

NO. OF COMPANY **1032622** | 1

[C.F. 41]

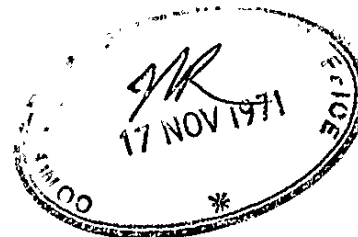
THE COMPANIES ACT, 1948.

COMPANIES
REGISTRATION.

A 5/-
Companies
Registration
Fee Stamp
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)
(SEE FOOTNOTE OVERLEAF.)



NAME OF

COMPANY.....

FOUNTAIN INDUSTRIES INC. (U.K.) LIMITED.

AT. No. C.F. 41.

53794 (L) O

**SHAW & SONS
LIMITED**

Law Stationers and Company Registration Agents
7, 8 & 9, Fetter Lane, Fleet Street, E.C.4

Presented by

**CHARLES DOUGLAS AND
SONS
INCORPORATED
LONDON, E.C.2**

I, Geoffrey Ambrose Hubbard

of 120 Longwood Hill, Wokingham
Woodbridge, Suffolk

DO solemnly and sincerely declare that I am ~~(a) [a Solicitor of the Supreme Court engaged in the formation]~~ [a person named in the Articles of Association as a Director/Secretary],

of FOUNTAIN INDUSTRIES INC. (UK.)

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

Suffolk

the 10 day of November

One thousand nine hundred and seventy one

before me,

D. E. J. ARGENT

A Commissioner for Oaths (b)

NOTE.

Section 15 of The Companies Act, 1948.

13.—(1) A Certificate of Incorporation given by the Registrar in respect of any Association shall be conclusive evidence that all the requirements of this Act in respect of registration and of matters precedent and incidental thereto have been complied with, and that the Association is a Company authorised to be registered and duly registered under this Act.

(2) A Statutory Declaration by a Solicitor of the Supreme Court, and in Scotland by a Solicitor, engaged in the formation of the Company, or by a person named in the Articles as a Director or Secretary of the Company, of compliance with all or any of the said requirements shall be produced to the Registrar, and the Registrar may accept such a Declaration as sufficient evidence of compliance.

This margin to be reserved for binding.

No. of Certificate... 1032622/2

Form No. 25.



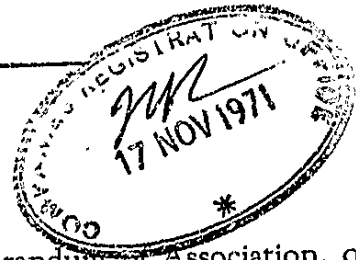
Statement of the Nominal Capital.

FOUNTAIN INDUSTRIES INC. (U. K.) LIMITED.

W. H. H. H.

Pursuant to s. 112 of the Stamp 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, 1933.)



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

TELEPHONE: HOLBORN 0"

TELEGRAMS: "DOUBBLE, ESTRAND, LONDON."

PUBLISHED BY

CHARLES DOUBBLE LIMITED,

Company Registration Agents, Printers and Stationers,

10, Bell Yard, Strand, London, W.C.2

Presented for filing by

GRANTED FOR FILING

"... Malvern, Suffolk."

The NOMINAL CAPITAL of.....

..... FOUNTAIN INDUSTRIES INC. (U.K.) Limited,
[Signature]

is £10000— divided into 10000— Shares of £1—

each.

Signature..... *G. A. Lunt*

Description..... SECRETARY.....

Date..... 11th OCTOBER 1971

1032622

3

COMPANY LIMITED BY SHARES.

REGISTERED 2003

024.25

Memorandum of Association

OF

FOUNTAIN INDUSTRIES INC. (U.K.) LIMITED

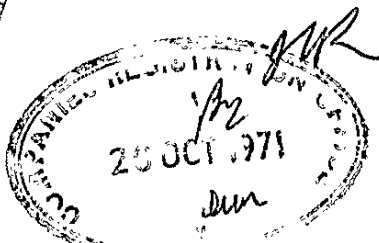
1. The name of the Company is "FOUNTAIN INDUSTRIES INC. (U.K.) LIMITED"

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

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

A(i) To carry on business as Manufacturers, Hirers, Letters on Hire, Distributors, Factors and Agents and dealers in Food and Drink Dispensers, self vending, coin worked or automatic machines, and equipment and all the necessary apparatus and accessories, advertising equipment and fittings for such machines, manufacturers of and dealers in refrigerators, cold storage equipment and accessories, Engineers, Electrical engineers, sheet metal workers, Welders, polishers, carpenters, and joiners, painters, spray painters, metal merchants, Timber merchants, electrical contractors, builders and decorators, advertising agents and contractors and sub-contractors generally.

