Doslaration of compliance with the roquiromonts on application for rogistrafinn of a company



Partisont to seet or 3(5) of the Companies Act 1980

Name or Company		For official uso	Company pumber 2 355
Lucio	Brook L	COTIMI	
i, John Regan, ct 25/35 Cit, Road,			
London, EC1Y 2DE			
do sclemnly and sincerely declare that in the statement delivere	d under section	21 of the Com	etary of the Company upanies Act 1976
and that all the requirements of the Commosport of the registration of the said and of matters precedent and incidents and of matters precedent and incidents at I make this solemn Declaration conditions to be true and by virtue of the leastest ry Declarations Act 1835 Goldand at 25/35 City Relation Condon EC17 the day of the usuand nine hundred and before me A Condonssioner for Oaths or Notary Purpose or Solventer for Oaths Goldand Solventer for Oaths Goldand Solventer for Oaths	d company of thereto have been conscientiously believing e provisions of the cad, 2DE	modical social	Declarant
The Control of States and States	For official use New companies section	in f	Vist visim

FR core localable info core localable of the core of t

in the second

111 3.3

e with a sing to a sing to

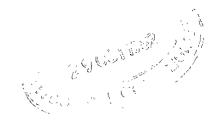
COMPARY LIMITED BY SHARES.

1679393

Alemorandum of Association

Farmokak Finison

- 1. The name of the Company is LUCIDBROOK LIMITED
- ?. The registered office of the Company will be situate in England.
- 3. The objects for which the Company is established are:-
- (*) To carry on business as wine and spirit importers, exporters, manufacturers, shippers, merchants, brokers, bottlers and warehousemen, cigar, cigarette and tobacco manufacturers and merchants, brewers, distillers, mineral and aerated water manufacturers and baporters, hotel proprietors, inn-keepers, licensed tichnallers, restaurant proprietors, carriers and mariage contractors, wharfingers, cabinet makers and wood-workers, glass, pottery, china and earthenware manufacturers and dealers, metal and alloy makers, refiners and workers, comprises, coopers, garage proprietors, storage proprietors, cif merchants, electricians, coal, coke and fuel merchants, softers, fishmongers, poulterers, game dealers, fruiterers, querers, conjectioners, chocolate and sweet dealers



The configuration of the Company may be conthe operated at the Directors of the Company may be conthe operated at the Directors of the Company may be conthe operated at the confidence of the calculated directly
at the teather to enhance the value of or render profitthe operated the property of the Company or to further
and all its objects:

- (d) to purchase, take on lease or in exchange, hire or allierate acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intarquible and whereacever situate, which the Company may think necessary or convenient for the purposes of the burniers and to well, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;
- (B) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the company and to join with any person, firm or company in costney any of the things aforesaid;
- (F) to betrow or raise movey upon such terms and on such country as may be considered expedient and in particulty by the issue of debentures or debenture stock and to could the repayment of any money borrowed, raised or obtain by wortgage, charge or lien upon the whole or any point of the undertaking, property and assets of the Company, both present and future, including its uncalled couldtal, and also by any similar mortgage, charge or the secure and guarantee the performance by the Company or any other person, firm or company of any obliquing undertaken by the Company or any other person, for any other person,
- the to apply for and take out, purchase or otherwise a refer any patents, licences and the like conforring constants or non-exclusive or limited right of user, a say accret or other information as to any invention shock may some calculated directly or indirectly to be confident to the company, and to use, develop, grant licences are spect of, or otherwise turn to account any rights a information or acquired;

the temperature, subscribe for or otherwise acquire and the following shares, stocks, debestures, debestures, debestures of the time to the corrying on business in any part of the

- for to harm, place, underwrite or g. antce the subscription of an example of an example of places, and runting or guaranteeing the subscription of shances, debentures, debenture stock, bonds, stocks and recurrices of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuncration and otherwise as may be agreed upon;
- (I) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
- (J) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;
- (K) to enter into partnership or into any arrangement for sharing profits or to smalgamate with any person, firm of company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- (L) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (M) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;
- (N) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (i) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company remiering pervices to the Company whether by cash payment or by the allotment of shares, debentures or other persons of the Company credited as paid up in full to pay for in any other manner whatsoever, and to pay the any of the preliminary expenses of the Company of the any company formed or promoted by the Company;

