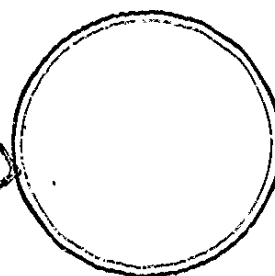


Number of Company *842741*

Form No. 41

THE COMPANIES ACT, 1948



A COMPANIES
REGISTRATION
FEE STAMP OF
5/- MUST BE
IMPRESSED
HERE

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

Pursuant to Section 15 (2)

Name of
Company

GARONER MERCHANT

LIMITED

Presented by

FORSTER, KENNEDY & PHILLIPS

11, MANCHESTER STREET,
LONDON, W.1.



F. S. MOORE LTD.

Law Stationers & Printers, 33-34 Chancery Lane, London, W.C.2

Telephone: HOLborn 2866

I, PAUL DE ROSE

of 11 MANFIELD STREET,

LONDON, W.1.

(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"
Secretary (whichever
is applicable).

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

of GARDNER MERCHANT

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."

Reserve for binding

Declared at 18 Manfield Street
London, W.1. in the County of London



* the 15th day of March 1965

Before me,

Berlie A. Smith

A Commissioner for Oaths, (or a Notary Public or
Justice of the Peace.)

* This Declaration must not be made until the Memorandum and Articles of Association
and Form 25 (Statement of Nominal Capital) have been signed and dated.

Number of Company 842741 2

Form No. 25



THE STAMP ACT 1891

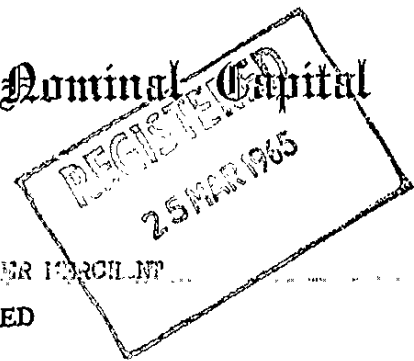
(54 & 55 Vict., Ch. 39)

COMPANY LIMITED BY SHARES

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eas*

Statement of the Nominal Capital

OF



GARDNER FORCHLINT

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

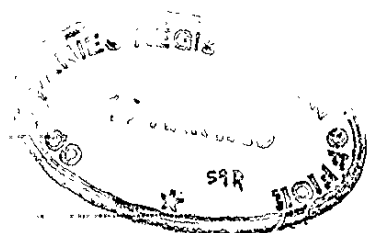
NOTE:- The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100

Presented by

GORDON, KERR & PHILLIPS

11 HANFIELD STREET

LONDON W.1



F. S. MOORE LTD.

Law Stationers & Printers, 33-34 Chancery Lane, London, W.C.2

Telephone: HOLborn 2866

THE NOMINAL CAPITAL

OF

GARDNER MERCHANT
LIMITED

is £ 100 , divided into One hundred

Shares of £1 each.

Signature *Wynne Kennerly Phillips*

(State whether Director,
Manager or Secretary)

Secretary to the Company

Dated the *19th* day of *March* 1965

Reserve for binding

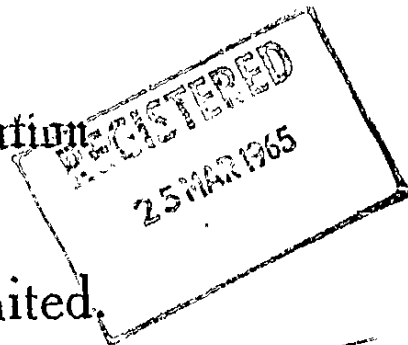
842741 3
THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Gardner Merchant Limited.



1. The name of the Company is "GARDNER MERCHANT LIMITED".

2. The Registered Office of the Company will be situate in England.

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

(A) To carry on the businesses of proprietors and managers of hotels, restaurants, cafes, canteens, taverns, beer houses, refreshment rooms and lodging house keepers, licensed victuallers, refreshment contractors, caterers, proprietors of motor and other vehicles, garage proprietors, job masters, livery stable keepers, hairdressers, perfumers, chemists, proprietors of clubs, baths and dressing rooms, tobacco, cigarette and cigar merchants, agents for railway aerial shipping and other transport companies and organisations, entrepreneurs, theatrical and other box office proprietors and to receive money valuables and other goods of all kinds on deposit and for safe custody and to carry on all kinds of agency business.

(B) To carry on business as general and co-operative store keepers, and proprietors of multiple and other shops for the supply of provisions, both solid and liquid, and other goods and commodities and as wholesale and retail dealers in, and exporters, and importers of such provisions, goods



2

(2)

and commodities, and in particular to carry on business as butchers, bakers, confectioners, poulterers, fishmongers ice merchants, florists, dealers in and producers of, milk, cream, butter, cheese, eggs, fruit and vegetables, farmers, green-grocers, grocers and off-license holders and general provision merchants, dairymen, yeast dealers and grain sellers and dealers in jam, pickles and preserved provisions of every description and as warehousemen.

