETH

No. 707937.

37-

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

STRATHLEVEN BONDED
WAREHOUSES LIMITED

Incorporated the 13th day of November, 1961

CLIFFORD TURNER & CO.
11, Old Jewry,
London, E.C.2

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

STRATHLEVEN BONDED WAREHOUSES LIMITED.

-
1. The name of the Company is the "STRATHLEVEN BONDED WAREHOUSES 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 establish and carry on the business of bonded and general warehousemen and storers of goods, wares and merchandise of every kind and description, depository proprietors, merchants, railway and shipping agents, underwriters of ships' goods and other property, bonded carmen, and common carmen, cartage contractors, wharfingers, barge owners, lightermen, general forwarding agents, carriers by sea, river, canal, railway, road, air and otherwise, export packers, general bankers, agents, dealers, ship brokers and contractors, and insurance brokers, agents and contractors, freight contractors, commission agents and merchants, or any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or ancillary or as supplementary to the general business of the Company, or otherwise calculated directly or indirectly to enhance the value of any of the Company's property or rights for the time being.
 - (B) To act as agents and conduct all kinds of agency business.
 - (C) To issue warrants to persons warehousing goods with the Company and to lend money upon the security of such goods.

- (D) To purchase, take on lease or in exchange, hire or otherwise acquire, hold, sell, turn to account, let on rent, royalty or share of profits or otherwise and grant licences easements and other rights over, and dispose of for any estate, interest or consideration whatsoever, the undertaking of the Company or any lands, buildings, warehouses, wharves, docks, easements, rights, privileges, concessions, machinery, patents, plant, stock-in-trade, and any real and personal property of any kind necessary or convenient for the Company's business and to acquire options and contracts for the purchase or leasing of or otherwise dealing with real and personal property, land and hereditaments.
- (E) To erect, construct, lay down, enlarge alter and maintain, pull down and remove or replace any buildings, works and machinery necessary or convenient for the Company's business.
- (F) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.
- (G) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (H) To mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled Capital for the time being of the Company, and to issue at par or at a premium or discount, or for such consideration as may be thought fit, debentures, mortgage debentures and debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (I) 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.
- (J) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others.

- (K) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others, but not to carry on the business of a registered money lender.
- (L) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person (including any Director or past Director) who may have served the Company or its predecessors in business, or any subsidiary allied or associated company, or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers of or persons employed by the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.
- (M) To make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable and transferable instruments.
- (N) To join any salvage or protection association or committee whether mutual or otherwise in any way connected with any of the objects of the Company.
- (O) To take out, purchase and by other means acquire any inventions, patents, registered designs, privileges, concessions and advantages, and all licences and other rights in connection with and improvements, extensions and modifications of the same, and to work, use, carry on and deal with the same, and in any such capacities to grant any licences or sub-licences at royalties or otherwise, for the sale or exercise of any invention, patent rights or privileges of the Company, and to protect and extend and to sell any such inventions, patent rights or privileges, and generally to do all such acts and things as may be decreed expedient for turning to the fullest account the business, inventions, patents, licences and privileges in which the Company is or may be interested.

- (P) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (Q) To apply at the cost of the Company for and to procure any Parliamentary powers or Provisional Orders or Licences from the Board of Trade or other central or local authority to extend the Company's powers or to assist it to carry out anything within the objects of the Company, or for the dissolution of the Company, and the incorporation of a new company with a view to any of the objects of this Company or otherwise.
- (R) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined.
- (S) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up Shares, with or without preferred or deferred rights in respect of dividend or repayment of Capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (T) To take or otherwise acquire and hold Shares in and securities of any other company and to accept payment for any property or rights sold, or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up Shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of Capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (U) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees of the Company, including in such case if thought fit the

conferring of a participation in the management or its directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any company special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

- (V) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold Shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.
- (W) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (X) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- (Y) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company

or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise.

- (Z) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up Shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up or by sale or purchase (for fully or partly paid-up Shares or otherwise) of all the Shares or stock of this or any such other company as aforesaid, or by partnership or any arrangement of the nature of partnership, or in any other manner.
- (AA) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (BB) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (CC) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to procure the Company to be recognised or registered in any foreign country or place.
- (DD) To do all such other things as are or may be thought to be incidental or conducive to the attainment of the above objects or any of them.
- *(EE) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity, by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital or by both such methods or by any other means whatsoever to guarantee, or give an indemnity in relation to, the performance of the obligations and the payment of any monies (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any costs or expenses relating thereto whether on any stocks shares or

securities or in any other manner whatsoever) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948 or a subsidiary of the Company or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person, firm or company whatsoever, and in connection with any such guarantee or indemnity to enter into any such agreement or arrangement restricting or otherwise relating to the repayment or discharge of any debts or liabilities (whether present or future, certain or contingent) which are or may become owing either by or to the Company.

*Added by Resolution of
the Company: 27.11.75.

4. The liability of the Members is limited.
5. The Share Capital of the Company is £100, divided into 100 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.
<p>C.G. STICKLER,</p> <p>11, Old Jewry,</p> <p>London, E.C.2.</p> <p>Solicitor's Clerk.</p>	<p>ONE</p>
<p>MARTIN HANCOCK,</p> <p>11, Old Jewry,</p> <p>London, E.C.2.</p> <p>Solicitor's Articled Clerk.</p>	<p>ONE</p>

DATED the 27th day of October 1931.

WITNESS to the above Signatures:-

SIMON macLACHLAN,
11, Old Jewry,
London, E.C.2.
Solicitor.

COMPANY LIMITED BY SHARES

Articles of Association

OF

STRATHLEVEN BONDED WAREHOUSES LIMITED.

TABLE A.

1. Subject as hereinafter provided, the regulations contained in Part I (hereinafter referred to as "Table A") of Table A in the First Schedule to the Companies Act 1948 shall apply to the Company.
2. Clauses 24, 53, 75, 77, 79, 89, 90, 91, 92 and 136 of Table A shall not apply to the Company, and in lieu thereof the clauses hereinafter contained dealing with the respective subject-matters dealt with in such clauses shall be applicable.

PRIVATE COMPANY.

3. The Company is a "Private Company" and accordingly —
 - (A) the right to transfer shares is restricted in manner hereinafter prescribed;
 - (B) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty: Provided that where two or more persons hold one or more shares in the Company jointly, they shall for the purpose of this provision be treated as a single member;
 - (C) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited;
 - (D) the Company shall not have power to issue share warrants to bearer.

4. The Directors may at any time require any person whose

name is entered in the register of members of the Company to furnish them with any information, supported (if the Directors so require) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt Private Company within the meaning of subsection (4) of section 129 of the Act.

SHARES.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

6. All shares for the time being created and unissued shall be at the disposal of the Directors, who may allot or otherwise dispose of them to such persons (including Directors) on such terms and conditions and at such times as they think fit, but so that no shares shall be issued at a discount except in accordance with section 57 of the Act.

LIEN.

7. The lien conferred by clause 11 of Table A shall extend to all shares (whether fully paid up or not) registered in the name of a member (whether solely or jointly with others) for all debts or liabilities due to the Company from such member or his estate.

TRANSFER OF SHARES.

8. 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.

PROCEEDINGS AT GENERAL MEETINGS.

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, two members present in person or by proxy shall be a quorum.

10. It shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, and clause 57 of Table A is modified accordingly.

11. Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company, duly convened and held. Any such resolution in writing may consist of several documents in the like form each signed by one or more of such members or their respective duly authorised representatives.

12. At any General Meeting a poll may be demanded by any one member present in person or by proxy, and the provisions of clause 58 of Table A are modified accordingly.

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

DIRECTORS.

14. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the Capital of the Company and Clause 134 of Table A shall be modified accordingly.

15. Unless and until otherwise determined by the Company in General Meeting, the number of Directors shall be not less than two nor more than ten, and clause 75 of Table A shall be modified accordingly.

16. If any Director shall be called upon to perform extra services or to go or reside abroad for any of the purposes of the Company, the Company may remunerate the Director so doing in such manner as may be determined by a resolution of the Board of Directors, and such remuneration may be in addition to or in substitution for his ordinary remuneration as a Director.

17. The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

18. A Director shall not retire by rotation and Clauses 93, 94, 95, 96 and 97 of Table A shall be modified accordingly.

19. 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 term of office. The Company may by Ordinary Resolution appoint another person in place of the Director so removed.

20. Any such resolution in writing as is referred to in Clause 105 of Table A may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and Clause 106 of Table A shall be modified accordingly.

21. No person shall be or become incapable of being appointed

a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.

BORROWING POWERS.

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

SECRETARY.

23. The Directors may from time to time, if there is no Secretary capable of acting, by resolution appoint an assistant or deputy Secretary to exercise the functions of the Secretary.

INDEMNITY.

24. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (B) of the proviso to section 205 of the Act) which he may sustain or incur in or about the execution 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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

C.G. STICKLER,

11, Old Jewry,

London, E.C.2.

Solicitor's Clerk.

MARTIN HANCOCK,

11, Old Jewry,

London, E.C.2.

Solicitor's Articled Clerk.

DATED the 27th day of October 1961.

WITNESS to the above Signatures:-

SIMON macLACHLAN,

11, Old Jewry,

London, E.C.2.

Solicitor.

Company No. 707937

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THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES



STRATHLEVEN BONDED WAREHOUSES LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on // ^H July 1983, the following resolution was passed thereat as a Special Resolution:-

SPECIAL RESOLUTION

(A) That each of the existing 100 Deferred Shares of £1 in the capital of the Company be and are hereby converted into one Ordinary Share of £1 ranking pari passu with the existing Ordinary Shares of £1 each.

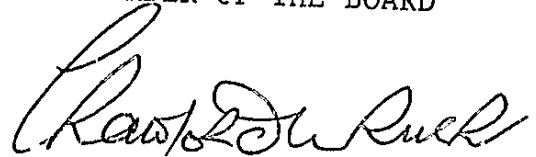
(B) That the authorised share capital of the Company be and is hereby increased to 1,000,000 by the creation of 999,800 additional Ordinary Shares of £1 each.

(C) That the Directors shall have unconditional authority to allot in accordance with paragraph (D) of this Resolution the 999,800 Ordinary Shares of £1 each created by paragraph (B) of this Resolution on or before 31st December 1983.

(D) That upon the recommendation of the Directors, it is desirable to capitalise the sum of 999,800 being part of the amount standing to the credit of the Non-distributable Reserves of the Company and accordingly that such sum be divided among the holders of the Ordinary Shares of £1 each of the Company on the Register of Members immediately prior to the passing of

this Resolution in the proportions in which such sum would have been divisible amongst them if the same had been distributable by way of dividend on condition that the same be applied in paying up in full 999,800 unissued Ordinary Shares of £1 each, to be allotted credited as fully paid up to and amongst such persons in the proportion aforesaid, that is to say in the proportion of 9,998 new Ordinary Shares of £1 for each Ordinary Share of £1 then held by them respectively.

BY ORDER OF THE BOARD

A handwritten signature in dark ink, appearing to read 'R. A. Ruck', is written over the printed name 'R. A. Ruck'.

Secretary

G

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

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Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

59

707937

Name of Company

STRATHLEVEN BONDED WAREHOUSES

Limited*

*delete if
inappropriatehereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~ordinary~~†delete as
appropriate~~extraordinary~~ [special]† resolution of the company dated 11th July 1983the nominal capital of the company has been increased by the addition thereto of the sum of
£ 999,800 beyond the registered capital of £ 200

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 resolutionA 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
999,800	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 Ordinary Shares rank pari passu in all respects with the
existing Ordinary Shares in the capital of the Company.

Please tick here if
continued overleaf‡delete as
appropriate

Signed

[Director]

[Secretary]‡

Date

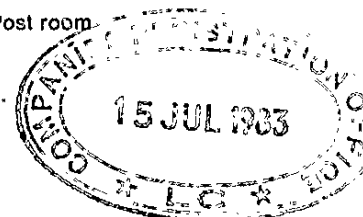
11th July 1983Presentor's name, address and
reference (if any):

Clifford-Turner
Blackfriars House
19 New Bridge Street
London EC4V 6BY

Ref: IJ/TVS

For official use
General section

Post room



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Company No. 707937

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THE COMPANIES ACT 1947

COMPANY LIMITED BY SHARES

STRATHLEVEN BONDEL WAREHOUSES LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 1st July 1983 the following resolution was duly passed as a Special Resolution:



SPECIAL RESOLUTION

- (A) That the authorised share capital of the Company be and is hereby increased to £200 by the creation of 100 additional Ordinary Shares of £1 each
- (B) That the Directors shall have unconditional authority to allot in accordance with paragraph (D) of this Resolution the 100 Ordinary Shares of £1 each created by paragraph (A) of this Resolution on or before 31st December 1983
- (C) That forthwith upon the allotment of the Ordinary Shares pursuant to paragraph (D) of this Resolution, each of the 100 Ordinary Shares of £1 each in the capital of the Company be converted into one Deferred Share of £1 having the rights and being subject to the restrictions attached thereto by paragraph (F) of this Resolution
- (D) That upon the recommendation of the Directors, it is desirable to capitalise the sum of £100 being part of the amount standing to the credit of the Non-distributable Reserves of the Company and accordingly that such sum be set free for distribution among the holders of the Ordinary Shares of £1



each of the Company on the Register of Members immediately prior to the passing of this Resolution in the proportions in which such sum would have been divisible amongst them if the same had been distributed by way of dividend on condition that the same be not paid in cash but be applied in paying up in full 100 unissued Ordinary Shares of £1 each, to be allotted and distributed credited as fully paid up to and amongst such persons in the proportion aforesaid, that is to say in the proportion of one new Ordinary Share of £1 for each Ordinary Share of £1 then held by them respectively

(E) That the allotment and issue of 100 Ordinary Shares of £1 each pursuant to paragraph (D) of this Resolution be and is hereby approved notwithstanding the provisions of Article 6 of the Articles of Association of the Company adopted by paragraph (G) of this Resolution

(F) That the respective rights and restrictions attached to the Ordinary Shares of £1 each and the Deferred Shares of £1 each are as follows:

(a) As regards income the profits which the Company may determine to distribute in respect of any financial year shall be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively. The holders of the Deferred Shares shall not be entitled to participate in any such profits

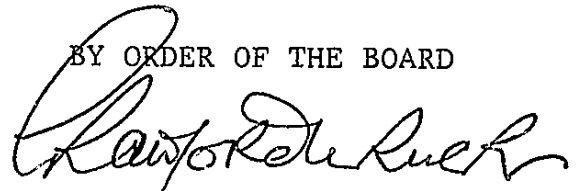
(b) As regards capital on a return of assets on liquidation or otherwise the assets of the Company available for distribution amongst the members shall be applied, first in paying to the holders of the Ordinary Shares the sum of £100,000 per share, secondly, in repaying to the holders of the Deferred Shares the

amount paid up on such shares and the balance of such assets shall belong to and be distributed among the holders of the Ordinary Shares in proportion to the amounts paid up on the Ordinary Shares held by them respectively

(c) As regards voting the Deferred Shares shall not confer on the holders thereof any right to receive notice of or to attend or vote either in person or by proxy at any General Meeting of the Company

(G) That the regulations contained in the document marked "Articles of Association of Strathleven Bonded Warehouses Limited" and for the purpose of identification signed by the Chairman be and the same are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for the existing Articles of Association and all regulations incorporated therein.

BY ORDER OF THE BOARD

A handwritten signature in dark ink, appearing to read 'R. A. R. R. R.', is written over the printed text 'BY ORDER OF THE BOARD'.

Director/Secretary

Registered Office:

Blackfriars House
19 New Bridge Street
London EC4V 6BY

No. 707937

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

STRATHLEVEN BONDED WAREHOUSES LIMITED

PRELIMINARY.

1. (A) In these Articles "Table A" means Part I of Table A in the First Schedule to the Companies Act, 1948 as amended, "the 1948 Act" means the Companies Act 1948 "the 1976 Act" means the Companies Act 1976 "the 1980 Act" means the Companies Act 1980 and "the 1981 Act" means the Companies Act 1981.

(B) The Regulations contained in Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Regulations of Table A numbered 15, 24, 52, 54, 64, 75, 77, 79, 87, 88, 89, 90, 91, 92, 93, 94, 95, 99, 101, 107, 128, 128A and 136 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY.

2. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES.

3. The share capital of the Company is £100 divided into 100 shares of £1 each.

4. No shares in the Company shall be issued otherwise than fully paid or credited as fully paid.

5. (A) No shares in the Company shall be issued without the prior authority of the Company in General Meeting duly conferred upon the Directors in accordance with the provisions of Section 14 of the Companies Act 1980.

(B) The pre-emption provisions of subsections (1), (6) and (7) of Section 17 of the 1980 Act shall not apply to any

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21/06/1983

allotment of the Company's equity securities, but the following provisions of Article 6 below shall apply.

6. (A) All unissued shares of each class in the capital of the Company shall before issue be offered for subscription to the then existing holders of shares of the same class in proportion as nearly as the circumstances will admit to the numbers of such shares in the Company held by them respectively.