- The accept stock or shares in, or the debendures, satigage debendures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
- (2) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, wallants and other transferable or negotiable instruments;
- (R) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or exemployees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscrabe or contribute to any charitable, benevolent, or useful object of a public character;
- (S) to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that nothing in this sub-clause shall authorise the Company to make any distribution other than in accordance with the law for the time being in force;
- (T) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;
- (U) to do all such other things as may be deemed incidential of conducive to the attainment of the above objects or say of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be morely subsidiary to the objects mentioned in any other sub-clause.

- 4. The liability of the members is limited.
- The share capital of the Company is fine divided into 100 shares of £1 each.

 It. Company has power to increase the share capital and to divide the shares (whether original or increased) the shares and to attach thereto any preferred, therefore the special rights, privileges or conditions and advisers, repayment of capital, voting or

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

NAMES, ADDRESSES AND DES- CRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
STEPHEN FREDERICK WALFORD Epworth House 25/35 City Road London EC1 Company Formation Assistant	ONE
JOHN CEGAN Epworth House 25/35 City Road London EC1 Company Search Assistant	ONE
DATED the 25 WITNESS to the above signat	, — — — — — — — — — — — — — — — — — — —
VAP KIM LAN Foworth House 29/30 City Road London FC1	

fompusy formation Assistant

COMPANY LIMITED BY SHARES.

1679393

Articles of Association

OF

LUCIOBROOK LIMITED

PRELIMINARY

- 1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948, as in force at the date of incorporation of the Company, (hereinafter referred to as "Table A"), shall apply to the Company.
- 2. Regulations 11, 24, 75, 77 and 79 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

SHARES

- 3. The Company is a private company Limited by shares and, accordingly,
 - (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and
 - (b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public

are prohibited.

4. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 3 and 5 hereof and provided that no shares shall be issued at a discount.

- Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to be created shall, before they are issued, he offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the The provisions of section 17 of the Companies Company. Act 1980 shall have effect only insofar as they are not inconsistent with this Article.
- 6. In regulation 3 of Table A for the word "ordinary" there shall be substituted the word "special" and the words from "on such terms" to the end shall be omitted.
- 7. Subject to the provisions of Part III of the Companies Act 1981, the Company is authorised to purchase its own shares.

LIEN

S. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

- 9. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall modified accordingly.
- 10. Save in the circumstances set out in the next succeeding Article the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

11. Subject as hereinafter provided

- (a) any chare may be transferred to a person who is already a member of the Company;
- (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his will; and
- (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

12. The proviso to regulation 32 of Table A shall not apply to the Company.

GENERAL MEETING

13. Every notice convening a general meeting shall comply with the provisions of section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

DIRECTORS

1001062

14. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share

qualification but shall nevertheless be entitled to attend and appear at any general meeting of the Company or at any appearate meeting of the holders of any class of shares of the Company.

It. The first director or directors of the Company shall be the person o persons ramed as the first director or directors of the Company in the statement delivered under section 21 of the Companies Act 1976.

BORROWING POWERS

16. The directors 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, subject to section 14 of the Companies Act 1980, 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.

POWERS AND DUTIES OF DIRECTORS

- 17. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply. A director may vote in regard to any contract orarrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.
- 18. Any director may appoint any person approved by the board of directors to be an alternate director and such appointment shall have effect and such appointee, viilst he holds office as an alternate director, shall be entitled to receive notice of meetings of directors and to autend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the director appointing him and agreed between the said director and the appointee. Each appointment may be revoked at any time by the appointer or by a resolution of the directors or by an ordinary resolution of the Company in general meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the director making the

1.QUALIFICATION OF DIVECTORS

10. In regulation 88 of Table A(i) the words "ceases to be reter by virtue of section 182 or 185 of the Act" mail be oritted and in substitution therefor there shall be

inscribed the words "is removed from office by resolution duly passed under section 184 of the Act" and (ii) all the words after "by notice in writing to the Company" shall be exitted.