- (C) To carry on business as wine beer and spirit merchants and as importers and exporters of and dealers in, bottling wholesale and retail, liquors of every description and as manufacturers of and dealers in aerated, mineral and artificial waters and other drinks, and as brewers, maltsters and distillers.
- (D) To provide all kinds of conveniences, entertainments, amusements and recreations for customers and others, and generally to carry on business as caterers for and producers of entertainments, sports and amusements of every description and to provide and equip halls and other rooms, buildings, gardens and other places for public meetings, exhibitions, concerts, lectures, theatrical and cinema performances, and other entertainments, sports, recreations, and for clubs, shops, offices, flats, residences and such other purposes, public or private, as the Company may think fit.
- (E) To carry on the business of a steam and general laundry and to wash, clean, purify, bleach, wring, dry, iron, colour, dye, disinfect, renovate and prepare for use all articles of wearing apparel, household, domestic and other linen and fabrics of all kinds.
- (F) To carry on any other business which may seem to the Company capable of being advantageously carried on in connection with any business which the Company is authorised to carry on, or may seem to the Company calculated directly or indirectly to benefit the Company or to enhance the value of or render more profitable any of the Company's properties or rights.

3

(3)

- (G) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration* from any other company or persons, and to contribute to or assist in the carrying out or establishment, construction, maintenance, improvement management, working, control or superintendence thereof respectively.
- (H) To subscribe for, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof, and to buy and sell foreign exchange.
- (I) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.
- (J) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

4
(4)

- (K) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal in bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (L) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any company, firm, or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (M) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.
- (N) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.
- (O) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares or securities of any other Company whether fully or partly paid up.
- (P) To procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (Q) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may

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(5)

be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

- (R) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-directors) of the Company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them.
- (S) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (T) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

- 4. The liability of the members is limited. ✓
- 5. The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each. ✓

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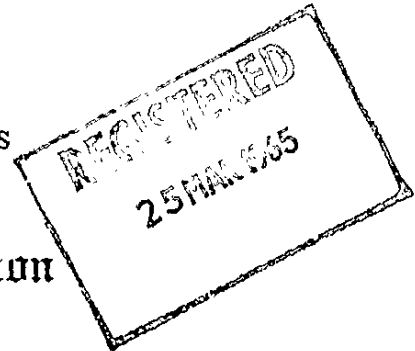
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842741 / 4



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES



Articles of Association

OF

Gardner Merchant Limited.

PRELIMINARY

1. The regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A Part I") shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company, and Clause 1 of Table A Part I shall apply to the construction of these Articles. Part II of the said Table A shall not apply to the Company.

PRIVATE COMPANY

2. The Company is a Private Company, and accordingly:-

- (A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.
- (B) The number of members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company, were while in such employment and have continued after the determination of that 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 purposes of this paragraph be treated as a single member.

Art. 6

(8)

- (C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

CAPITAL

3. The share capital of the Company is £100, divided into 100 Ordinary Shares of £1 each.

SHARES

4. All unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.

LIEN

5. The liens given by Clause 11 of Table A Part I shall extend to every share in the capital of the Company whether fully paid or not.

TRANSFER OF SHARES

6. Subject to the provisions of Clause 24 of Table A Part I any share may at any time be transferred to a person who is already a member of the Company. Save as aforesaid the Directors shall have an absolute right without assigning any reason therefor to refuse to register any transfer of a share (whether fully paid or not).

PROCEEDINGS AT GENERAL MEETINGS

7. Two members present in person or by proxy or by representatives appointed under Clause 74 of Table A Part I shall be a quorum at any General Meeting. Clause 53 of Table A Part I shall be modified accordingly.

8. A poll may be demanded at any General Meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Clause 58 of Table A Part I shall be modified accordingly.

9. 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 attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and

(9)

held, and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation the resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

DIRECTORS

10. Unless and until otherwise resolved in accordance with Clause 94 of Table A Part I the Directors shall not be less than three nor more than fifteen in number. The first Directors shall be appointed in writing by the subscribers of the Memorandum of Association and their number shall be within the limit above mentioned. Clause 75 of Table A Part I shall not apply to the Company.

11. A Director shall not be required to hold any shares of the Company by way of qualification. Clause 77 of Table A Part I shall not apply to the Company.

12. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Clause 76 of Table A Part I shall not apply to the Company.

13. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company.

14. The Directors shall have power to pay and agree to pay pensions or other retirement superannuation, death or disability benefits to or to any person in respect of any Director or ex-Director who may hold or have held any executive office or any office of profit under the Company or any of its subsidiary companies and for the purpose of providing any such pension or other

(10)

benefits to contribute to any scheme or fund or to pay premiums. Clause 87 of Table A Part I shall not apply to the Company.

DIRECTORS APPOINTED TO EXECUTIVE OFFICE

15. (A) The Directors may from time to time appoint one or more of their body to be holder of any executive office including the office of Chairman or Deputy Chairman or Managing or Joint Managing Director or Deputy or Assistant Managing Director on such terms and for such period as they may determine.

(B) The appointment of any Director to the office of Chairman or Deputy Chairman or Managing or Joint Managing Director or Deputy or Assistant Managing Director shall be subject to termination if he cease from any cause to be a Director but without prejudice to any claim he may have for damages for the breach of any contract of service between him and the Company.

