

No. 30 of 1948

741008/

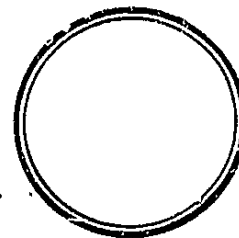


[Form No. 41.
7/09/52
COMPANIES
REGISTRATION]

THE COMPANIES ACT, 1948

15 NOV 1952

Declaration of Compliance



A
Company
Registration
Fee Stamp
of F.S.
must be
impressed
here

WITH THE

**REQUIREMENTS OF THE COMPANIES
ACT, 1948,**

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

BUTTERFIELDS LABORATORIES

LIMITED

HO-95098

Programs : "Certificate, Estrand, London."

Telephone No.: Holborn 0434 (6 lines).

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, and Publishers,

116 CHANCERY LANE, LONDON, W.C. 2

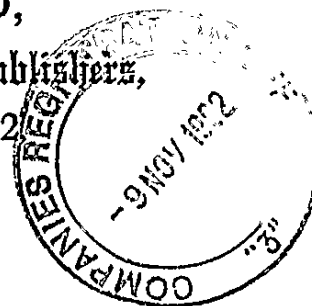
and 13 BROAD STREET PLACE, E.C.2.

Printed by

HALLETT LAUGHLIN CLARK AND CO

38 FINSBURY SQUARE

E.C.2



3

WILLIAM HEDLEY

of 9 St. Mark's Road, Henley-on-Thames, Oxfordshire

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

do solemnly and sincerely declare that I am* a person named in the.

Articles of Association as a Director of

BUTTERFIELD'S LABORATORIES 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 HIGH WYCOMBE in

the County of Buckingham

the 8th day of November

One thousand nine hundred and Sixty-two

before me,

Commissioner for Oaths. †

† or Notary Public or Justice of the Peace.

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

William Hedley

741008/2

Number of Company

Form No. 25

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

COMPANY LIMITED BY SHARES



Statement of the Nominal Capital

OF

BUTTERFIELD'S LABORATORIES LIMITED
LIMITED

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

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

Presented by

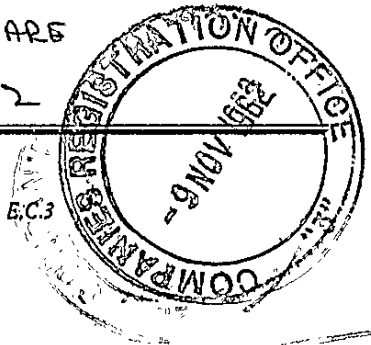
HALLETT, LAUGHLIN, CLARK AND CO

38 FINSBURY SQUARE
LONDON EC2

F. S. MOORE LTD.

Law Stationers & Printers, 11-15 Monument Street, London, E.C.3

Telephone: MINcing Lane 9595



THE NOMINAL CAPITAL

OF

~~THE~~ BUTTERFIELD'S LABORATORIES LIMITED
LIMITED

is £ 1000 , divided into ORDINARY SHARES

Shares of ONE POUND each.

Signature *William Heas*

(State whether Director,
Manager or Secretary)

DIRECTOR

Dated the 28th day of October 1962

Reserve for binding



741008/3 741008

THE COMPANIES ACT, 1948



COMPANY LIMITED BY SHARES

15 NOV 1952

Memorandum of Association

OF

Butterfields Laboratories Limited.

1. The name of the Company is BUTTERFIELDS LABORATORIES LIMITED.

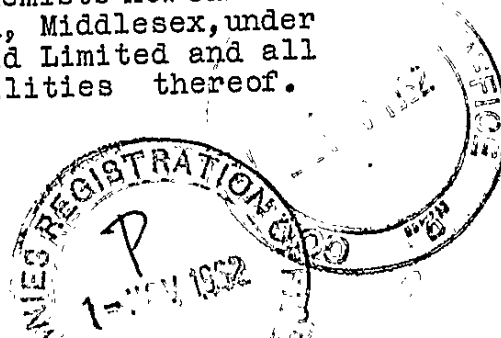
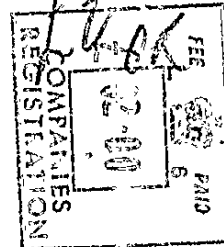
2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(A) (1) To carry on business as manufacturers of, and dealers in, chemicals, gases, drugs, medicines, plaster of Paris, gypsum, plasters, disinfectants, fertilisers, salts, acids, foodstuffs, oils, isinglass, colours, glues, gums, pigments, varnishes, compositions, dyes, quill pens, tooth picks, brushes, toilette requisites, and preparations, perfumes, proprietary articles, laboratory reagents, and chemical photographic, electrical, surgical, hospital, laboratory and scientific furniture, equipment, apparatus and materials.