RGTATION OF DIRECTORS

20. In regulation 89 of Table A after the words "then the number nearest" shall be inserted the words "to but not exceeding".

THE SECRETARY

21. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under section 21 of the Companies Act 1976.

NOTICES

22. In regulation 131 of Table A, all the words after the words "letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is postel, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

ICLEMNITY

In addition to the indemnity contained in regulation 136 of Table A and subject to the provisions of section 205 of the Lot every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

STEPHEN FREDERICK WALFORD

Epworth House, 25/35 City Foad, London EC1

Company Formation Assistant

JOHN REGAN

Epworth House, 25/35 City Road, London EC1

Company Search Assistant 22m

Dated the

25

day of

10

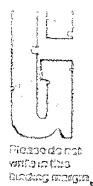
J 80.

WITHESS to the above signatures:

YAP KIM LAN

Epworth House, 26/35 City Road, Sendon EC:

Company Formation Assistant



Played compicto logibly, protorably in black type, or

^p derete if inappropriate

Statement of first directors and secretary and intended situation of registered office

Parament to sections 21 and 23(2) of the Companies Act 1976 Company number bold black retoring Name of Company LUCIDBROOK Limited*

> The intended situation of the registered office of the company on incorporation is as stated below

If the memorandum is delivered by an agent for the subscribers of the memorandum, please mark 'X' in the box opposite and insert the agent's name and address below

Express Company Registrations Limited, City Road. London, EC1Y 2DE

If the spaces provided on page 2 are insufficient and use has been made

of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

Presentor's reference (if any):

For official use General section

Post room

Subjected by Express Sull Registrations Ltd City Read, London EC1

X

The nemales and particulars of the person who is, or the persons who are, to the time that a rector of directors of the company are as follows:

The same and the s	COLUMN TREDERICK WALFORD	Business occupation Company Formation Assistant
	and microscopic programmes and an arrangement of the control of th	Nationality
former name(s) (ucie ii nome	Br <u>itish</u>
Address (note 4)	35/35 City Road,	Date of birth (where applicable)
- Angelie Berger Kananangangka Silanan managan sa Raman sa Pendemanian and Angelie And Andrea	fondon EC1Y 2DE	(note 6)
***************************************	her directorships (note 5)	the state of the s
		on page 1
I hereby conser	nt to act as director of the company named	on page 1 Date 3 5 000 1002

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	JOHN REGAN	
Former name(s) (note 3)	NONE	
Address (notes 4 & 7)	25/35 City Road,	
	London EC1Y 2DE	
I hereby consent to ac	t as secretary of the company named on page 1	
!	Date	

Signed by or on behalf of the subscribers of the memorandumo

Signature Volume	· [Agent]	Date
------------------	-----------	------

Please do: write in thi binding ma



Importal The partic those refe in section

21(2)(a) 0 Compani 1976 and 200(2) of Compani 1948, Ple read the on page completi part of th

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No.

1679393

I hereby certify that

LUCIDBROOK LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as a private company and that the Company is limited.

Given under my hand at Cardiff the 18TH NOVEMBER 1982

Assistant Registrar of Companies

Special Resolution

OF

PRINCES PRINCE

Passed on the 4th day of heterony was c

AT an EXTRAORDINARY GENERAL MEETING of the above wimed Company duly convened, and held at Epworth House, 25/35 City Road, London ECLY 2DE, on the above date the following SPECIAL RESOLUTION was duly passed:-

RESOLUTION

THAT clause 3(A) of the Memorandum of Association be deleted and replaced by the following new clause 3(A):-