(C) The appointment of any Director to any other executive office shall be subject to termination if he cease from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise in which event the termination of his office if he cease from any cause to be a Director shall be without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

16. The Directors may entrust to and confer upon a Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit and either collaterally or with or to the exclusion of their own powers and may from time to time revoke withdraw alter or vary all or any of such powers. Clauses 107, 108 and 109 of Table A Part I shall not apply to the Company.

BORROWING POWERS

17. The proviso to Clause 79 of Table A Part I shall not apply to the Company.

POWERS AND DUTIES OF DIRECTORS

18. No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and a Director may vote and be taken into account for the purpose of constituting a quorum in respect of any contract or arrangement in which he may be in any way interested, and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor on such terms as to remuneration and otherwise as the Directors may determine. Sub-clauses (2), (3), (4) and (5) of Clause 84 of Table A Part I shall not apply to the Company.

RETIREMENT OF DIRECTORS

19. The office of a Director shall be vacated in any of the following events, namely :-

- (A) If he shall become prohibited by law from acting as a Director.
- (B) If (not being a person holding an executive office for a fixed term subject to determination if he cease for any cause to be a Director) he resign by writing under his hand left at the Registered Office.
- (C) If he shall have a receiving order made against him or shall compound with his creditors generally.
- (D) If he shall become of unsound mind.
- (E) If he shall be absent from meetings of the Directors for six months without leave and the Directors shall resolve that his office be vacated.

Clause 88 of Table A Part I shall not apply to the Company,

20. The Directors shall not be subject to retirement by rotation and accordingly Clauses 89 to 92 of Table A Part I shall not apply to the Company and all other references in Table A Part I to retirement by rotation shall be disregarded.

PROCEEDINGS OF DIRECTORS

21. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors. Provided that, where a Director is not himself in the United Kingdom but has appointed an alternate Director, the signature of such alternate Director (if in the United Kingdom) shall be required. Clause 106 of Table A Part I shall not apply to the Company.

ALTERNATE DIRECTORS

22. (A) Any Director may at any time by writing under his hand and deposited at the Registered Office appoint any person approved by the Directors to be his alternate Director and may in like manner at any time terminate such appointment.

(B) The appointment of an alternate Director shall ipso facto determine (i) on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director, or (ii) if he has a receiving order made against him or compounds with his creditors generally, or (iii) if he becomes of unsound mind. His appointment shall also determine ipso facto if his appointer ceases for any reason to be a Director.

(C) An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointer as a Director and in the absence of his appointer from the United Kingdom he shall be entitled to sign any resolution in writing of the Directors as hereinbefore provided. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(13)

(D) An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

INDEMNITY

23. Subject to the provisions of and so far as may be permitted by the Act every Director, alternate Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Clause 136 of Table A Part I shall be extended accordingly.

(14)

Names, Addresses and Descriptions of Subscribers.	
<i>Luneta Turner</i> 37 Blaney Crescent East Ham E.6	<i>Sandra Turner</i>
<i>Secretary</i>	
<i>Phelia Gordon,</i> 11, Lorton House, West End Lane, Wilbury, London NW6	<i>Sandra Gordon</i>
<i>Secretary</i>	

DATED this *18th* day of *March* 1965.

WITNESS to the above Signatures :-

Phelia Gordon
11, Mansfield Street
London W.1.
Secretary

C.173

DUPLICATE FOR THE FILE.

No. 842741



Certificate of Incorporation

I Hereby Certify that

GARDNER MERCHANT LIMITED

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

Given under my hand at London this TWENTY-FIFTH DAY OF MARCH
ONE THOUSAND NINE HUNDRED AND SIXTY FIVE.

L. S. Waters
Assistant Registrar of Companies.

Certificate
received by

ASSTANT REGISTRAR OF COMPANIES

Date

No. 842741

10



THE COMPANIES ACT, 1948

SPECIAL RESOLUTION

of

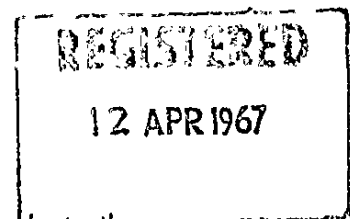
GARDNER MERCHANT LIMITED

(passed 30th March, 1967)

Still Pte

At an EXTRAORDINARY GENERAL MEETING of the above-named Company held at 166 High Holborn, London, W.C.1., on Thursday the 30th day of March, 1967, the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company :

SPECIAL RESOLUTION



That the existing Articles of Association shall no longer apply to the Company and in lieu thereof the Company do adopt new Articles of Association in the form already approved by the Directors and initialled by the Chairman of the Board of Directors for the purpose of identification

Dated the 30th day of March, 1967.

A. A. Bush
SECRETARY

Presented for filing by :

Trust Houses Limited,
166 High Holborn,
London, W.C.1.

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We hereby certify that this document
has been produced by the Multilith
Offset-Lithography process.

Ashurst Morris Crisp & Co.
Ashurst, Morris Crisp & Co., Solicitors,
17, Throgmorton Avenue, London, E.C.2.

NO. 842741

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY SHARES.

NEW

Articles of Association

(as adopted by Special Resolution of 30th March, 1967.)

OF

GARDNER MERCHANT LIMITED

I.—GENERAL.