(2) To carry on business as wholesale and retail chemists and druggists, chemical engineers, sterilizers, dyers, cleaners, makers of chemical plant and materials, nurses' outfitters, laboratory proprietors, charcoal manufacturers, metallurgists, engineers, and metal and woodworkers, printers, publishers, booksellers, library proprietors, watchmakers, and jewellers, goldsmiths and silver-smiths, electro-platers, fancy goods dealers, grocery and provision dealers, and general store-keepers.

(3) To act as analytical and consulting chemists, and to undertake analytical and research work of any kind and in particular but without prejudice to the generality of anything hereinbefore contained to acquire and take over the business of consulting and manufacturing chemists now carried on at 291 High Street, Watford, Middlesex, under the name of Henry H. Butterfield Limited and all or any of the assets and liabilities thereof.



8/11

- (B) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (D) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (F) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on

(3)

or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (G) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (H) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (I) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (J) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (K) To lend money to persons or companies on such terms as may seem expedient and in

(4)

particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.

- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (N) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (O) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (Q) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

(5)

- (R) 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 including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (S) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (T) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (U) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (V) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (W) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed

independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited.

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

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

| Names, Addresses and Descriptions of Subscribers. | Number of Shares taken by each Subscriber. (In Words) |
|--|---|
| Stanley John Robinson 33 Chelmer Road, Uppminster, Essex Accountant | One |
| Martin Gibbeson Taylor 21 Comyns Gardens N.W.6 Chartered Accountant | One |

DATED this 30th day of October, 1962.

WITNESS to the above Signatures :-

Peter James Henry
 38 Finsbury Square
 E.C.2.



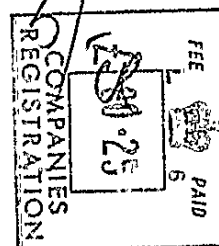
741008/11



15 NOV 1962

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



Articles of Association

OF

Butterfields Laboratories Limited.

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. The Clauses of Part I of Table A numbered 3, 24, 40 to 43 inclusive, 53, 75, 84(2), 88, 95, 99, 100, 106 and 118 shall not apply to the Company and in lieu thereof and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

SHARES.

2. (A) The Share Capital of the Company is £1,000 divided into 750 "F" Ordinary Shares of £1 each, and 250 "H" Ordinary Shares of £1 each.

(B) On a winding up the holders of "F" Ordinary Shares shall be entitled to repayment of eight times the amount paid up or credited as paid up in respect of such shares held by them respectively in priority to any payment in respect of the "H" Ordinary Shares. Subject as aforesaid and to the rights of any other shares for the time being ranking in priority to the Ordinary Shares, the holders of both "F" and "H" Ordinary Shares shall be entitled to be repaid the amount paid up or credited as paid up in respect of such shares held by them respectively and shall be entitled to all surplus assets of the Company which shall belong to the said holders of Ordinary Shares in proportion to the amount paid up or credited as paid up on such shares respectively at the commencement of the winding up.

3. Subject to the provisions of Section 58 of the Act, any Preference Shares may, with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

4. (A) Subject to the provisions of any agreement binding on the Company, and in case of shares other than those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the same, the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms as the Directors think fit.

(B) No person shall be registered as the holder of any share in the Company unless all the Permanent Directors for the time being of the Company shall have previously given their consent in writing to his being so registered.

5. The lien conferred by Clause 11 of Part I of Table A shall extend to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

BORROWING POWERS

6. The Directors may exercise all the powers conferred upon them by Clause 79 of Part I of Table A without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that Clause shall not apply.

NOTICES OF MEETINGS

7. In any notice calling a meeting of the Company or of any class of members of the Company there shall appear with reasonable prominence the statement with regard to proxies required by Section 136(2) of the Act.

PROCEEDINGS AT GENERAL MEETINGS

8. A poll may be demanded by one or more Members present in person or by proxy and having the right

(9)

to vote at the meeting and paragraphs (b) (c) and (d) of Clause 58 of Part I of Table A shall be modified accordingly.