(ii) To carry on business as caterers, provision merchants, grocers, greengrocers, fruiterers, butchers, confectioners, bakers, ice cream merchants, mineral water manufacturers, licenced victuallers, wine, beer and spirit merchants, poultry and game dealers, and dealers in pre-packed foodstuffs, and to buy sell and deal in any article, material, and foodstuffs, capable of being made used or prepared for sale both wholesale or retail or by dispenser



CHARLES DOUBBLE LTD.
FIFTH FLOOR COURT
11 DAVENPORT

- (B) To conduct and carry on the business or businesses aforesaid, and any other businesses or undertakings whatsoever which the Directors may consider to be capable of being conducted by and for the benefit of the Company as subsidiary to or in conjunction with the said business or businesses aforesaid.
- (C) To buy, hire, take on lease, exchange or otherwise obtain and to hold, develop, cultivate, improve and otherwise turn to account, and to sell, exchange, lease or otherwise dispose of and deal in any lands, buildings and hereditaments of any tenure and any rights, privileges or easements over or in respect of any real or personal property or rights whatsoever which may be necessary or convenient for the business of the Company.
- (D) To erect, construct, alter, maintain and remove or replace any buildings or works necessary or convenient for the purpose of the Company.
- (E) To apply for, buy, or otherwise obtain patents and take assignments and grant licences of any patents, licences, concessions, secret processes and the like, conferring any exclusive, non-exclusive or limited right of user or any secret or other information as to any invention or process.
- (F) To amalgamate or enter into partnership with any person, firm or company conducting or proposing to conduct any business which the Company is authorised to conduct, and to acquire and undertake all or any part of any such business or of the assets or liabilities thereof.
- (G) To pay or satisfy any liabilities which the Company is entitled to incur and any obligations into which the Company is entitled to enter, and to accept payment for any property or rights disposed of, either in shares, debentures or debenture stock of the Company or any other company, but not so as to enable the Company to acquire its own shares.
- (H) To buy, sell, hold and deal in any stocks, shares, debentures, debenture stock, bonds, investments, negotiable instruments and other choses in action, the acquisition, holding or disposition of which may be necessary or convenient for the business of the Company.
- (I) To lend money and to give credit, either with or without security, and at or without interest, or to guarantee the obligations or liabilities of any person, firm or companies whom the Company may deem expedient to assist.

- (J) To raise or borrow money with or without giving security or interest for the purposes of the undertaking of the Company; and to give security for and guarantee performance by the Company of all or any of its obligations or liabilities.
- (K) To mortgage or charge all or any of the present or future assets of the Company, including its uncalled capital, upon such provisions, terms and conditions as to redemption or issue debentures and debenture stock upon such terms and conditions, and for such consideration, and subject to such provisions, terms and conditions as to redemption or otherwise, as may be thought fit; and to issue any collateral, further security, or trust deed for further or collaterally securing the same.
- (L) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (M) To sell or otherwise dispose of the whole or any part of the undertaking or assets of the Company, either as a whole or in portions, and for such consideration as the Company shall think fit.
- (N) To pay and make out of the funds of the Company any compensation for loss of office or employment, allowance, pension or gratuity, to any director or ex-director or any employee or ex-employee of the Company, or the widows, children or other persons dependant on any of them.
- (O) To divide and distribute in kind amongst the members of the Company the whole or any part of the assets of the Company including shares, debentures, or securities of other companies belonging to the Company; but not so as to effect a reduction of the Capital of the Company without first obtaining the sanctions required by the Companies Act, 1948.
- (P) To pay the costs of the incidental to the promotion and registration of the Company.
- (Q) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents sub-contractors, trustees or otherwise.

(R) To do all such other things as are incidental or conducive to the attainment of the above objects.

AND IT IS HEREBY DECLARED that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be independent objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £10,000 divided into 10,000 Shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber (in words)
<p> <i>Stephen Ambrose Mulford</i> <i>Woblingworth Hall</i> <i>Woblingworth.</i> <i>Woodbridge Suffolk</i> <i>Company. Director</i> </p> <p> <i>James. Mee Birdco.</i> <i>28, Kilby. Fields.</i> <i>Woodbridge.</i> <i>Suffolk.</i> <i>Company. Director.</i> </p>	<p>ONE</p> <p>ONE.</p>

DATED this 11th day of October 1971

WITNESS to the above signatures:-

G. A. Lums
 Accountant,
 Gwyn
 Harrows Lane
 Halesworth
 C. 11 22

THE COMPANIES ACTS, 1948-1967

COMPANY LIMITED BY SHARES.