1. The regulations contained in Table "A" (hereinafter referred to as "Table A") of the First Schedule to the Companies Act, 1948, or to any previous Act for the regulation of Companies shall not apply to the Company, except in so far as such regulations are hereinafter expressly directed to apply, but the following shall be the regulations of the Company.
2. References in these Articles to clauses of Table "A" shall, except where otherwise indicated, refer to clauses in Part I of Table "A" of the First Schedule to the Companies Act, 1948.
3. (A) Clause 1 of Table "A" shall apply to the construction of these Articles.

(B) "The Board" shall mean the Board of Directors for the time being of the Company.

4. The Company shall be a Private Company within the meaning of the Act, and accordingly :—

(A) The Board may, in their absolute discretion and without assigning any reason, decline to register any transfer of shares :

(B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in that employment, and have continued, after the determination of that employment, to be Members of the Company) is limited to 50, but so that, for the purposes of this Article, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single Member :

(C) No invitation shall be made to the public to subscribe for any shares or debentures of the Company :

(D) The Company shall not have power to issue share warrants to bearer.

II.—SHARE CAPITAL AND VARIATION OF RIGHTS.

5. Any special rights or limitations previously conferred on the holders of any existing shares or class of shares in the capital of the Company at the date of the adoption of these Articles shall continue in full force and effect notwithstanding the adoption of these new Articles and as if they appeared herein seriatim.

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine

6. Clause 3 of Table "A" shall apply.

7. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extra-

ordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall apply, but so that the necessary quorum shall (subject to the provisions of these regulations as to an adjourned meeting) be two persons at least holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. This Article shall not be read as implying the necessity for any such consent or sanction in any case in which but for this Article the object involved could have been effected without it under the provisions contained in these regulations.

8. Clauses 5 to 10 inclusive of Table "A" shall apply.

III.—LIEN.

9. Clauses 11 to 14 inclusive of Table "A" shall apply.

IV.—CALLS ON SHARES.

10. Clauses 15 to 21 inclusive of Table "A" shall apply.

V.—TRANSFER OF SHARES.

11. Clauses 22 and 23 and 25 to 28 inclusive of Table "A" shall apply.

VI.—TRANSMISSION OF SHARES.

12. Clauses 29 to 32 inclusive of Table "A" shall apply.

VII.—FORFEITURE OF SHARES.

13. Clauses 33 to 39 inclusive of Table "A" shall apply.

VIII.—CONVERSION OF SHARES INTO STOCK.

14. Clauses 40 to 43 inclusive of Table "A" shall apply.

IX.—ALTERATION OF CAPITAL.

15. Clauses 44 to 46 inclusive of Table "A" shall apply.

X.—GENERAL MEETINGS.

16. Clauses 47 to 49 inclusive of Table "A" shall apply.

XI.—NOTICE OF GENERAL MEETINGS.

17. Clauses 50 and 51 of Table "A" shall apply.

XII.—PROCEEDINGS AT GENERAL MEETINGS.

18. Clause 52 of Table " A " shall apply.

19. 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 otherwise provided in these regulations two Members present in person or by proxy or one Member present in person or by proxy and holding or representing not less than 75 per cent. in nominal value of the shares giving the right to attend and vote at such meeting shall be a quorum.

20. Clause 54 of Table " A " shall apply.

21. 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.

22. Clauses 55 to 61 inclusive of Table " A " shall apply.

XIII.—VOTES OF MEMBERS.

23. Clauses 62 to 73 inclusive of Table " A " shall apply.

XIV.—CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS.

24. Clause 74 of Table " A " shall apply.

XV.—DIRECTORS.

25. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two and there shall be no maximum number of Directors.

26. A Director shall not be required to hold any share qualification.

27. Any Director may, by writing under his hand, appoint any other Director or appoint any other person (whether a Member of the Company or not) to be his alternate, and such appointee while he holds office as an alternate Director shall (subject to his giving the Company an address within the United Kingdom at which notices may be served upon him) be entitled to notice of and to attend meetings of Directors, and in the absence of the Director whom he represents to vote thereat accordingly : Provided always

that no such appointment of any person not being a Director shall be operative unless or until the approval of the Directors by a majority consisting of not less than two-thirds of the whole of the Directors shall have been given thereto. A Director may at any time revoke the appointment of an alternate appointed by him, and (subject to such approval as aforesaid) 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. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same, and any such notice if left at the registered office of the Company shall be sufficient evidence of such revocation.

28. Every person acting as an alternate Director shall be an officer of the Company and he shall not be deemed to be the agent of the Director whom he represents. The remuneration of any 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 Director and the Director appointing him.

29. The Directors' remuneration shall be at such rate as the Company in General Meeting may from time to time determine. The Directors may repay to any Director all proper travelling, hotel and other out of pocket expenses incurred by him in connection with the business of the Company.

30. A Director may be or become a Director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as member or otherwise, and no such Director shall be accountable for any remuneration or other benefits received by him as a director or officer of or from his interest in such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company, but a Director may not vote in favour of the exercise of such voting rights in manner aforesaid on a resolution that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.

31. The Board shall have power to grant to any Director required to go abroad or to render any special or extraordinary

service such special remuneration for the services rendered as they may think proper.