DIRECTORS

9. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not exceeding five.

10. William Hedley and Marcus Felix Brudenell Fitch shall be the first Directors of the Company. The said William Hedley and Marcus Felix Brudenell Fitch shall be permanent Directors of the Company and shall be entitled to hold such office as long as they shall live, subject to Clause 13 hereof and to Clause 96 of Part I of Table A, and shall not be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

11. No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

12. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Subject to Clause 13 hereof and to Clause 96 of Part I of Table A a Director may be appointed under this Clause to hold office for life or any other period or upon such terms as to the rotation of his retirement as the Directors shall at the time of his appointment determine. A Director appointed to hold office for life or any other fixed period shall not during that period be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

DISQUALIFICATION OF DIRECTORS

13. The office of a Director shall be vacated :-

- (A) If he becomes bankrupt or insolvent or compounds with his creditors;
- (B) If he becomes of unsound mind or is found a lunatic;

- (C) If he ceases to hold any necessary Share qualification or does not obtain the same within one calendar month from the date of his appointment;
- (D) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act;
- (E) If he resigns his office by notice in writing to the Company.

14. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

PROCEEDINGS OF DIRECTORS

15. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed, shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.

16. A resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted.

ALTERNATE DIRECTORS

17. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification share and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by

the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

DIVIDENDS

18. Subject to any special rights attaching to any class of shares, dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall for this purpose be treated as paid on the share.

NOTICES

19. The persons mentioned in paragraph (b) of Clause 134 of Part I of Table A (being the persons on whom the ownership of a share devolves as personal representative or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

(12)

Names, Addresses and Descriptions of Subscribers.

Stanley John Robinson
33 Chelms Road, Upminster, Essex
Accountant

Martin Gibbeson Taylor
21, Compeyne Gardens, N.W.6,
Chartered Accountant

DATED this 30th day of October, 1962.

WITNESS to the above Signatures :-

Peter James Henry
38 Finsbury Square
E.C.2.

C. 173

DUPLICATE FOR THE FILE.

No. 741008



Certificate of Incorporation

I Hereby Certify, that

BUTTERFIELDS LABORATORIES LIMITED

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

Given under my hand at London this **Fifteenth day of November**
One thousand nine hundred and sixty two.

L. S. Whitfield.

Assistant Registrar of Companies.

Certificate
received by

Date 15 NOV 1962

NO. 741008/28

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF
BUTTERFIELDS LABORATORIES LIMITED

PASSED 14TH NOVEMBER 1969

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 38 Finsbury Square, London, E.C.2 on 14th November 1969 the following Resolutions were duly passed as Special Resolutions:-

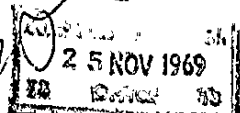
SPECIAL RESOLUTIONS

1. That the 750 'F' Ordinary Shares of £1 each in the Capital of the Company which are issued and fully paid be redesignated 'A' Ordinary Shares of £1 each, and that the 250 'H' Ordinary Shares of £1 each in the Capital of the Company which are issued and fully paid be redesignated 'B' Ordinary Shares of £1 each.
2. That the Share Capital of the Company be increased to £50,000 by the creation of 4,000 new 'B' Ordinary Shares of £1 each to rank 'pari passu' in all respects with the existing 'B' Ordinary Shares and 45,000 new 'C' Ordinary non-voting shares of £1 each.
3. That the Articles of Association of the Company be altered in the manner following:-

Article 2 shall be deleted and the following Article substituted in its place:-

2(A) The Share Capital of the Company is £50,000 divided into 750 'A' Ordinary Shares of £1 each 4,250 'B' Ordinary Shares of £1 each and 45,000 'C' Ordinary non-voting shares of £1 each.

(B) On winding up the holders of 'A' Ordinary Shares shall be entitled to repayment of eight times the amount paid up or credited as paid up in respect of such shares held by them respectively, in priority to any payment in respect of the 'B' and 'C' Ordinary Shares.



2(B) contd....

Subject as aforesaid, and to the rights of any other shares for the time being ranking in priority to the Ordinary Shares, the holders of 'A' 'B' and 'C' Ordinary Shares shall be entitled to be repaid the amount paid up or credited as paid up in respect of such shares held by them respectively and shall be entitled to all surplus assets of the Company which shall belong to the said holders of Ordinary Shares in proportion to the amount paid up or credited as paid up on such shares respectively at the commencement of the winding up.