- (A) (1) To carry on business as wholesale and retail tobacconists and confectioners, newsagents, post office proprietors, and as manufacturers of and dealers in cigarettes, cigars, tobacco, snuff, pipes, cigarette and cigar holders, tobacco pouches, matches, righters, ashtrays and smokers sundries and equipment generally and chocolate, sweets, sweetmeats, confectionery, the cream, mineral waters and refreshments of all kinds.
 - (2) To carry on the business or trade of dealers, both wholesale and retail in stationery, newspapers, periodicals, magazines, publications and books and vendors and dealers both wholesale and retail of inks, tollet preparations, razors, hair brushes, walking sticks and umbrellas, fancy goods, greeting cards and every kind of article of personal use or ornament and an hairdresser. Anicurists and chiropodists, bakers, pastrycooks, cafe, tearooms, light refreshments and postagrant proprieters, inn and hotel keepers, licensed for all and any anteres, librarians, publishers, general that there interes, librarians, publishers, general



THE COMPANIES ACES 1948 to 1981.

COMPANY LIMITED BY SHARES

Memorandum

of Association

OF:

Comment of the second

This Manageridum of Association is filed in with Section 9 of the European 1972.

では、まない(37222)に対対 5個を開る

Memorandum of Association

(of

45

TO BEAT OF HE LESS LESS

- 1. The name of the Company is LECIPSKOOK LIMITED
- 2. The registered office of the Company will be situate in England.

The second secon

- 3. The objects for which the Company is established are:-
- (A) (1) To carry on buttness as wholesale and retail tobacconists and confectioners, newsagents, post office proprietors, and as manufacturers of and dealers in digarettes, digars, tobacco, shuff, pipes, digarette and digar holders, tobacco pouches, matches, lighters, ashtrays and smokers sundries and equipment generally and chocolate, sweets, sweetmeats, confectionery, and cream, mineral waters and refreshments of all kinds.
 - (2) To carry on the business or trade of dealers, both wholesale and retail in stationery, newspapers, periodicals, magazines, publications and books and vendors and dealers both wholesale and retail of inks, totlet preparations, razors, hair brushes, walking streks and umbrellas, fancy goods, greeting cards and every kind of article of personal use or ornament and an hairdressers, manicurists and chiropodists, bakers, pestrycooks, cafe, tearooms, light refreshments and recomment proprietors, inn and hotel keepers, licensed victaditors, fruiterers, grocers, procision merchants and caterors, printers, librarians, publishers, general trail begans and advertising agents.

and the second of the state of the contribution present with nothing many

- the operator on any other business or trade which in the operation of the Directors of the Company may be conveniently carried on a connection with or as ancillary to any of the abone businesses or be calculated directly or indirectly to calcule the value of or render profitable any of the property of the Company or to further any of its objects;
- (C) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;
- (D) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the company and to join with any person, firm or company in doing any of the things aforesaid;
- (E) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company both present and future, including its uncalled equital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person,
- (P) to apply for and take out, purchase or otherwise continuously patents, licences and the like conferring a school or non-exclusive or limited right of user, and secret or other information as to any invention which may seem calculated directly or indirectly to be next the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights of the ofmation to acquired;
- of the purchase, subscribe for or otherwise acquire and hid and deal with any shares, stocks, debentures, debentures of the state of the company of the proof of currying on business in any part of the conditions.

(E) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;

 Γ^3

ļł

- (I) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
- (J) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;
- (K) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any busin ss which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- (L) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company;
- (M) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;
- (N) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (0) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company conducing cervices to the Company whether by each payment on by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in pay of the preliminary expenses of the Company and to pay one of any company formed or promoted by the Company;

the first of shares in, or the debentures, the statutor of other securities of any other compater for any services rendered or first my sale made to or debt owing from any such

cate and issue promissory notes, bills of exchange, restrip, warrants and other transferable or negotiable

- (R) to establish, support or aid in the establishment and support of associations, institutions clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or exemployees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowarces to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscrate or contribute to any charitable, benevolent, or useful ct of a public character;
- (S) to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that nothing in this sub-clause shall authorise the Company to make any distribution other than in accordance with the law for the time being in force;
- (T) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;
- (B) to do all such other things as may be deemed incitental or conducive to the attainment of the above objects of any of them.

if the neareby declared that the foregoing sub-clauses shall the intrued independently of each other and that none of the abjects mentioned in any sub-clause shall be deemed to accordly subsidiary to the objects mentioned in any other with clause.