32. A Director may hold any office or place of profit under the Company (other than the office of Auditor) in conjunction with his office as Director and he or his firm may act in a professional capacity to the Company on such terms (as to remuneration and otherwise) as the Board may determine.

XVI.—BORROWING POWERS.

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

XVII.—POWERS AND DUTIES OF DIRECTORS.

34. Clauses 80 to 83 inclusive of Table "A" shall apply.

35. No Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established. The nature of a Director's interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement at the next meeting of the Directors held after he became so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made at the first meeting of the Directors held after he becomes so interested. A general notice to the Directors by a Director that he is a member of any specified firm or company and is to be regarded as interested in any contract or transaction which may after the date of the notice be made with such firm or company (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that the same is brought up and read at the next meeting of the Directors after it is given) be a sufficient declaration of interest in relation to such contract or transaction under this Article, and after such general notice it shall not be necessary to give any special

notice relating to any particular contract or transaction with such firm or company. A Director may not as a Director vote in respect of any contract or arrangement which he shall make with the Company or in which he is so interested as aforesaid, and if he do so vote his vote shall not be counted and he may not be reckoned for the purpose of constituting a quorum of the Directors.

36. Clauses 85 of Table "A" shall apply.

37. The Directors shall cause minutes to be made in books provided for the purpose—

(A) of all appointments of officers made by the Directors;

(B) of the names of the Directors present at each Meeting of the Directors and of any Committee of the Directors;

(C) of all resolutions and proceedings at all Meetings of the Company, and of the Directors, and of Committees of Directors.

38. The Board may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding any salaried employment or office in the Company or such other company, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families and dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particu-

8

lars with respect to the proposed payment being disclosed to the Members of the Company and to the proposal being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

XVIII.—DISQUALIFICATION OF DIRECTORS.

39. Clause 88 of Table "A" shall apply.

XIX.—APPOINTMENT AND REMOVAL OF DIRECTORS.

40. The Board shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed any maximum number from time to time fixed in accordance with these regulations. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.

41. The Company may by Ordinary Resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Director notwithstanding anything in these regulations or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract or service between him and the Company. The Company may by Ordinary Resolution appoint another person in the place of a Director removed from office under the immediately preceding Article, and without prejudice to the powers of the Directors under these regulations the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

XX.—PROCEEDINGS OF DIRECTORS.

42. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined the quorum shall be two Directors. For the purpose of reckoning the quorum, any Director who is present by his alternate shall be deemed to be personally present regardless of whether or not his alternate is himself a Director or an alternate for any other Director. It shall not be necessary to give notice of a meeting of the Directors to any Director

for the time being absent from the United Kingdom, but where such Director is represented by an alternate Director, due notice of such meeting shall be given to such alternate Director either personally or by sending the same through the post addressed to him at the address in the United Kingdom given by him to the Company. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board.

43. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote. Any person who is an alternate Director shall be entitled to one vote for each Director whom he represents and if such person is himself a Director he shall be entitled to a separate vote on behalf of the Director he is representing and in addition to his own vote.

44. Clauses 100 to 105 inclusive of Table "A" shall apply.

45. A Resolution in writing signed by all the Directors for the time being in the United Kingdom, if constituting a majority of the Directors shall be as effective as a Resolution passed at a meeting of the Directors duly convened and held. Such Resolution may consist of several documents in the like form each signed by one or more of the Directors.

XXI.—MANAGING DIRECTORS, ETC.

46. Clauses 107 to 109 inclusive of Table "A" shall apply.

XXII.—SECRETARY.

47. Clauses 110 to 112 inclusive of Table "A" shall apply.

XXIII.—THE SEAL.

48. Clause 113 of Table "A" shall apply.

XXIV.—DIVIDENDS AND RESERVE.

49. Clauses 114 to 122 inclusive of Table "A" shall apply.

XXV.—ACCOUNTS.

50. Clauses 123 to 127 inclusive of Table "A" shall apply.

XXVI.—CAPITALISATION OF PROFITS.

51. Clauses 128 and 129 of Table "A" shall apply.

XXVII.—AUDIT.

52. Clause 130 of Table "A" shall apply.

XXVIII.—NOTICES.

53. Clauses 131 to 134 inclusive of Table "A" shall apply.

XXIX.—WINDING UP.

54. Clause 135 of Table "A" shall apply.

XXX.—INDEMNITY.

55. Clause 136 of Table "A" shall apply.

I hereby certify that what is contained on this, and the preceding nine pages is a print of the Articles of Association of the Company, as adopted by Special Resolution passed on 30th March, 1967.

Dated this 10th day of April, 1967.

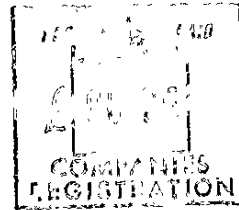
W. D. Boulton

SECRETARY

For GARDNER MERCHANT LIMITED

We hereby certify that this document has been produced by Multilith Offset-Lithography process.

Ashurst Morris Crisp & Co.
Ashurst, Morris, Crisp & Co., Solicitors,
17, Throgmorton Avenue, London, E.C.2.