Articles of Association

OF

FOUNTAIN INDUSTRIES INC. (U.K.) LIMITED

PRELIMINARY

1. The regulations contained in or incorporated in Part II of Table A in the First Schedule to the Companies Act, 1948, (hereinafter called "Table A Part II") shall apply to the Company save in so far as they are varied or excluded hereby.

2. The Clauses of Part I of Table A aforesaid (hereinafter called "Table A Part I") numbered 5, 22, 23, 53, 75 and 88 shall not apply to the Company and Clause 1 of Table A Part II shall be modified accordingly but the following Articles and the remaining Clauses of Table A Parts I and II as hereinafter modified shall constitute the Articles of Association of the Company. In the event of any conflict between the provisions of these Articles and the provisions of Table A the provisions of these Articles shall prevail.

SHARES

3. Subject to Clause 2 of Table A Part II the shares shall be at the disposal of the Directors who may allot or otherwise dispose of the same to such persons at such times and on such terms and conditions as they think fit save that shares may only be issued at a discount in manner provided by Section 57 of the Act.

LIEN

4. The provisions as to lien contained in Clause 11 of Table A Part I shall apply to fully paid up shares and to all shares registered in the name of any person indebted to the Company whether as sole holder or as one of two or more joint holders and Clause 11 aforesaid shall be modified accordingly.

TRANSFER OF SHARES

5. The Directors may at any time in their absolute and uncontrolled discretion refuse to register any transfer of shares and Clause 24 of Table "A" Part I shall be modified accordingly. The Directors shall not be bound to give any reason for such refusal, and shall be bound to refuse to register any transfer of shares if such registration, when effected, would result in the number of Members of the Company within the meaning of Clause 2 for Table "A" Part II being increased to over 50.

(a) The instrument of transfer of any shares may be in the form (hereinafter called a Stock Transfer) prescribed by the Stock Transfer Act 1963.

(b) A Stock Transfer shall be executed by the transferor if he be a person under his hand without attestation and if it be a corporation under its seal and shall specify (in addition to particulars of the consideration of the description and number of shares, and of the transferor) the full name and address of the transferee.

(c) Subject to such of the restrictions contained in these Articles as are applicable any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the Directors may approve, but any such instrument shall be sufficient, whether or not it is completed in accordance with such form, if it complies with the requirements as to execution and contents which apply to Stock Transfer.

(d) The transferor shall be deemed to remain a holder of a share until the name of the transferee is entered in the register of names in respect thereof.

MEETINGS

6. Every Notice calling a Meeting of the Company shall state clearly that a Member entitled to attend and vote is entitled to appoint

a proxy and that such proxy need not be a member of the Company.

7. If under the provisions in that behalf contained in Clause 54 of Table A Part I a meeting is adjourned and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting the Meeting shall be dissolved and Clause 54 aforesaid shall be modified accordingly.

DIRECTORS

8. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall be not less than two nor more than nine.

9. The first Directors of the Company shall be Geoffrey Ambrose Hubbard and James Macbridge and shall not be subject to retirement.

BORROWING POWERS

10. Clause 79 of Table A Part I shall be modified by deleting the Proviso therefrom.

POWERS AND DUTIES OF DIRECTORS

11. A Director who has disclosed his interest in accordance with the provisions of Clause 84 (1) of Table A Part I and Section 199 of the Act may vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he shall be counted in the quorum present at the Meeting of the Directors at which such contract or arrangement is being considered and accordingly Clause 84 of Table A Part I shall be modified by deleting sub-clauses (2) and (4) therefrom.

DISQUALIFICATION OF DIRECTORS

12. The office of a Director shall be vacated if he :-

- (a) becomes bankrupt or compounds with his creditors.
- (b) becomes of unsound mind.
- (c) resigns his office by notice in writing to the Company.
- (d) ceases to be a Director by virtue of Section 182 of the Act.
- (e) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Geoffrey Ambrose Keen
Willingworth Hall
Willingworth Woodbridge
Suffolk
Company Directors

James Mac Bride
28. Hill Fields.
Woodbridge Suffolk.
Company Directors.

DATED this 11th day of October 1971

WITNESS to the above signatures:-

G. A. Lewis

Accountant

Gavyn

Harrison Lane

Halesworth

Suffolk.



CERTIFICATE OF INCORPORATION

No **1032622**

I hereby certify that

FOUNTAIN INDUSTRIES INC. (U.K.) LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at London the **25th November 1971**

A handwritten signature in dark ink, appearing to read 'F. L. Knight'.

(F. L. KNIGHT)

Assistant Registrar of Companies