(B) Each such offer as is referred to in (A) above shall be upon the same terms and shall be made by notice in writing specifying the number and subscription price of the shares offered and limiting a time (not being less than 28 days) within which the offer if not accepted by notice in writing to the Directors will be deemed to have been declined and shall notify such persons that any such person who desires to subscribe for shares in excess of this said proportion shall in his reply state how many additional shares he desires to subscribe for upon the same terms, and if all such persons do not accept their said proportions in full the unaccepted shares shall be used for satisfying the said claims for additional shares. If there shall be insufficient of the said unaccepted shares to satisfy in full all such claims for additional shares, the said unaccepted shares shall be distributed amongst persons making such claims as nearly as may be in proportion to their said respective holdings of shares in the Company provided that no person shall be bound to take more additional shares than those for which he shall have offered to subscribe. The Directors shall offer any such shares as aforesaid which by reason of the proportion borne by them to the number of persons receiving such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot be offered without giving rise to fractions to such members or some of them in such proportions as may be determined by the Directors in their discretion.

(C) Any unissued shares not accepted upon the aforesaid offering may be offered by the Directors for subscription by any person or persons but only upon the same terms as were offered to members pursuant to this Article.

(D) The provisions of this Article may be waived in any particular case if all the members give their consent in writing.

7. The lien conferred by Regulation 11 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders and shall extend to all moneys presently payable by him or his estate to the Company.

8. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way

of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that except in so far as may be otherwise agreed between the Company and any Member in the case of the shares held by him no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

NOTICES.

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

RESOLUTIONS.

10. Any such resolution in writing as is referred to in Regulation 73A of Table A may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Regulation referred to.

TRANSFERS.

11. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and Regulation 22 of Table A shall be modified accordingly.

12. A member shall be entitled to sell or transfer by way of gift any of his shares to his spouse (including widow or widower) or his lineal descendants or the lineal descendants of his spouse or to the trustees of any trust constituted for the benefit only of any such persons.

13. Except in the case of transfers under the provisions of Articles 12, 14 or 15:-

(A) A member who intends to transfer any of his shares (hereinafter called "the Vendor") shall give notice in writing to the Directors of his intention (hereinafter called "the Transfer Notice") specifying the shares concerned (hereinafter together called "the Sale Shares") and the price per share at which he is willing to sell ("the Specified Price"). If no price is specified in the Transfer Notice the Vendor shall be deemed to have specified therein the fair value

21.06.1983

fixed as hereinafter provided as the price at which he is willing to sell.

(B) The Vendor may in the Transfer Notice specify that he wishes to sell the whole and not part only of the Sale Shares comprised in the Transfer Notice and in the event that by operation of the following provisions of this Article members desiring to purchase all the Sale Shares be not found then the Vendor shall be entitled to withdraw his Transfer Notice without the consent of the Company and in these Articles such specification by the Vendor shall be referred to as a "Complete Sale Notice".

(C) The Transfer Notice shall constitute the Directors the agents of the Vendor for the sale of the Sale Shares to the other members of the Company at a price (hereinafter called "the Sale Price") which is the lesser of the Specified Price (if any) and any fair value fixed as provided by (E) below pursuant to a notice given by any member in that behalf. A Transfer Notice shall not be revocable save as expressly provided in the provisions of this Article or with the consent of the Company.

(D) Within seven days after the receipt of the Transfer Notice the Directors shall offer the Sale Shares to the other holders of shares of the same class in proportion as nearly as the circumstances will admit to the numbers of such shares in the Company held by them respectively. Each such offer shall be made by notice in writing specifying the number of shares offered and the Specified Price and shall limit a time (not being less than 28 days) during which the offer if not accepted by notice in writing to the Directors will be deemed to have been declined and shall notify such persons that any such person who desires to purchase shares in excess of his said proportion shall in his reply state how many additional shares he desires to purchase at the Sale Price, and if all such persons do not accept their said proportions in full the unaccepted shares shall be used for satisfying the said claims for additional shares. If there shall be insufficient of the said unaccepted shares to satisfy in full all such claims for additional shares, the said unaccepted shares shall be distributed amongst persons making such claims as nearly as may be in proportion to their said respective holdings of shares in the Company provided that no person shall be bound to take more additional shares than those he shall have offered to purchase. The Directors shall offer any such shares as aforesaid which by reason of the proportion borne by them to the number of persons receiving such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot be offered without giving rise to fractions to such members or some of them in such proportions as may be determined by the Directors in their discretion.

(E) Within fourteen days of first being offered any of the Sale Shares any member may by notice in writing to the

21.06.1983

Directors require that the Specified Price be referred to the Valuers being the auditors from time to time of the Company. The Directors shall forthwith give notice to all other members that they have so referred the Sale Price. The Valuers shall report in writing under their hand what in their opinion is the fair value per share of the Sale Shares as between a willing vendor and a willing purchaser on the basis that the Sale Shares are taken to be of a value equal to the aggregate value of all the issued shares of the relevant class divided by the number of such shares.

In so reporting the Valuers shall make such adjustments as they consider appropriate and shall be considered to be acting as experts and not as arbitrators and accordingly the Arbitration Acts, shall not apply. The costs of the Valuers' report shall be borne by the Company. The Directors shall use their best endeavours to procure that the Valuers' report on the fair value is available within fourteen days of the matter being referred to them. Upon receipt of such report the Directors shall immediately give written notice of the fair value both to the Vendor and to each of the other members of the Company.

(F) If the fair value as so determined in (E) above is not acceptable to the Vendor he may by notice in writing to the Directors within seven days of being notified of such fair value revoke the Transfer Notice. In that event the Directors shall forthwith give notice to all other members.

(G) In the absence of any such revocation of a Transfer Notice the 28 day period for acceptance of offers shall begin to run again from the date of the notification to the other members of the Valuers' report.

(H) If the Directors shall by the foregoing procedure receive acceptances in respect of any of the Sale Shares they shall give notice thereof to the Vendor and he shall subject to the terms of any Complete Sale Notice entitling the Vendor to revoke his Transfer Notice thereupon become bound upon payment of the Sale Price to transfer the accepted Sale Shares to the person or persons who have accepted the same and if in any case the Vendor having become so bound makes default in so doing the Company shall receive the price and the Directors shall appoint some person to execute instruments of transfer of those of the Sale Shares concerned in favour of the relevant transferee and shall thereupon subject to such instruments being duly stamped cause the name of the relevant transferee to be entered in the Register of Members as the holder thereof and shall hold the price in trust for the Vendor. The receipt of the Company shall be a good discharge to any such transferee.

(I) If the Directors shall not by the foregoing procedure receive acceptances in respect of all the Sale Shares, they shall give notice thereof to the Vendor, and the Vendor shall be at liberty within 90 days thereafter to transfer all or

any of the unaccepted Sale Shares (including those comprised in a Transfer Notice revoked pursuant to a Complete Sale Notice contained therein) to any person or persons at not less than the Sale Price.

(J) All or any of the provisions of this Article may be waived in any particular case if all the members give their consent in writing.

14. (A) Notwithstanding anything contained in these Articles and in particular the provisions of Articles 11 to 13 above in the event that the holders for the time being of 50 per cent or more of the Ordinary Shares from time to time in issue wish to sell all of the Ordinary Shares registered in their names to a person who is not then a member of the Company ("the intending purchaser") in response to a bona fide offer to that effect then in lieu of being obliged to serve a transfer notice in respect of those Ordinary Shares in accordance with the provisions of Article 13 above such holders may require that the remaining holders of Ordinary Shares shall, if so requested by notice in writing by such holders of 50 per cent or more as aforesaid, sell all their Ordinary Shares to the intending purchaser at the price and subject to the other terms which form part of the overall transaction offered by the intending purchaser and such remaining holders of Ordinary Shares shall sell at that price and upon those terms PROVIDED ALWAYS that:

(a) Nothing in this Article shall require any member of the Company to sell his Ordinary Shares at a price which is less than the fair value thereof ascertained in accordance with the provisions of Article 13(E), or for a consideration otherwise than wholly in cash;

(b) Nothing in this Article shall permit the holders of 50 per cent or more of the Ordinary Shares for the time being in issue to sell the Ordinary Shares registered in their names to the intending purchaser without the operation of the provisions of Article 13 above unless the intending purchaser shall purchase the whole of the Ordinary Share capital of the Company for the time being in issue in accordance with this Article.

(B) The holders of Ordinary Shares concerned shall within 28 days of being informed in writing of the offer of the intending purchaser which complies with the provisions of this Article become bound to sell their Ordinary Shares to the intending purchaser upon payment of the price therefor.

(C) In the event of any member having become bound to sell his shares hereunder failing to carry out the sale of any of his Ordinary Shares the Directors may authorise some person to execute a transfer of the Ordinary Shares on behalf of that defaulting member and the Company may give a good receipt for the purchase price and should hold such monies on trust for the

defaulting member who shall be entitled to such monies upon delivery of certificates for their Ordinary Shares sold.