J.R. PINK
CHAIRMAN.

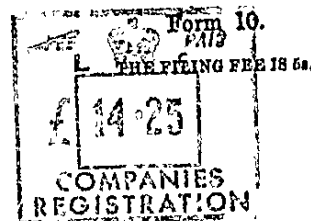
No. of Company

741008/29

CF



5



THE COMPANIES ACT, 1948.

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

Name
of
Company

BUTTERFIELDS LABORATORIES

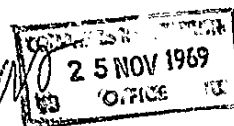
Limited.

B

Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 12, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act, 1903.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;
107, PARK LANE, MARBLE ARCH, W.1;
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1.



Harriet Laughlin Clark No (B118)

38 FINSBURY SQUARE E.C.2.

29

TO THE REGISTRAR OF COMPANIES.

BUTTERFIELD'S LABORATORIES Limited, hereby gives you notice pursuant to
section 63 of The Companies Act, 1948, that by (a) SPECIAL
Resolution of the Company dated the 14TH day of
NOVEMBER, 1969, the nominal Capital of the Company has been
increased by the addition thereto of the sum of £ 49.000
beyond the Registered Capital of £ 1000

The additional Capital is divided as follows:—

| Number of Shares | Class of Shares | Nominal amount of each share |
|------------------|---------------------------|---------------------------------|
| 4000 | 'B' ORDINARY | £1 |
| 45000 | 'C' ORDINARY (NON-VOTING) | £1 |

The Conditions (b) subject to which the new Shares have been or are to be issued are
~~as follows:~~ defined in the Articles of Association of the
Company as amended by Special Resolution dated
14th November 1969, a copy of which is annexed.

Signature J.R.P.
(State whether Director or Secretary.)

Dated the _____ day of _____ 19____

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

Company
No. of Certificate 741008/30

1108 24-3

Form 26A.

11/12



BUTTERFIELDS LABORATORIES

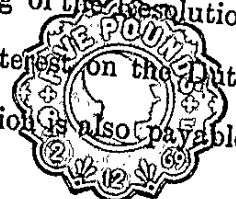
LIMITED



Statement of Increase of Nominal Capital pursuant to s. 112 of the Companies Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1939)

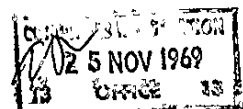


This statement is to be filed within 15 days after the passing of the Resolution which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).



NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY
WATERLOW & SONS LIMITED,
LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,
85 & 86, LONDON WALL, LONDON, E.C.2;
107, PARK LANE, MARBLE ARCH, W.1;
77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1.



HALLET LAUGHLIN CLARK & Co. (B118)

38 FINSAURY SQUARE, EC2

The NOMINAL CAPITAL of _____

BUTTERFIELDS LABORATORIES Limited

has by a Resolution of the Company dated 14TH NOVEMBER 1969

been increased by the addition thereto of the sum of £ 49.000, divided into

49000 shares of £ 1 each beyond the Registered Capital of

£1000

Signature _____

J.R.P.

State whether Director or Secretary _____

Director

Date _____ day of _____ 19

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

No. 741068



✓ 23
THE COMPANIES ACTS 1948 AND 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of

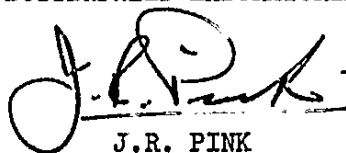
BUTTERFIELDS LABORATORIES LIMITED ✓

Passed 9th March 1970

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held on the 9th March 1970, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That the name of the Company be changed to "BUTTERFIELD LABORATORIES LIMITED"


J.R. PINK

Chairman

✓

9



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 741008

34

I hereby certify that

BUTTERFIELDS LABORATORIES LIMITED

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

BUTTERFIELD LABORATORIES LIMITED

Given under my hand at London the 31st MARCH, 1970


(B. J. D. STYLES)

Assistant Registrar of Companies

Ø

Company Number
741008.

A5

Butterfield Laboratories Limited

The Companies Acts 1948 to 1967
Company limited by shares.

Special Resolution of Butterfield Laboratories Limited
passed on the 29th March, 1972.