842741/11

THE COMPANIES ACT, 1948
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

GARDNER MERCHANT LIMITED

Passed 30th March 1967

At an EXTRAORDINARY GENERAL MEETING of the Company held at 166 High Holborn, London, W.C.1. on Thursday the 30th day of March 1967 the following Resolution was passed as a Special Resolution of the Company.

RESOLUTION

That the name of the Company be changed to

JOHN GARDNER (LONDON) LIMITED

[Signature]
Chairman

REGISTERED

11 APR 1967

We certify that this Resolution
was litho-type printed by us

p.p. BETTS & SONS LTD.

[Signature]
Director



Presented by:

YONGE, KERRMAN & FULLER

842741



B



Reference: C.R.

BOARD OF TRADE

COMPANIES ACT, 1948

GARDNER MERCHANT LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

JOHN GARDNER (LONDON) LIMITED



Signed on behalf of the Board of Trade

this TWENTY-SEVENTH DAY OF APRIL

ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

L.S. Whitfield

C.60

Authorised in that behalf by the
President of the Board of Trade

L. C. 172

DUPLICATE FOR THE FILE

No. 642741

12



Certificate of Incorporation on Change of Name

Whereas

GARDNER MERCHANT LIMITED

was incorporated as a limited company under the

COMPANIES ACT, 1948,

on the TWENTY-FIFTH DAY OF MARCH, 1965

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

JOHN GARDNER (LONDON) LIMITED

Given under my hand at London, this TWENTY-SEVENTH DAY OF APRIL
ONE THOUSAND NINE HUNDRED AND SIXTY SEVEN.

Certificate received by

John Gordon Phillips

L. S. Whisfield
Assistant Registrar of Companies.

Date

27 APR 1967

No. 842741,

THE COMPANIES ACT 1960

Special Resolution

of

JOHN GARDNER (LONDON) LIMITED

passed 7th September 1971

At an Extraordinary General Meeting of the above Company held at 166 High Holborn, London WC1V 6PF on 7th September 1971, the following Resolution was passed as a Special Resolution of the Company:-

"That, subject to the consent of the Board of Trade, the name of the Company be changed to:-
TRUST HOUSES FORTE (NOMINEES) LIMITED".

T. Russell
T. RUSSELL
(Secretary)



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 842741

I hereby certify that

JOHN GARDNER (LONDON) LIMITED

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

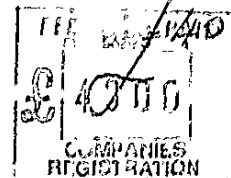
TRUST HOUSES FORTE (NOMINEES) LIMITED

Given under my hand at London the **21ST SEPTEMBER 1971**


(F. L. KNIGHT)

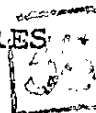
Assistant Registrar of Companies

No. 842741



THE COMPANIES ACTS, 1948 TO 1976

COMPANY LIMITED BY SHARES



RESOLUTION

of

TRUST HOUSES FORTE
(NOMINEES) LIMITED

Passed 17th September, 1979

At an EXTRAORDINARY GENERAL MEETING of the above
Company duly convened and held at 1 Jermyn Street, London SW1,
on Monday the 17th day of September 1979, the following Resolution
was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

THAT, with the consent of the Department of Trade, the name
of the Company be changed to "TRUSTHOUSE FORTE (NOMINEES)
LIMITED".

T. Russell

T. RUSSELL,
Secretary



Clydesdale
£40
22210



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No.

842742

40

I hereby certify that

TRUST HOUSES FORTE (NOMINEES) LIMITED

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

TRUSTHOUSE FORTE (NOMINEES) LIMITED

Given under my hand at Cardiff the

31ST OCTOBER 1979

E. A. WILSON

Assistant Registrar of Companies

No. 842741

52

THE COMPANIES ACTS 1948 TO 1981

SPECIAL RESOLUTION
OF
TRUSTHOUSE FORTE (NOMINEES) LIMITED

PASSED 2nd DECEMBER 1982

At an Annual General Meeting of the above Company duly convened and held at 86 Park Lane, London, W1, on 2nd December 1982, the following Resolution was dealt with as Special Business and passed as a Special Resolution of the Company, namely:-

"THAT in accordance with Section 12 of the Companies Act 1981 the Directors be and are hereby authorised to exclude the Company from its obligations to appoint Auditors under Section 14 (1) of the Companies Act 1976, and that Price Waterhouse be not, therefore re-appointed as Auditors of the Company".

V. Russell

Company Secretary



G

COMPANIES FORM No. 225(1)

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

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

--	--	--	--

842741

Name of company

* TRUSTHOUSE FORTE (NOMINEES) LIMITED

* Insert full name of company

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

Day Month

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

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

Day Month Year

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

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

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][~~holding company~~]† of TRUSTHOUSE FORTE PLC, company number 76230the accounting reference date of which is 31ST JANUARY

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on N/A

and it is still in force.