15. In the event that pursuant to and following implementation of the provisions of Article 13 above and in particular pursuant to the provisions of Article 13(1) above the holders for the time being of 50 per cent or more of the Ordinary Shares from time to time in issue wish to sell all of the Ordinary Shares registered in their names to an intending purchaser in response to a bona fide offer to that effect then all or any of the remaining holders of Ordinary Shares may by notice in writing to any of the holders of 50 per cent or more as aforesaid require that such holders of 50 per cent or more will together procure that the offer from the intending purchaser will before acceptance thereof by the holders of 50 per cent or more as aforesaid be extended and made on the same terms to such of the remaining holders as shall have served notice pursuant to the provisions of this Article such extended offer to remain open for acceptance by such remaining shareholders for a period of not less than 30 days.

16. It shall be obligatory for the Directors to register any duly stamped transfer of a share made pursuant to or permitted by the provisions of Articles 13, 14 or 15 or permitted by the terms of Article 12 and it shall also be obligatory for the Directors to refuse to register any transfer not so made or permitted. The Directors may decline to register any transfer of a share on which the Company has a lien. If the Directors refuse to register a transfer, 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.

17. Subject to the provisions of Article 12 any person becoming entitled to a share in consequence of the death or bankruptcy of a member must within three months of being so entitled produce such evidence of his title as the Directors may require. In the case of any person becoming entitled to a share in consequence of the bankruptcy (but not the death) of a member, that person must within the said three month period serve upon the Directors a Transfer Notice under Article 13(A) above in relation to the share and Article 13 shall bind him as if he were a member holding such share. In the event of such person not serving such a Transfer Notice within the said period he shall upon expiry of the said period be automatically deemed to have served a Transfer Notice. A Transfer Notice served or deemed served pursuant to this Article shall not be revocable in any circumstances whatsoever. The second paragraph of Regulation 32 of Table A, Part I shall be deemed to be deleted.

PROCEEDINGS AT GENERAL MEETINGS.

18. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the

accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in place of those retiring, the appointment of, and the fixing of the remuneration of, the auditors, and the fixing of the remuneration of the Directors.

19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.

20. It shall not be necessary to give any notice of an adjourned meeting and Regulation 57 of Table A shall be construed accordingly.

21. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 58 of Table A shall be modified accordingly.

22. A Member for whom a receiver, curator bonis or other person in the nature of a receiver or curator bonis has been appointed by a Court in England and Wales or Scotland having jurisdiction in that behalf on the ground that the Member is incapable by reason of mental disorder of managing and administering his property and affairs may vote, whether on a show of hands or on a poll, by the person so appointed and that person may appoint a proxy to vote on a poll on behalf of the Member.

DIRECTORS.

23. Unless and until otherwise determined by the Company in general meeting the number of Directors shall be not less than two. The quorum necessary for the transaction of the business of the Directors shall be two of whom one shall be the Chairman of the Board of Directors appointed in accordance with the provisions of Article 33 below or his alternate as appointed in accordance with Article 34 below.

24. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the Capital of the Company and Regulation 134 of Table A shall be modified accordingly.

25. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be

determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

26. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and subject to Section 14 of the 1980 Act to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party.

27. Without prejudice to the obligation of any director to disclose his interest in accordance with Section 199 of the 1948 Act (as amended by Section 60 of the 1980 Act) a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract transaction or arrangement is under consideration and Regulation 84 of Table A shall be modified accordingly.

28. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and Regulation 86 of Table A shall be modified accordingly.

29. The Directors on behalf of the Company may pay a gratuity pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

30. The office of Director shall be vacated if the Director

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(b) becomes prohibited from being a Director by reason of any order made under Section 188 of the 1948 Act or under Section 28 of the 1976 Act; or

(c) in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director; or

(d) subject as hereinafter provided resigns his office by notice in writing to the Company.

31. A Director shall not retire by rotation and Regulations 96 and 97 of Table A shall be modified accordingly.

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32. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last sentence of Regulation 95 of Table A shall be deleted.

33. (A) The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company appoint any person to be a Director or to remove any Director from office. Such appointment or removal shall (in the absence of contrary provision in the relevant memorandum) take effect forthwith upon delivery of the memorandum to the Registered Office of the Company or on the date specified therein.

(B) The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company appoint any Director to be Chairman of the Board of Directors or to remove any Director from office as Chairman and to appoint any Director to hold such office in his place. Such removal or appointment shall (in the absence of contrary provision in the relevant memorandum) take effect forthwith upon delivery of the memorandum to the Registered Office of the Company or on the date specified therein.

34. (A) Any Director may by writing under his hand appoint any other person to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him. A Director may at any time revoke the appointment of an alternate appointed by him, and appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director

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

(C) Any person who is appointed by the Chairman of the Board of Directors as his alternate shall act as Chairman of the Board of Directors and shall be regarded as being the Chairman for the purposes of determining whether a quorum is present.

35. Any such resolution in writing as is referred to in Regulation 106 of Table A may consist of several documents in the like form each signed by one or more of the Directors in the time being entitled to receive notice of a meeting of the Directors and Regulation 106 of Table A shall be modified accordingly.

36. No person shall be or become incapable of being appointed a Director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age.

37. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company such appointment being (subject to Section 47 of the 1980 Act, if applicable) for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.

38. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Article 30(d) hereof shall be interpreted accordingly.

CAPITALISATION OF PROFITS.

39. The Directors may with the authority of an Ordinary Resolution of the Company:-

(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not the same are available for distribution and including profits standing to any reserve) or, any sum standing to the credit of the Company's share premium account or capital redemption reserve fund;

(b) appropriate the profits or sum resolved to be capitalised to the Members in proportion to the nominal amount

of Ordinary Shares (whether or not fully paid) held by them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, and allot and distribute such shares or debentures credited as fully paid up, to and amongst such Members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other: provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members credited as fully paid;

(c) resolve that any shares allotted under this Article to any Member in respect of a holding by him of any partly paid Ordinary Shares shall, so long as such Ordinary Shares remain partly paid rank for dividends only to the extent that such partly paid Ordinary Shares rank for dividend;

(d) make such provisions by the issue of fractional certificates or by payment in cash or otherwise as the Directors think fit for the case of shares or debentures becoming distributable under this Article in fractions;

(e) authorise any person to enter on behalf of all the Members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled upon such capitalisation (any agreement made under such authority being thereupon effective and binding on all such Members); and

(f) generally do all acts and things required to give effect to such resolution as aforesaid.

40. The reference to "regulation 128 or 128A above" in Regulation 129 of Table A shall be construed as if it were a reference to Article 39 hereof.

PROVISION FOR EMPLOYEES.

41. The Company shall exercise the power conferred upon it by Section 74(1) of the 1980 Act only with the prior sanction of a Special Resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require the prior consent in writing of the holders of three-fourths in nominal value of the issued shares of each class or the prior sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of each class convened and held in accordance with the provisions of Regulation 4 of Table A.

INDEMNITIES.

42. Every Director, Managing Director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings relating to his conduct as an officer of the Company, 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 1948 Act in which relief is granted to him by the court.

G

Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1976

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

27/9

Form No. 10

10

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

To the Registrar of Companies

For official use Company number

56

707937

Name of Company

STRATHLEVEN BONDED WAREHOUSES

Limited*

*delete if
inappropriate

†delete as
appropriate

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

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~ordinary~~
~~extraordinary~~ [special]† resolution of the company dated 1st July, 1983
the nominal capital of the company has been increased by the addition thereto of the sum of
£ 100 beyond the registered capital of £ 100

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
100	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 Ordinary Shares have the rights and are subject to the
restrictions contained in a Special Resolution dated
1st July, 1983

Please tick here if
continued overleaf

☐

Signed

Clifford Turner

(Director) [Secretary]† Date

1st July 1983

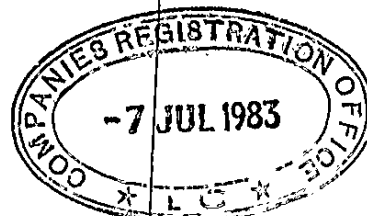
Presenior's name, address and
reference (if any):

Clifford-Turner
Blackfriars House
19 New Bridge Street
London EC4V 6BY

Ref: IJ/TVS

For official use
General section

Post room



30

Notice of place where a register of holders of debentures or a duplicate thereof is kept or of any change in that place

Pursuant to section 86(3) of the Companies Act 1948 as amended by 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

63

707937

Name of company

STRATHLEVEN BONDED WAREHOUSES

Limited*

*delete if inappropriate

hereby gives you notice in accordance with section 86(3) of the Companies Act 1948 that a register of holders of debentures of the company is now kept at:

GOOSEHOLM

DUMBARTON

DUNBARTONSHIRE

G82 2SB

~~in lieu of*~~

where it was previously kept

delete as appropriate

Signed K. R. Chacko [Director] [Secretary]† Date 14th September 1983

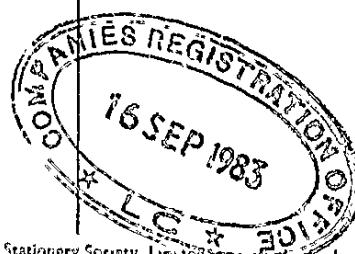
Presenter's name, address and reference (if any):

Legibus Secretaries Limited
19 New Bridge Street
London
EC4V 6BY

DHT/CAL/LS

For official use
General section

Post room





THE COMPANIES ACTS 1948 TO 1976

Notice of place where register of members is kept or of any change in that place

103

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

[614]

707937

Name of company

STRATHLEVEN BONDED WAREHOUSES

Limited*

*delete if
inappropriate

hereby gives you notice in accordance with section 110(3) of the Companies Act 1948 that the register of members is now kept at:

GOOSEHOLM
DUMBARTON

DUNBARTONSHIRE G82 2SB.

in lieu of*

where it was previously kept

†delete as
appropriate

Signed

[Director] [Secretary]† Date 14th September 1983

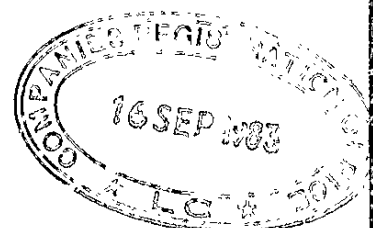
Presentor's name, address and
reference (if any):

Legibus Secretaries Ltd
Blackfriars House
19 New Bridge Street
London
EC4V 6BY.

DHT/CAL/LS

For official use
General section

Post room



21/06/1983

No. 707937

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THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

STRATHLEVEN BONDED WAREHOUSES LIMITED

PRELIMINARY.

1. (A) In these Articles "Table A" means Part I of Table A in the First Schedule to the Companies Act, 1948 as amended, "the 1948 Act" means the Companies Act 1948 "the 1976 Act" means the Companies Act 1976 "the 1980 Act" means the Companies Act 1980 and "the 1981 Act" means the Companies Act 1981.

(B) The Regulations contained in Table A shall apply to the Company save in so far as they are excluded or modified hereby. The Regulations of Table A numbered 15, 24, 52, 54, 64, 75, 77, 79, 87, 88, 89, 90, 91, 92, 93, 94, 95, 99, 101, 107, 128, 128A and 136 shall not apply, but, subject as aforesaid, and in addition to the remaining Regulations of Table A the following shall be the Articles of Association of the Company.

PRIVATE COMPANY.

2. The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

SHARES.

3. The share capital of the Company is £100 divided into 100 shares of £1 each.

4. No shares in the Company shall be issued otherwise than fully paid or credited as fully paid.

5. (A) No shares in the Company shall be issued without the prior authority of the Company in General Meeting duly conferred upon the Directors in accordance with the provisions of Section 14 of the Companies Act 1980.

(B) The pre-emption provisions of subsections (1), (6) and (7) of Section 17 of the 1980 Act shall not apply to any



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allotment of the Company's equity securities, but the following provisions of Article 6 below shall apply.

6. (A) All unissued shares of each class in the capital of the Company shall before issue be offered for subscription to the then existing holders of shares of the same class in proportion as nearly as the circumstances will admit to the numbers of such shares in the Company held by them respectively.

(B) Each such offer as is referred to in (A) above shall be upon the same terms and shall be made by notice in writing specifying the number and subscription price of the shares offered and limiting a time (not being less than 28 days) within which the offer if not accepted by notice in writing to the Directors will be deemed to have been declined and shall notify such persons that any such person who desires to subscribe for shares in excess of this said proportion shall in his reply state how many additional shares he desires to subscribe for upon the same terms, and if all such persons do not accept their said proportions in full the unaccepted shares shall be used for satisfying the said claims for additional shares. If there shall be insufficient of the said unaccepted shares to satisfy in full all such claims for additional shares, the said unaccepted shares shall be distributed amongst persons making such claims as nearly as may be in proportion to their said respective holdings of shares in the Company provided that no person shall be bound to take more additional shares than those for which he shall have offered to subscribe. The Directors shall offer any such shares as aforesaid which by reason of the proportion borne by them to the number of persons receiving such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot be offered without giving rise to fractions to such members or some of them in such proportions as may be determined by the Directors in their discretion.

(C) Any unissued shares not accepted upon the aforesaid offering may be offered by the Directors for subscription by any person or persons but only upon the same terms as were offered to members pursuant to this Article.

(D) The provisions of this Article may be waived in any particular case if all the members give their consent in writing.

7. The lien conferred by Regulation 11 of Table A shall attach to fully paid shares and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole registered holder thereof or one of two or more joint holders and shall extend to all moneys presently payable by him or his estate to the Company.

8. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way

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of premium) and not by the conditions of allotment thereof made payable at fixed times, provided that except in so far as may be otherwise agreed between the Company and any Member in the case of the shares held by him no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.

NOTICES.

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

RESOLUTIONS.

10. Any such resolution in writing as is referred to in Regulation 73A of Table A may consist of several documents in the like form each signed by one or more of the Members (or their duly authorised representatives) in that Regulation referred to.

TRANSFERS.

11. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and Regulation 22 of Table A shall be modified accordingly.

12. A member shall be entitled to sell or transfer by way of gift any of his shares to his spouse (including widow or widower) or his lineal descendants or the lineal descendants of his spouse or to the trustees of any trust constituted for the benefit only of any such persons.

13. Except in the case of transfers under the provisions of Articles 12, 14 or 15:-

(A) A member who intends to transfer any of his shares (hereinafter called "the Vendor") shall give notice in writing to the Directors of his intention (hereinafter called "the Transfer Notice") specifying the shares concerned (hereinafter together called "the Sale Shares") and the price per share at which he is willing to sell ("the Specified Price"). If no price is specified in the Transfer Notice the Vendor shall be deemed to have specified therein the fair value

fixed as hereinafter provided as the price at which he is willing to sell.

(B) The Vendor may in the Transfer Notice specify that he wishes to sell the whole and not part only of the Sale Shares comprised in the Transfer Notice and in the event that by operation of the following provisions of this Article members desiring to purchase all the Sale Shares be not found then the Vendor shall be entitled to withdraw his Transfer Notice without the consent of the Company and in these Articles such specification by the Vendor shall be referred to as a "Complete Sale Notice".

(C) The Transfer Notice shall constitute the Directors the agents of the Vendor for the sale of the Sale Shares to the other members of the Company at a price (hereinafter called "the Sale Price") which is the lesser of the Specified Price (if any) and any fair value fixed as provided by (E) below pursuant to a notice given by any member in that behalf. A Transfer Notice shall not be revocable save as expressly provided in the provisions of this Article or with the consent of the Company.

(D) Within seven days after the receipt of the Transfer Notice the Directors shall offer the Sale Shares to the other holders of shares of the same class in proportion as nearly as the circumstances will admit to the numbers of such shares in the Company held by them respectively. Each such offer shall be made by notice in writing specifying the number of shares offered and the Specified Price and shall limit a time (not being less than 28 days) during which the offer if not accepted by notice in writing to the Directors will be deemed to have been declined and shall notify such persons that any such person who desires to purchase shares in excess of his said proportion shall in his reply state how many additional shares he desires to purchase at the Sale Price, and if all such persons do not accept their said proportions in full the unaccepted shares shall be used for satisfying the said claims for additional shares. If there shall be insufficient of the said unaccepted shares to satisfy in full all such claims for additional shares, the said unaccepted shares shall be distributed amongst persons making such claims as nearly as may be in proportion to their said respective holdings of shares in the Company provided that no person shall be bound to take more additional shares than those he shall have offered to purchase. The Directors shall offer any such shares as aforesaid which by reason of the proportion borne by them to the number of persons receiving such offer as aforesaid or by reason of any other difficulty in apportioning the same cannot be offered without giving rise to fractions to such members or some of them in such proportions as may be determined by the Directors in their discretion.

(E) Within fourteen days of first being offered any of the Sale Shares any member may by notice in writing to the

Directors require that the Specified Price be referred to the Valuers being the auditors from time to time of the Company. The Directors shall forthwith give notice to all other members that they have so referred the Sale Price. The Valuers shall report in writing under their hand what in their opinion is the fair value per share of the Sale Shares as between a willing vendor and a willing purchaser on the basis that the Sale Shares are taken to be of a value equal to the aggregate value of all the issued shares of the relevant class divided by the number of such shares.

In so reporting the Valuers shall make such adjustments as they consider appropriate and shall be considered to be acting as experts and not as arbitrators and accordingly the Arbitration Acts, shall not apply. The costs of the Valuers' report shall be borne by the Company. The Directors shall use their best endeavours to procure that the Valuers' report on the fair value is available within fourteen days of the matter being referred to them. Upon receipt of such report the Directors shall immediately give written notice of the fair value both to the Vendor and to each of the other members of the Company.