- 4. The liability of the members is limited.
- The share capital of the Company is the convicted into 100 shares of £1 each. The company has power to increase the share capital and to divide the shares (whether original or increased) the convicted of allowers and to attach thereto any preferred, thereto or other special rights, privileges or conditions that increase, repayment of capital, voting or

Company No. 1679393

Lucidbrook Limited

Special Resolution passed 25th November 1983

The following resolution was passed as Special Resolution of the Company at an Extraordinary General Meeting held on 25th November 1983:-

SPECIAL RESOLUTION

"That the name of the Company be changed to "Spearhead 7 Tobacco Sales Limited".

for and on behalf of Gray's on Secretaries Ltd. Company Secretary





FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1679393 \ \ \ \

I hereby certify that

Charles of the same

LUCIDBROOK LIMITED

having by special resolution changed its name, is now incorporated under the name of

SPEARHEAD TORACCO SALES

Given under my hand at the Companies Registration Office,
Cardiff the 2ND FEBRUARY 1984

A.L. Phillys MRS. A. K. Philli

an authorised officer

10 5 16 19 19 10

THE COMPANIES ACTS 1948 TO 1981

SPECIAL RESOLUTION

of

SPEARHEAD TOBACCO SALES LIMITED

(passed on 23rd day of July 1984)

At an Extraordinary General Meeting of the above named Company duly convened and held on 23rd July 1984 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by the deletion of the existing Article 16 and the substitution therefor of the following paragraph:-

"16. The Directors may not :-

- issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount nor raise or borrow any sums of money either upon mortgage or charge of any property of the Company including uncalled capital or on bonds or debentures or otherwise;
- (b) guarantee the performance of any contract or obligation and the payment of any money of or by any persons or companies whatsoever;
- (c) grant authority to a subsidiary company to carry out any of the acts described in sub-Articles (a) and (b).

Whon I was a series of the ser

Company No. 1679393 / 8

THE COMPANIES ACTS 1948 TO 1981

SPEARHEAD TOBACCO SALES LIMITED

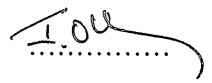
SPECIAL RESOLUTION

(passed 27th February 1985)

The following resolution was passed as a Special Resolution of the company at an Extraordinary General Meeting held on 27th February 1985:-

SPECIAL RESOLUTION

"That the regulations contained in the document annexed hereto and submitted to this meeting and signed for the purposes of identification by the Chairman hereof be and the same are hereby adopted as the Articles of Association of the company to the exclusion and in substitution for the existing Articles of Association".





THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

SPEARHEAD TOBACCO SALES LIMITED

PRELIMINARY

- 1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948, as in force at the date of incorporation of the Company, (hereinafter referred to as "Table A"), shall apply to the Company.
- 2. Regulations 11, 24, 75, 77, 79 and 101 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.



- 3. The Company is a private company limited by shares and, accordingly,
 - (a) any offer to the public (whether for cash or otherwise) or any shares in or debentures of the Company, and
 - (b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to public are prohibited.
 - 4. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 3 and 5 hereof and provided that no shares shall be issued at a discount.
 - 5. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the

member is entitled and limited a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 17 of the Companies Act 1980 shall have effect only insofar as they are not inconsistent with this Article.

- 6. In regulation 3 of Table A for the word "ordinary" there shall be substituted the word "special" and the words from "on such terms" to the end shall be omitted.
- 7. Subject to the provisions of Part III of the Companies Act 1981, the Company is authorised to purchase its own shares.