Signed [Signature] Designation† Secretary Date 3.2.89† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

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

Ref TR/GWC
THE SECRETARY
166 High Holborn
London
WC1V 6TTFor official Use
General Section

Post room

COMPANIES HOUSE

- 6 FEB 1989

M

110

THE COMPANIES ACT 1985 (as amended)

ELECTIVE RESOLUTIONS
OF

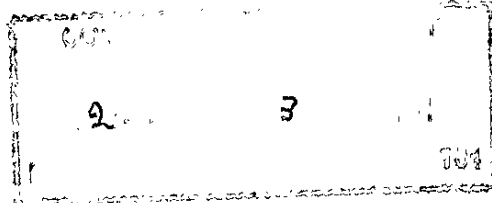
TRUSTHOUSE FORTE (NOMINEES) LIMITED

PASSED ON 2nd APRIL 1991

At an Annual General Meeting of the above Company duly convened and held at 166 High Holborn, London WC1V 6TT on Tuesday 2nd April 1991 the following Resolutions were dealt with as Special Business and passed as Elective Resolutions of the Company in accordance with Section 379A of the Companies Act 1985 (as amended), namely:-

"That the Company being a dormant private company, the Members elected as follows:-

- (a) to dispense with the holding of annual general meetings in accordance with S 366A of the Companies Act 1985 (as amended)
- and (b) to dispense with the laying of accounts and reports before the Company in general meetings in accordance with S 252 of the Companies Act 1985" (as amended)



V. Russell

Secretary

SPECIAL RESOLUTION ON CHANGE OF NAME

COMPANIES ACTS 1985 & 1989

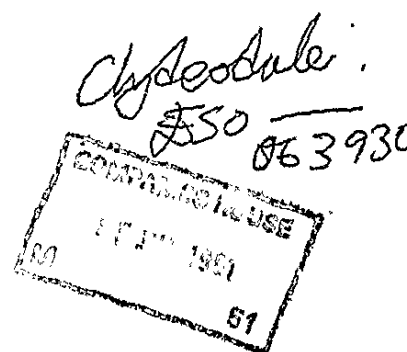
Company No. 842741

TRUSTHOUSE FORTE (NOMINEES) LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 166 High Holborn, London, WC1V 6TT on 10th July 1991, the following Special Resolution was duly passed:

THAT the name of the Company be and is hereby changed to Forte Nominees Limited

N. M. Mills
.....
Secretary



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 842741

I hereby certify that

TRUSTHOUSE FORTE (NOMINEES) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

FORTE NOMINEES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 19 JULY 1991

F. A. Joseph

F. A. JOSEPH

an authorised officer

08 - 03 - 95

Number of Company 842741

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

(Pursuant to Section 378 of the Companies Act 1985)

OF


FORTE NOMINEES LIMITED

Passed 30 January 1995

The subjoined SPECIAL RESOLUTIONS were duly passed by written resolution of all of the Members of the Company pursuant to Section 381A of the Companies Act 1985 on the 30 day of January 1995, viz:

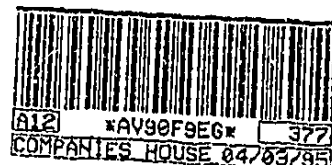
SPECIAL RESOLUTIONS

1. THAT the provisions of the Memorandum of Association of the company be altered by deleting the existing clause 3 thereof and substituting a new clause in the form set out in the document marked 'A' submitted to this meeting and, for the purpose of identification, signed by the chairman hereof.
2. THAT the regulations contained in the printed document marked 'B' submitted to this meeting and, for the purpose of identification, signed by the chairman hereof be approved and adopted as the Articles of Association of the company in substitution for and to the exclusion of all the existing Articles thereof.

Signature 

) 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.



08-03-95

The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 30 January 1995.)

OF

FORTE NOMINEES LIMITED

Incorporated on 25 March 1965

Registered No. 842741

08-03-95

'A'

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION

(as amended by Special Resolution passed on 30 January 1995)

OF

FORTE NOMINEES LIMITED

-
- 1 The Company's name is "FORTE NOMINEES LIMITED".
 - 2 The Company's registered office is to be situate in England.
-

NOTES:

1. The name of the Company changed from Gardner Merchant Limited on the 27 April 1967.
 2. The name of the Company changed from John Gardner (London) Limited on the 21 September 1971.
 3. The name of the Company changed from Trust Houses Forte (Nominees) Limited on the 31 October 1979.
 4. The name of the Company changed from Trusthouse Forte (Nominees) Limited on the 19 July 1991.
-

08 - 03 - 95

3 The Company's objects are:-

- a) To carry on all or any of the businesses of hotel, restaurant, beer house, refreshment room, cafe, inn, public house, and lodging house keepers and keepers of places of entertainment, licenced victuallers, brewers, maltsters, distillers, wine and spirit and beer merchants, bonded stores and manufacturers, importers, exporters, wholesalers, retailers, buyers, sellers, distributors and shippers of, and dealers in any products, goods, wares, merchandise and produce of any kind, general merchants and traders, cash, discount, mail order and credit traders, manufacturers' agent and representatives, insurance consultants and brokers, estate agents, mortgage brokers, financial agents, consultants, managers and administrators, hire purchase and general financiers; to participate in, undertake, perform and carry on all types of commercial, industrial, trading and financial operations and enterprises and all kinds of agency business; to carry on all or any of the businesses of marketing, business and management consultants, advertising agents, printers and publishers; railway, shipping and forwarding agents, storekeepers, warehousemen, haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor or other vehicles, craft, plant, machinery, tools and equipment of all kinds.
- b) To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.
- c) To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein, and to buy and sell foreign exchange.