(F) If the fair value as so determined in (E) above is not acceptable to the Vendor he may by notice in writing to the Directors within seven days of being notified of such fair value revoke the Transfer Notice. In that event the Directors shall forthwith give notice to all other members.

(G) In the absence of any such revocation of a Transfer Notice the 28 day period for acceptance of offers shall begin to run again from the date of the notification to the other members of the Valuers' report.

(H) If the Directors shall by the foregoing procedure receive acceptances in respect of any of the Sale Shares they shall give notice thereof to the Vendor and he shall subject to the terms of any Complete Sale Notice entitling the Vendor to revoke his Transfer Notice thereupon become bound upon payment of the Sale Price to transfer the accepted Sale Shares to the person or persons who have accepted the same and if in any case the Vendor having become so bound makes default in so doing the Company shall receive the price and the Directors shall appoint some person to execute instruments of transfer of those of the Sale Shares concerned in favour of the relevant transferee and shall thereupon subject to such instruments being duly stamped cause the name of the relevant transferee to be entered in the Register of Members as the holder thereof and shall hold the price in trust for the Vendor. The receipt of the Company shall be a good discharge to any such transferee.

(I) If the Directors shall not by the foregoing procedure receive acceptances in respect of all the Sale Shares, they shall give notice thereof to the Vendor, and the Vendor shall be at liberty within 90 days thereafter to transfer all or

any of the unaccepted Sale Shares (including those comprised in a Transfer Notice revoked pursuant to a Complete Sale Notice contained therein) to any person or persons at not less than the Sale Price.

(J) All or any of the provisions of this Article may be waived in any particular case if all the members give their consent in writing.

14. (A) Notwithstanding anything contained in these Articles and in particular the provisions of Articles 11 to 13 above in the event that the holders for the time being of 50 per cent or more of the Ordinary Shares from time to time in issue wish to sell all of the Ordinary Shares registered in their names to a person who is not then a member of the Company ("the intending purchaser") in response to a bona fide offer to that effect then in lieu of being obliged to serve a transfer notice in respect of those Ordinary Shares in accordance with the provisions of Article 13 above such holders may require that the remaining holders of Ordinary Shares shall, if so requested by notice in writing by such holders of 50 per cent or more as aforesaid, sell all their Ordinary Shares to the intending purchaser at the price and subject to the other terms which form part of the overall transaction offered by the intending purchaser and such remaining holders of Ordinary Shares shall sell at that price and upon those terms PROVIDED ALWAYS that:

(a) Nothing in this Article shall require any member of the Company to sell his Ordinary Shares at a price which is less than the fair value thereof ascertained in accordance with the provisions of Article 13(E), or for a consideration otherwise than wholly in cash;

(b) Nothing in this Article shall permit the holders of 50 per cent or more of the Ordinary Shares for the time being in issue to sell the Ordinary Shares registered in their names to the intending purchaser without the operation of the provisions of Article 13 above unless the intending purchaser shall purchase the whole of the Ordinary Share capital of the Company for the time being in issue in accordance with this Article.

(B) The holders of Ordinary Shares concerned shall within 28 days of being informed in writing of the offer of the intending purchaser which complies with the provisions of this Article become bound to sell their Ordinary Shares to the intending purchaser upon payment of the price therefor.

(C) In the event of any member having become bound to sell his shares hereunder failing to carry out the sale of any of his Ordinary Shares the Directors may authorise some person to execute a transfer of the Ordinary Shares on behalf of that defaulting member and the Company may give a good receipt for the purchase price and should hold such monies on trust for the

defaulting member who shall be entitled to such monies upon delivery of certificates for their Ordinary Shares sold.

15. In the event that pursuant to and following implementation of the provisions of Article 13 above and in particular pursuant to the provisions of Article 13(I) above the holders for the time being of 50 per cent or more of the Ordinary Shares from time to time in issue wish to sell all of the Ordinary Shares registered in their names to an intending purchaser in response to a bona fide offer to that effect then all or any of the remaining holders of Ordinary Shares may by notice in writing to any of the holders of 50 per cent or more as aforesaid require that such holders of 50 per cent or more will together procure that the offer from the intending purchaser will before acceptance thereof by the holders of 50 per cent or more as aforesaid be extended and made on the same terms to such of the remaining holders as shall have served notice pursuant to the provisions of this Article such extended offer to remain open for acceptance by such remaining shareholders for a period of not less than 30 days.

16. It shall be obligatory for the Directors to register any duly stamped transfer of a share made pursuant to or permitted by the provisions of Articles 13, 14 or 15 or permitted by the terms of Article 12 and it shall also be obligatory for the Directors to refuse to register any transfer not so made or permitted. The Directors may decline to register any transfer of a share on which the Company has a lien. If the Directors refuse to register a transfer, 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.

17. Subject to the provisions of Article 12 any person becoming entitled to a share in consequence of the death or bankruptcy of a member must within three months of being so entitled produce such evidence of his title as the Directors may require. In the case of any person becoming entitled to a share in consequence of the bankruptcy (but not the death) of a member, that person must within the said three month period serve upon the Directors a Transfer Notice under Article 13(A) above in relation to the share and Article 13 shall bind him as if he were a member holding such share. In the event of such person not serving such a Transfer Notice within the said period he shall upon expiry of the said period be automatically deemed to have served a Transfer Notice. A Transfer Notice served or deemed served pursuant to this Article shall not be revocable in any circumstances whatsoever. The second paragraph of Regulation 32 of Table A, Part I shall be deemed to be deleted.

PROCEEDINGS AT GENERAL MEETINGS

18. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of declaring a dividend, the consideration of the

accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in place of those retiring, the appointment of, and the fixing of the remuneration of, the auditors, and the fixing of the remuneration of the Directors.

19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.

20. It shall not be necessary to give any notice of an adjourned meeting and Regulation 57 of Table A shall be construed accordingly.

21. A poll may be demanded by the Chairman or by any Member present in person or by proxy and entitled to vote and Regulation 58 of Table A shall be modified accordingly.

22. A Member for whom a receiver, curator bonis or other person in the nature of a receiver or curator bonis has been appointed by a Court in England and Wales or Scotland having jurisdiction in that behalf on the ground that the Member is incapable by reason of mental disorder of managing and administering his property and affairs may vote, whether on a show of hands or on a poll, by the person so appointed and that person may appoint a proxy to vote on a poll on behalf of the Member.

DIRECTORS.

23. Unless and until otherwise determined by the Company in general meeting the number of Directors shall be not less than two. The quorum necessary for the transaction of the business of the Directors shall be two of whom one shall be the Chairman of the Board of Directors appointed in accordance with the provisions of Article 33 below or his alternate as appointed in accordance with Article 34 below.

24. A Director need not hold any shares of the Company to qualify him as a Director but he shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any class of shares in the Capital of the Company and Regulation 134 of Table A shall be modified accordingly.

25. If any Director shall be called upon to perform extra services or to make special exertions in going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be

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determined by a resolution passed at a Board Meeting of the Directors of the Company, and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

26. The Directors may exercise all the powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital and subject to Section 14 of the 1980 Act to issue debentures, debenture stock and other securities as security for any debt, liability or obligation of the Company or of any third party

27. Without prejudice to the obligation of any director to disclose his interest in accordance with Section 199 of the 1948 Act (as amended by Section 60 of the 1980 Act) a Director may vote as a Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising thereout, and if he does so vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract transaction or arrangement is under consideration and Regulation 84 of Table A shall be modified accordingly.

28. A Director present at any meeting of Directors or Committees of Directors need not sign his name in a book kept for that purpose and Regulation 86 of Table A shall be modified accordingly.

29. The Directors on behalf of the Company may pay a gratuity pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or on his death to his widow or dependants and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

30. The office of Director shall be vacated if the Director

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(b) becomes prohibited from being a Director by reason of any order made under Section 188 of the 1948 Act or under Section 28 of the 1976 Act; or

(c) in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director; or

(d) subject as hereinafter provided resigns his office by notice in writing to the Company.

31. A Director shall not retire by rotation and Regulations 96 and 97 of Table A shall be modified accordingly.

32. A Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and the last sentence of Regulation 95 of Table A shall be deleted.

33. (A) The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company appoint any person to be a Director or to remove any Director from office. Such appointment or removal shall (in the absence of contrary provision in the relevant memorandum) take effect forthwith upon delivery of the memorandum to the Registered Office of the Company or on the date specified therein.

(B) The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at general meetings of the Company may at any time or from time to time by memorandum in writing signed by or on behalf of him or them and left at or sent to the Registered Office of the Company appoint any Director to be Chairman of the Board of Directors or to remove any Director from office as Chairman and to appoint any Director to hold such office in his place. Such removal or appointment shall (in the absence of contrary provision in the relevant memorandum) take effect forthwith upon delivery of the memorandum to the Registered Office of the Company or on the date specified therein.