At an Extraordinary General Meeting of the company held at 38 Finsbury Square, London, E.C.2. on the 29th March, 1972 the following Resolutions were duly passed as Special Resolutions:-

- 1) "That the share capital of the company be increased to £100,000 by the creation of 50,000 new 'D' Ordinary Shares of £1 each."
 - 2) "That the company's Articles of Association be altered by deleting the existing clause 2B and substituting in its stead the following new clause 2B."
- 2B. 'On winding up the funds available for the holders of the various classes of Ordinary Shares shall be applied first in repaying in full the amounts paid up on the 'D' Ordinary Shares second in repaying the amounts paid up in the 'A' 'B' and 'C' Ordinary Shares third in paying to the holders of the 'A' Ordinary Shares seven times the amount paid up in each such 'A' Ordinary Share and fourth in paying out any surplus to the holders of all of the ordinary shares in proportion to the amounts paid up on each such ordinary share.'

A D B Laughlin

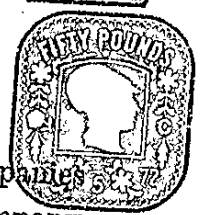
H.D.B. LAUGHLIN
Chairman





46 Int 10.65

COMPANIES ACTS 1948 to 1967



*DELETE "and Statement" in cases where a SEPARATE statement is not made, and over-leafed in 1963

Notice and Statement* of Increase in Nominal Capital

To the REGISTRAR OF COMPANIES

~~37 REFUSED~~ LABORATORIES

Limited hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a [†] **SPECIAL** Resolution of the Company dated the **9TH** day of **MARCH** 19**72** the nominal capital of the Company has been increased by the addition thereto of the sum of £ **50000** beyond the registered capital of £ **50000**

The additional capital is divided as follows:—

| Number of Shares | Class of Share | Nominal amount of each share |
|------------------|-------------------|------------------------------|
| 50,000 | D Ordinary | £1 |

JS

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

*If any of the new shares are Preference Shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.

VOTING RIGHTS. RANKING PARI PASSU WITH THE EXISTING 'A' AND 'B' ORDINARY SHARES

DIVIDEND RIGHTS. RANKING PARI PASSU WITH THE EXISTING 'A', 'B' AND 'C' ORDINARY SHARES

WINDING UP RIGHTS - SEE SPECIAL RESOLUTION ATTACHED.

Signature..... *A. J. Blagden*

State whether (Director) or Secretary..... **DIRECTOR**

Dated the **11** day of **April** 19**72**

Presented by *A. Alletts*

38 Finsbury Sq

London E.C.2.

Presenter's Reference **13 APR 1972**



Company Number
741008.

*File with
notice.*

Butterfield Laboratories Limited

2

The Companies Acts 1948 to 1967
Company limited by shares.

Special Resolution of Butterfield Laboratories Limited
passed on the 29th March, 1972.

At an Extraordinary General Meeting of the company held at 38 Finsbury Square, London, E.C.2. on the 29th March, 1972 the following Resolutions were duly passed as Special Resolutions:-

- 1) "That the share capital of the company be increased to £100,000 by the creation of 50,000 new 'D' Ordinary Shares of £1 each."
- 2) "That the company's Articles of Association be altered by deleting the existing clause 2B and substituting in its stead the following new clause 2B."

2B. 'On winding up the funds available for the holders of the various classes of Ordinary Shares shall be applied first in repaying in full the amounts paid up on the 'D' Ordinary Shares second in repaying the amounts paid up in the 'A' 'B' and 'C' Ordinary Shares third in paying to the holders of the 'A' Ordinary Shares seven times the amount paid up in each such 'A' Ordinary Share and fourth in paying out any surplus to the holders of all of the ordinary shares in proportion to the amounts paid up on each such ordinary share.'

JL

H.D.B. LAUGHLIN
Chairman

10 APR 1972

741008/19 number of company
form No. 45
no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

return of allotments

pursuant to section 52(1) of the Companies Act 1948

name of company

BUTTERFIELD LABORATORIES
Limited

(1) [from the.....19.....to the.....19.....]
or (2) [made on the 30th MARCH 1971]

Shares allotted payable in cash:

* Distinguish between
Preference, Ordinary,
Redeemable
Preference, etc.