- d) To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.
- e) To purchase, or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
- f) To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
- g) To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.
- h) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- i) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- j) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.

08-03-95

- k) To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
- l) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- m) To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- n) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.
- o) To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.
- p) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.
- q) To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations,

gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company or any of the predecessors of the Company or any other such company as aforesaid, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.

- r) To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to employees of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.
- s) (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any

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such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, subsidiary undertaking or pension fund and;

(ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.

- t) To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.
- u) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.
- v) To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

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- 4 The liability of the members is limited.
- 5 The Share Capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

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'B'

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution passed on 30 January 1995)

OF

FORTE NOMINEES LIMITED

PRELIMINARY

1. Table A

The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of the adoption of these Articles) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.

NOTES:

1. The name of the Company changed from Gardner Merchant Limited on the 27 April 1967.
2. The name of the Company changed from John Gardner (London) Limited on the 21 September 1971.
3. The name of the Company changed from Trust Houses Forte (Nominees) Limited on the 31 October 1979.
4. The name of the Company changed from Trusthouse Forte (Nominees) Limited on the 19 July 1991.

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SHARE CAPITAL

2. Authorised Share Capital

The share capital of the Company at the date of the adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.

3 Sections 80 and 89

Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

4. Written Resolutions

In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly. Regulation 53 (as extended) shall apply mutatis mutandis to resolutions in writing of any class of members of the Company.

5. Proxies

An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting, or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the

chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. The instrument shall, unless the contrary is stated thereon, be valid for any adjournment of the meeting as well as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates. Regulation 62 shall not apply.

SINGLE MEMBER COMPANY

6. If at any time, and for as long as, the company has a single member, all provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member.

NUMBER OF DIRECTORS

7. The Directors shall not be less than one in number. Regulation 64 shall be modified accordingly.

DELEGATION OF DIRECTORS' POWERS

8. (a) The Directors may delegate any of their powers or discretions (including, without prejudice to the generality of the foregoing, all powers and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors) to :-
- (i) committees consisting of one or more Directors; and
 - (ii) one or more other named person or persons to be co-opted as

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hereinafter provided, if thought fit.

This power is in addition to the powers to delegate contained in Regulation 72.

- (b) Insofar as any such power or discretion is delegated to a committee, any reference in these Articles to the exercise by the Directors of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and may provide for members who are not Directors to have voting rights as members of the committee, but so that:-

- (i) the number of members who are not Directors shall be less than one-half of the total number of members of the committee; and
- (ii) no resolution of the committee shall be effective unless passed by a majority including at least one member of the committee who is a Director. Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

9. The Directors shall not be subject to retirement by rotation and references thereto in Regulations 73 to 80 shall be disregarded.

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DISQUALIFICATION AND REMOVAL OF DIRECTORS

10. The office of a Director shall be vacated:-
- (i) in any of the events specified in Regulation 81;
 - (ii) if he shall in writing resign;
 - (iii) if he shall be removed from office by notice in writing signed by all his co-Directors (being at least two in number), but, if he holds an appointment to an executive office which thereby automatically determines, such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

REMUNERATION OF DIRECTORS

11. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the Directors in their absolute discretion may determine. Regulation 82 shall be extended accordingly.

PROCEEDINGS OF DIRECTORS

12. On any matter in which a director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.

TELEPHONE BOARD MEETINGS

13. All or any of the Directors may participate in a meeting of the Board of Directors, or any committee of the Directors, by means of a conference telephone or any communications equipment which allows all persons participating in the meeting to hear each other. A person so participating and who would be entitled to attend a meeting of the board, or any committee of the Directors, and to vote and count in the quorum thereat shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those so participating is assembled or, if there is no such group, where the person or persons participating in the meeting and carrying the largest number of voting rights exercisable at the meeting is or are present, or if no such person is, or persons are, present, where the Chairman of the meeting is present and the word "meeting" shall be construed accordingly.

THE SEAL

14. If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 of Table A shall not apply to the Company.

DIVIDENDS

15. Subject to the provisions of the Act, the Directors may declare interim and final dividends and Regulation 103 of Table A shall apply to the

Company. Regulation 102 of Table A shall not apply to the Company.

INDEMNITY

16. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court. Regulation 118 shall not apply.

INSURANCE

17. (a) Without prejudice to the provisions of Regulation 87 or Article 16, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any person or persons who are or were at any time Directors, officers, employees, or Auditors of any Relevant Company (as defined in paragraph (b) of this Article) or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any Relevant Company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability

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incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to any Relevant Company, or any such pension fund or employees' share scheme.

- (b) For the purpose of paragraph (a) of this Article, "Relevant Company" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of any such other body.

OVERRIDING PROVISIONS

18. Whenever FORTE Plc (hereinafter called "the Parent Company"), or any subsidiary undertaking of the Parent Company, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares, the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-

- (i) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed, but, if he holds an appointment to an executive office which thereby automatically determines, such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;
- (ii) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;

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(iii) the immediate holding company for the time being of the Company may at any time transfer all or any shares to any person and the provisions of Regulation 24 shall not apply to such transfer;

(iv) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.