34. (A) Any Director may by writing under his hand appoint any other person to be his alternate; and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at Meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him. A Director may at any time revoke the appointment of an alternate appointed by him, and appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

(B) Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director

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

(C) Any person who is appointed by the Chairman of the Board of Directors as his alternate shall act as Chairman of the Board of Directors and shall be regarded as being the Chairman for the purposes of determining whether a quorum is present.

35. Any such resolution in writing as is referred to in Regulation 106 of Table A may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of a meeting of the Directors and Regulation 106 of Table A shall be modified accordingly.

36. No person shall be or become incapable of being appointed a Director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age.

37. The Directors may from time to time appoint one or more of their body to hold any executive office in the management of the business of the Company such appointment being (subject to Section 47 of the 1980 Act, if applicable) for such fixed term or without limitation as to period and on such terms as they think fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he ceases to hold the office of Director from any cause ipso facto and immediately cease to hold such executive office.

38. A Director holding such executive office as aforesaid for a fixed period shall not be entitled to resign as a Director of the Company and Article 30(d) hereof shall be interpreted accordingly.

CAPITALISATION OF PROFITS.

39. The Directors may with the authority of an Ordinary Resolution of the Company:-

(a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not the same are available for distribution and including profits standing to any reserve) or, any sum standing to the credit of the Company's share premium account or capital redemption reserve fund;

(b) appropriate the profits or sum resolved to be capitalised to the Members in proportion to the nominal amount

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of Ordinary Shares (whether or not fully paid) held by them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such Members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, and allot and distribute such shares or debentures credited as fully paid up, to and amongst such Members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other: provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members credited as fully paid;

(c) resolve that any shares allotted under this Article to any Member in respect of a holding by him of any partly paid Ordinary Shares shall, so long as such Ordinary Shares remain partly paid rank for dividends only to the extent that such partly paid Ordinary Shares rank for dividend;

(d) make such provisions by the issue of fractional certificates or by payment in cash or otherwise as the Directors think fit for the case of shares or debentures becoming distributable under this Article in fractions;

(e) authorise any person to enter on behalf of all the Members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled upon such capitalisation (any agreement made under such authority being thereupon effective and binding on all such Members); and

(f) generally do all acts and things required to give effect to such resolution as aforesaid.

40. The reference to "regulation 128 or 128A above" in Regulation 129 of Table A shall be construed as if it were a reference to Article 39 hereof.

PROVISION FOR EMPLOYEES.

41. The Company shall exercise the power conferred upon it by Section 74(1) of the 1980 Act only with the prior sanction of a Special Resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require the prior consent in writing of the holders of three-fourths in nominal value of the issued shares of each class or the prior sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of each class convened and held in accordance with the provisions of Regulation 4 of Table A.

INDEMNITIES.

42. Every Director, Managing Director, agent, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings relating to his conduct as an officer of the Company, 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 1948 Act in which relief is granted to him by the court.



COMPANIES FORM No. 225(1)

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

225(1)

Pursuant to section 225(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

1717

707937

Name of company

* STRATHLEVEN BONDED WAREHOUSES LIMITED

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:

Day Month

3 0 0 9

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 2 8 7

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 INTERNATIONAL DISTILLERS AND VINTNERS LIMITED

, company number 507652

the accounting reference date of which is 30 SEPTEMBER

Signed

[Director] [Secretary]† Date 12th May 1987

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

WA FOWLER
1 YORK GATE
REGENTS PARK
LONDON NW1 4PU
INS 57

For official Use
General Section

Post room



NO: 707937

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

STRATHLEVEN BONDED WAREHOUSES LIMITED

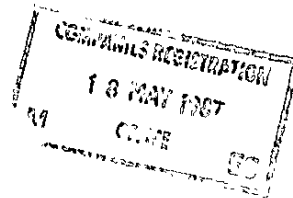
At an Extraordinary General Meeting of the above-named Company duly convened and held on 31st October, 1986 the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

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



Chairman of the Meeting.



707931

MEMORANDUM

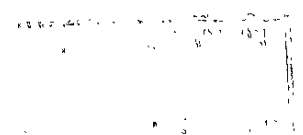
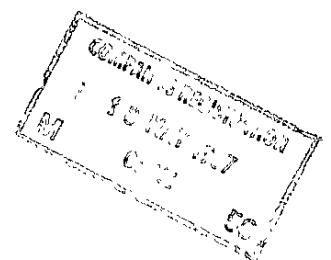
AND

ARTICLES OF ASSOCIATION

of

STRATHLEVEN BONDED WAREHOUSES LIMITED

31st October, 1986



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
STRATHLEVEN BONDED WAREHOUSES LIMITED

1. The name of the Company is the "STRATHLEVEN BONDED WAREHOUSES 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 establish and carry on the business of bonded and general warehousemen and storers of goods, wares and merchandise of every kind and description, depository proprietors, merchants, railway and shipping agents, underwriters of ships' goods and other property, bonded carmen, and common carmen, cartage contractors, wharfingers, barge owners, lightermen, general forwarding agents, carriers by sea, river, canal, railway, road, air and otherwise, export packers, general bankers, agents, dealers, ship brokers and contractors, and insurance brokers, agents and contractors, freight contractors, commission agents and merchants, or any other trade or business whatsoever which can, in the opinion of the Board, be advantageously carried on by the Company in connection with or ancillary or as supplemental to the general business of the Company, or otherwise calculated directly or indirectly to enhance the value of any of the Company's property or rights for the time being.

(B) To act as agents and conduct all kinds of agency business.

(C) To issue warrants to persons warehousing goods with the Company and to lend money upon the security of such goods.

- (D) To purchase, take on lease or in exchange, hire or otherwise acquire, hold, sell, turn to account, let on rent, royalty or share of profits or otherwise and grant licences easements and other rights over, and dispose of for any estate, interest or consideration whatsoever, the undertaking of the Company or any lands, buildings, warehouses, wharves, docks, easements, rights, privileges, concessions, machinery, patents, plant, stock-in-trade, and any real and personal property of any kind necessary or convenient for the Company's business and to acquire options and contracts for the purchase or leasing of or otherwise dealing with real and personal property, land and hereditaments.
- (E) To erect, construct, lay down, enlarge alter and maintain, pull down and remove or replace any buildings, works and machinery necessary or convenient for the Company's business.
- (F) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.
- (G) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business.
- (H) To mortgage and charge the undertaking and all or any of the real and personal property, present or future, and all or any of the uncalled Capital for the time being of the Company, and to issue at par or at a premium or discount, or for such consideration as may be thought fit, debentures, mortgage debentures and debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (I) 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.
- (J) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the debts and contracts of customers and others

- (K) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for customers and others, but not to carry on the business of a registered money lender.
- (L) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person (including any Director or past Director) who may have served the Company or its predecessors in business, or any subsidiary allied or associated company, or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any Directors or officers or persons employed by the Company, or of or by its predecessors in business, or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees, or any trade association.
- (M) To make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable and transferable instruments
- (N) To join any salvage or protection association or committee whether mutual or otherwise in any way connected with any of the objects of the Company.
- (O) To take out, purchase and by other means acquire any inventions, patents, registered designs, privileges, concessions and advantages, and all licences and other rights in connection with and improvements, extensions and modifications of the same, and to work, use, carry on and deal with the same, and in any such capacities to grant any licences or sub-licences at royalties or otherwise, for the sale or exercise of any invention, patent rights or privileges of the Company, and to protect and extend and to sell any such inventions, patent rights or privileges, and generally to do all such acts and things as may be decreed expedient for turning to the fullest account the business, inventions, patents, licences and privileges in which the Company is or may be interested

- (P) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (Q) To apply at the cost of the Company for and to procure any Parliamentary powers or Provisional Orders or Licences from the Board of Trade or other central or local authority to extend the Company's powers or to assist it to carry out anything within the objects of the Company, or for the dissolution of the Company, and the incorporation of a new company with all or any of the objects of this Company or otherwise.
- (R) To invest and deal with the moneys of the Company not immediately required in or upon such securities and in such manner as may from time to time be determined
- (S) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up Shares, with or without preferred or deferred rights in respect of dividend or repayment of Capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (T) To take or otherwise acquire and hold Shares in and securities of any other company and to accept payment for any property or rights sold, or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up Shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of Capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (U) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employee of the Company including in such case if thought fit the

conferring of a participation in the management or its directorate, or with any company carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any company special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company. And to lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

- (V) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of or shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold Shares, stock or securities of and guarantee the payment of any securities issued by or any other obligation of any such company.
- (W) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (X) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- (Y) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company


or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise

- (Z) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up Shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up or by sale or purchase (for fully or partly paid-up Shares or otherwise) of all the Shares or stock of this or any such other company as aforesaid, or by partnership or any arrangement of the nature of partnership, or in any other manner.
- (AA) To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (BB) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (CC) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and to procure the Company to be recognised or registered in any foreign country or place.
- (DD) To do all such other things as are or may be thought to be incidental or conducive to the attainment of the above objects or any of them.