Number of the B Ordinary *Shares allotted payable in cash 249
Number of the *Shares allotted payable in cash
Nominal amount of the B Ordinary *Shares so allotted £ 249
Nominal amount of the *Shares so allotted £
(3) Amount paid or due and payable on each such Ordinary *Share £ 1
(3) Amount paid or due and payable on each such *Share

Shares allotted for a consideration other than cash:

Number of *Shares allotted for a consideration other than cash
Nominal amount of the *Shares so allotted £
(3) Amount to be treated as paid on each such *Share
The consideration for which such Shares have been allotted is as follows:—

NOTES

- (1) When a Return includes several Allotments made on different dates only the first and last dates of such Allotments need be entered here BUT registration of the Return should be effected within one month of the first date.
- (2) When a Return relates to one Allotment only, made on one particular date, that date only should be inserted here.
- (3) To avoid possible confusion as to the nominal capital of the Company, the amount paid on shares issued at a premium should be entered in the Return ONLY at the par value of the Shares.

Jordan & Sons Limited

International Law Agents, Consultants and Publishers
82 City Road London EC1Y 2BX
Telephone: 01-253 6214 Telex No. 261010

Presented by butterfield laboratories limited
OLD MEDOW ROAD,
KING'S LYNN, NORFOLK
Presenter's Reference. RTR

names, addresses and descriptions of the allottees

| Name, address and description | Number of shares allotted | | |
|--|---------------------------|----------|-------------|
| | Preference | Ordinary | Other kinds |
| John Roland Pink DIRECTOR Long Reach Woodside Avenue Dersingham Norfolk. | | 249 | |
| Total | | 249 | |

..... (Signature)

..... Company Secretary (State whether Director or Secretary)

Dated 30th day of April 1971

Number of } 741008
Company } *15*

Stu Private

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Extraordinary Resolution

(Pursuant to s. 141 (1))

OF

The blanks in
the heading may be
filled up in writing.

The holders of the 'A' Ordinary Shares in the Capital of

BUTTERFIELD LABORATORIES LIMITED

Passed 29th March , 19 74

AT an EXTRAORDINARY GENERAL MEETING of the holders of the 'A' Ordinary Shares in the Capital of the above-named Company, duly convened, and held at Oldmedow Road, Hardwick Industrial Estate, King's Lynn, Norfolk.

on the 29th day of March , 19 74 , the subjoined Extraordinary Resolution was duly passed, viz.:—

RESOLUTION

That consent be given to the proposed alterations to the rights of the 'A' Ordinary Shareholders by virtue of the following alterations to the company's Articles of Association, provided that the company shall first have resolved to apply its share premium account in paying up in full 7,000 new Ordinary Shares to be issued to the holders of the 'A' Ordinary Shares in the proportion of 28 new Ordinary Shares for every three existing 'A' Ordinary Shares.

"That the Articles of Association of the company be altered by deleting the existing clauses 2a and 2b and substituting in their stead, the following new clause 2.

2 The share capital of the company is £100,000 divided into 100,000 ordinary shares of £1 each."

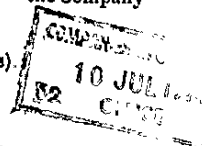
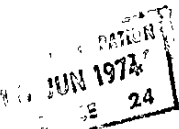
The Extraordinary Resolution(s) must be entered on this space, and not altered or written on it, except in the case of an exempt private company, when the Resolution(s) may be typed. See s. 143 (1) and 2-20 overleaf.

Signature

Chairman of the Meeting

To be signed by the Chairman, a Director, or the Secretary of the Company

NOTE.—To be filed within 15 days after the passing of the Resolution(s)
See Section 143 (1) and (4) printed overleaf.



No. 741008 / 56

The Companies Acts 1948 and 1967


BUTTERFIELD LABORATORIES LIMITED

Special Resolutions passed on the 29th March, 1974.

At an extraordinary general meeting of the company held on the 29th March, 1974, the following resolutions were duly passed as SPECIAL RESOLUTIONS.

- 1) That the amount of seven thousand pounds standing to the credit of the company's share premium account be capitalised and applied in paying up in full, seven thousand new ordinary shares of one pound each to be allotted to the holders of the 'A' ordinary shares in the capital of the company in the proportion of twenty eight new ordinary shares for every three existing 'A' ordinary shares.
- 2) That the Articles of Association of the company be altered by deleting the existing clauses 2a and 2b and substituting in their stead the following new clause 2.

2 The share capital of the company is £100,000 divided into 100,000 ordinary shares of £1 each.


J.R. PINK
CHAIRMAN



The Companies Act, 1948

COMPANY LIMITED BY SHARES

Extraordinary Resolution

(Pursuant to s. 141 (1))

OF

The blanks in
the heading may be
filled up in writing.

The holders of the 'D' Ordinary Shares in the Capital of

BUTTERFIELD LABORATORIES LIMITED

Passed 29th March, 1974

the holders of the 'D' Ordinary Shares in the
AT AN EXTRAORDINARY GENERAL MEETING of the above-named Capital of
Company, duly convened, and held at Oldmedow Road,
Hardwick Industrial Estate, King's Lynn, Norfolk.

on the 29th day of March, 1974, the subjoined
Extraordinary Resolution was duly passed, viz.:—

RESOLUTION

The Extraordinary
Resolution(s) must
be printed on this
paper, and not
typed to or written
on it, except in the
case of an exempt
private company,
when the Resolu-
tion(s) may be typed.
See s. 143 (1) and
Note overleaf.

That consent be given to the proposed alterations to the
rights of the 'D' Ordinary Shareholders by virtue of the
following alterations to the company's Articles of
Association.

That the Articles of Association of the company be
altered by deleting the existing clauses 2a and 2b
and substituting in their stead the following new
clause 2.

2 The share capital of the company is £100,000
divided into 100,000 Ordinary Shares of £1 each.

Signature

Chairman of the Meeting

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company

NOTE.—To be filed within 15 days after the passing of the Resolution(s)
See Section 143 (1) and (4) printed overleaf.

18 JUN 1974
24

The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 40 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 28-30 John
25-26 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John
Station Street, Manchester, 2; 157 Hope Street, Glasgow, G.2.

COMPANIES REGISTRATION
19 JUL 1974
62 OFFICE 62

The Companies Act, 1948

COMPANY LIMITED BY SHARES

Extraordinary Resolution

(Pursuant to s. 141 (1))

OF

The blanks in
this heading may be
filled in in writing.

The holders of the 'B' Ordinary Shares in the Capital of

BUTTERFIELD LABORATORIES LIMITED

Passed 29th March, 1967

At an EXTRAORDINARY GENERAL MEETING of the holders of the 'B' Ordinary Shares in the Capital of the above-named Company, duly convened, and held at Oldmedow Road, Hardwick Industrial Estate, King's Lynn, Norfolk.

on the 29th day of March, 1967 the subjoined Extraordinary Resolution was duly passed, viz.:—

RESOLUTION

The Extraordinary Resolution(s) must be printed on this paper, and not affixed to or written on it, except in the case of an exempt private company, when the Resolution(s) may be typed. See s. 143 (1) and note overleaf.

That consent be given to the proposed alterations to the rights of the 'B' Ordinary Shareholders by virtue of the following alterations to the company's Articles of Association.

That the Articles of Association of the company be altered by deleting the existing clauses 2a and 2b and substituting in their stead the following new clause 2.

2 The share capital of the company is £100,000 divided into 100,000 Ordinary Shares of £1 each.



Signature

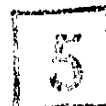
Chairman of the Meeting

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company

NOTE.—To be filed within 15 days after the passing of the Resolution(s)
See Section 143 (1) and (4) printed overleaf.

Number of }
Company } 741008

The Companies Acts 1948 to 1976



COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 141 (2) of the Companies Act 1948)

OF

BUTTERFIELD LABORATORIES

LIMITED

Passed 11th October , 1979 .

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at short notice with the consent of the Members at Oldmedow Road, Hardwick Industrial Estate, King's Lynn, Norfolk.

on the 11th day of October , 1979 the subjoined SPECIAL RESOLUTION was duly passed, viz. :—

RESOLUTION

"That the Articles of Association of the Company be altered in the manner following :—

- (1) By the deletion of the application of Regulations of Part I of Table A of the Companies Act 1948 numbered 89 to 94 inclusive.
- (2) By the deletion of Article 10 of the Company's Articles of Association.
- (3) By the deletion of sub-clause (c) Article 13 of the Company's Articles of Association and the re-numbering of the following sub-clauses accordingly.