4. The liability of the Members is limited.

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

Note: At 31 October 1986 the authorised share capital of the Company was £1,000,000 divided into 1,000,000 shares of £1 each.


J. A. Dadds

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

STRATHLEVEN BONDED WAREHOUSES LIMITED

(Articles adopted on 31st October, 1986)

ADOPTION OF TABLE A

1. In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by any other subordinate legislation coming into operation prior to the date of the adoption of these articles.
2. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the Company and, together with these articles, shall constitute the articles of the Company.
3. No regulations scheduled to any statute concerning companies shall apply to the Company.

INTERPRETATION

4. References in Table A and in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form.
5. Save as provided in the last preceding article, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these articles.

SHARE CAPITAL

6. Subject to the provisions of the Act, and in particular to the

provisions of Section 80(4) of the Act concerning the maximum amount of share capital that may be allotted and the duration of the authority conferred by the relevant resolution of the company, and also to any direction to the contrary which may be given by ordinary or other resolution of the company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as they may determine.

7. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity security.

TRANSFER OF SHARES

8. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

PURCHASE OF OWN SHARES

9. Subject to the provisions of the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into pursuant to this article shall be authorised by such resolution of the Company as may for the time being be required by law but subject thereto the directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the Company may agree to the variation of any contract entered into pursuant to this article and to the release of any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company pursuant to this article. Regulation 35 of Table A shall not apply.

GENERAL MEETINGS

10. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than four weeks after receipt of the requisition. Regulation 37 of Table A shall not apply.

NOTICE OF GENERAL MEETINGS

11. Notice of any general meeting need not be given to the directors in their capacity as such. Regulation 38 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the nomination, election or choice of a chairman which shall not be treated for this purpose as part of the business of the meeting. Save as otherwise provided by the next succeeding article, two members present in person or by proxy and entitled to vote shall be a quorum for all purposes. Regulation 40 of Table A shall not apply.

13. If a quorum is not present within fifteen minutes (or such longer time, not exceeding half an hour, as the chairman of the meeting may decide to wait) after the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such day and at such time and place as the chairman of the meeting may determine and at such adjourned meeting one member present in person or by proxy (whatever the number of shares held by him) shall be a quorum. It shall not be necessary to give notice of any meeting adjourned through want of a quorum. Regulation 41 of Table A shall not apply.

VOTES OF MEMBERS

14. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and in any common form or in such other form as the directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. Regulations 60 and 61 of Table A shall not apply.

ALTERNATE DIRECTORS

15. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

16. An alternate director shall cease to be an alternate director if his appointer ceases for any reason to be a director. Regulation 67 of Table A shall not apply.

POWERS OF DIRECTORS

17. The directors may, by power of attorney or otherwise, appoint any

person to be the agent of the Company upon such terms (including terms as to remuneration) as they may think fit and may delegate to any person so appointed any of the powers vested in or exercisable by them including power to sub-delegate. The directors may remove any person appointed under this article and may revoke or vary such delegation but no person dealing in good faith and without notice of any such revocation or variation shall be affected by it. Regulation 71 of Table A shall not apply.

18. The Company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

DELEGATION OF DIRECTORS' POWERS

19. The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

20. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the Company may at any time and from time to time appoint any person to be a director either to fill a vacancy or as an additional director or remove any director from office howsoever appointed.

21. Without prejudice to the powers conferred by the last preceding article, any person may be appointed a director by the directors either to fill a vacancy or as an additional director.

22. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age.

23. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

24. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

DIRECTORS' GRATUITIES AND PENSIONS

25. The directors may exercise all the powers of the Company to provide

benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Regulation 87 of Table A shall not apply.

26. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

PROCEEDINGS OF DIRECTORS

27. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the Company shall declare the nature of his interest at a meeting of the directors in accordance with that section. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any such contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 96 (inclusive) of Table A shall not apply.

NOTICES

28. Any notice or other document may be served on or delivered to any member by the Company either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address, or by leaving it at that address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

29. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so left. Regulation 115 of Table A shall not apply.

30. Any notice or other document may be served on or delivered to any person or persons entitled to a share in consequence of the death or bankruptcy of a member by the Company in any manner which would be permitted by these articles if the person or persons concerned were a member or were members and either addressed to him or them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address (if any) within the United Kingdom supplied by him or them for that purpose. Until such address has been supplied, a notice or other document may be served on or delivered to the person or persons so entitled in any manner in which it might have been served or given if the death or bankruptcy had not occurred. Regulation 116 of Table A shall not apply.

INDEMNITY

31. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him as such director or other officer or auditor 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 in which relief is granted to him by the court from liability. Regulation 118 of Table A shall not apply.

11-06-90
Registered Number 707937

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

Resolution

of

STRATHLEVEN BONDED WAREHOUSES LIMITED

(passed on 15th February 1990)

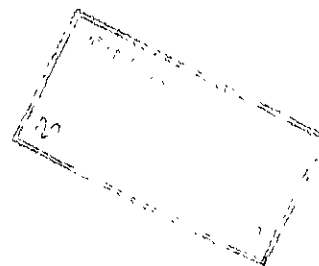
At the Annual General Meeting duly convened and held on 15th February 1990, the following Resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

That in accordance with Section 252 of the Companies Act 1985, the company being a dormant company under the terms of Section 252, Section 384 shall not apply and accordingly no Auditors shall be appointed.



John Quintin Dadd
Secretary



Registered Number 707937

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
Elective Resolution
of
STRATHLEVEN BONDED WAREHOUSES LIMITED
(passed on 30th September 1990)

At and Extraordinary General Meeting duly convened and held on 30th September 1990, the following Resolution was duly passed as an ELECTIVE RESOLUTION:-

RESOLUTION

IT WAS UNANIMOUSLY RESOLVED as an Elective Resolution in accordance with S.379A of the Companies Act 1985 ("the Act") that:

The Company hereby elects:

1. pursuant to S.366A of the Act, to dispense with the holding of Annual General Meetings;
2. pursuant to S.252 of the Act, to dispense with the laying of accounts before the Company in general meeting; and
3. pursuant to S.386 of the Act, to dispense with the obligation to appoint auditors annually.



29-03-92

Registered Number 707937

THE COMPANIES ACTS 1948 - 1989

COMPANY LIMITED BY SHARES

Resolution

of

STRATHLEVEN BONDED WAREHOUSES LIMITED

(passed on 14th May 1992)

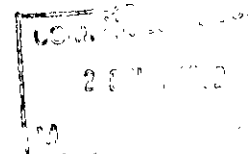
At the Annual General Meeting duly convened and held on 14th May 1992, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That in accordance with the provisions of Section 250(1)(a) of the Companies Act 1985, the company being a dormant company within the meaning of the said section, Section 388A(1) of the Companies Act 1985 shall apply and accordingly no auditors shall be appointed.

[Handwritten signature]

Chairman



Registered Number 707937

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

Elective Resolution

of

STRATHLEVEN BONDED WAREHOUSES LIMITED

(passed on 28th September 1992)

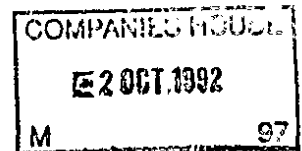
At an Extraordinary General Meeting duly convened and held on 28th September 1992, the following Resolution was duly passed as an **ELECTIVE RESOLUTION**:

RESOLUTION

IT WAS UNANIMOUSLY RESOLVED as an Elective Resolution in accordance with S.379A of the Companies Act 1985 ("the Act") that:

The Company hereby elects:

1. pursuant to S.366A of the Act, to dispense with the holding of Annual General Meeting;
2. pursuant to S.252 of the Act, to dispense with the laying of accounts before the Company in general meeting; and
3. pursuant to S.386 of the Act, to dispense with the obligation to appoint auditors annually.



MB Delahouke

CHAIRMAN

Registered Number 707937

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
Resolution

of

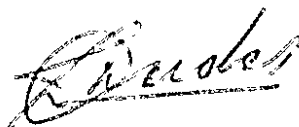
STRATHLEVEN BONDED WAREHOUSES LIMITED

(passed on 15th February 1990)

At the Annual General Meeting duly convened and held on 15th February 1990, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That in accordance with Section 252 of the Companies Act 1985, the company being a dormant company under the terms of Section 252, Section 384 shall not apply and accordingly no Auditors shall be appointed.



John Quintin Dadd
Secretary