Signature

DIRECTOR

To be signed
by the Chair-
man, a Direc-
tor, or the
Secretary of
the Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

741008

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

Name of company

* Butterfield Laboratories Limited

* insert full name of company

Note

Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

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

Day Month

3 0 0 9

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

Day Month Year

3 0 0 9 1 9 9 2

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:
The company is a [subsidiary][parent]† undertaking of

_____, company number _____
the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

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

6. Signed

Designation: Director

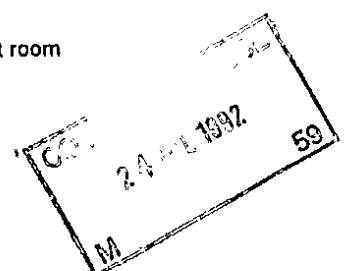
Date 23 July 1992

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

Presentor's name address
telephone number and reference (if any):
Nicholson Graham & Jones
25-31 Moorgate
London EC2R 6AR

For official use
D.E.B.

Post room





Peat Marwick

741008

Holland Court
The Close
Norwich
NR1 4DY

Telephone 0603 620481
Telex 975539 KPMGNO G
Telefax 0603 623078
DX 5242 Norwich

The Directors
Butterfield Laboratories Limited
Oldmedow Road
Hardwick Industrial Estate
KING'S LYNN
Norfolk
PE30 4LA

741008

Our Ref 143/B9611/TD

5 October 1992

Dear Sirs

Notice of resignation

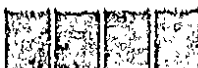
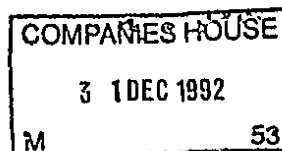
Following the acquisition of Butterfield Food Ingredients Limited by Warner Jenkinson (UK) Limited, we hereby give notice of our resignation as auditors of your company with effect from today.

There are no circumstances connected with our resignation which we consider should be brought to the notice of members or creditors of the company.

Yours faithfully

KPMG Peat Marwick

MGB/TD



Member firm of
Klynveld Peat Marwick Coopers

Registered to carry on audit work and subjected to carry on investment business by
the Institute of Chartered Accountants in England and Wales

The address for the purposes of Section 4 Business Names Act 1985 is 1 Poultry Court
Blackfriars London EC4V 3FD at which a list of partners names is available for inspection

WRITTEN RESOLUTION OF
BUTTERFIELD LABORATORIES LIMITED

(Company Number 741008)



PASSED ON 15 MARCH 1993

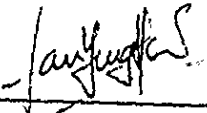
THAT pursuant to Section 381A of the Companies Act 1985 (as amended), we being all of the members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company **HEREBY RESOLVE** as follows :-

RESOLUTION

THAT the name of the Company be and is hereby changed from Butterfield Laboratories Limited to :

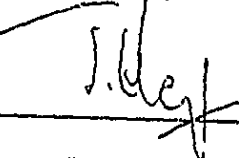
WARNER-JENKINSON EUROPE LIMITED

SIGNED :



For and on behalf of
GRAVITAS NOMINEES LIMITED

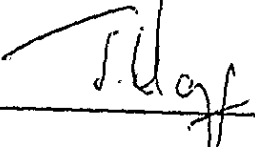
Dated : 15 March 1993



For and on behalf of
BUTTERFIELD FOOD INGREDIENTS LIMITED

Dated : 15 March 1993

Recorded in the minute book of the Company.



Director / Company Secretary

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 741008

i hereby certify that

BUTTERFIELD LABORATORIES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

WARNER-JENKINSON EUROPE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 1 APRIL 1993

M. Rose
M. ROSE

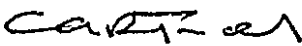
an authorised officer

COMPANY NO. 741008

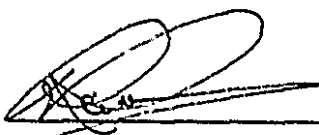
Written resolutions of the members of Warner-Jenkinson Europe Limited passed on the 29th day of December 1993 in accordance with Section 381A of Schedule 15A Paragraph 2(1) of the Companies Act 1985

ELECTIVE RESOLUTIONS

- (a) That the Company hereby elects pursuant to Section 252 of the Companies Act 1985 to dispense with the laying of accounts and reports before the Company in general meeting for the year ending 30th September 1993 and all subsequent financial years;
- (b) That the Company hereby elects pursuant to Section 366A of the Companies Act 1985 to dispense with the holding of the Annual General Meeting for 1994 and all subsequent years; and
- (c) That the Company hereby elects pursuant to Section 386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually.



C G R Tuchel
for and on behalf of
Universal Foods (UK) Limited



R T Reid
for and on behalf of
Gravitas Nominees Limited