LIEN

8. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof

3. (RDMM: 1585c)

or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or im part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

- 9. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.
- 10. Save in the circumstances set out in the next succeeding Article the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
- 11. Subject as hereinafter provided
 - (a) any share may be transferred to a person who is already a member of the Company;
 - (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or

4. (RDMM: 1535c)

remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustee of his will; and

of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

12. The proviso to regulation 32 of Table A shall not apply to the Company.

GENERAL MEETING

13. Every notice convening a general meeting shall comply with the provisions of section 136(2) of the Act as to giving information to members in regard to their right to appoint

5. (RDMM: 1585c)

proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

DIRECTORS

- 14. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share qualification but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.
- 15. So long as The London Tobacco Company Limited shall retain a beneficial interest in the share capital of the Company it shall be entitled to designate one or more directors as "the LTC Director" or "the LTC Directors" and only such LTC Director or Directors may elect a chairman of a meeting of directors and determine the period for which he is to hold office.
- 16. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under section 21 of the Companies Act 1976.

6. (RDMM: 1585c)

BORROWING DOWERS

- "17. The Directors may not:-
 - (a) issue debentures, bonds or obligations of the Company at any time and in any form or manner and for any amount nor raise or borrow any sums of money either upon mortgage or charge of any property of the Company including uncalled capital or on bonds or debentures or otherwise;
 - (b) guarantee the performance of any contract or obligation and the payment of any money of or by any persons or companies whatsoever;
 - (c) grant authority to a subsidiary company to carry out any of the acts described in sub-Articles (a) and (b)".

POWERS AND DUTIES OF DIRECTORS

- 18. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.
- 19. Any director may appoint any person approved by the board of directors to be an alternate director and such

7 (RDMM: 1585c)

appointment shall have effect and such appointee, whilst he holds office as an alternate director, shall be entitled to receive notice of meetings of directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the director appointing him and agreed between the said director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the directors or by an ordinary resolution of the Company in general meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the director making the same.

DISQUALIFICATION OF DIRECTORS

20. In regulation 88 of Table A(i) the words "ceases to be a director by virtue of section 182 or 185 of the Act" shall be omitted and in substitution therefor there shall be inserted the words "is removed from office by resolution duly passed under section 184 of the Act" and (ii) all the words after "by notice in writing to the Company" shall be omitted.

ROTATION OF DIRECTORS

21. In regulation 89 of Table A after the words "then the number nearest" shall be inserted the words "to but not exceeding".

8 (RDMM: 1585c)

THE SECRETARY

22. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under section 21 of the Companies Act 1976.

NOTICES

23. In regulation 131 of Table A, all the words after the words "lettering containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

INDEMNITY

24. In addition to the indemnity contained in regulation 136 of Table A and subject to the provisions of section 205 of the Act every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

9. (RDMM: 1585c)



Companies form no. 225(1)

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



write in this margin

Pursuant to section 225(1) of the Companies Act 1985 ^{pi}uase du not To the Registrar of Companies For official use Company number Please complete logibly, proferably 1679393 in black type, or bold block lettering Name of company うらとみえんビリケ TEBACCO SALES " insert full name Gt 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 Note coming, or as having come, to an end is as shown below: Please read notes 1 to 4 overleaf before completing Day Month this form : delote as The current accounting reference period of the company is to be treated as [shortened][extended]† and appropriate is to be treated as having come to an end][will come to an end]t on Day Month Year 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: _____, company number _____' 50 \$19 3 the accounting reference date of which is ______ Rur 9 @ D O O O Signed [Diroctor][Secretary]† Date N 4/86

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

18 19 1 W. W.

For official Use General Section Post room Company No. 1679393 /2 4

THE COMPANIES ACTS 1948 TO 1981
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

SPEARHEAD TOBACCO SALES LIMITED

(passed on 15th January 1987)

We, the undersigned, being all the members of the above named Company for the time being entitled to attend and vote at general meetings of the Company HEREBY RESOLVE as a special resolution:

SPECIAL RESOLUTION

"That the name of the Company be changed to DALLAS CIGARETTE COMPANY LIMITED".

Dated: 15th day of January 1987

THE LONDON TOBACCO COMPANY LIMITED

Natioest \$40

FILE COPY



ON CHANGE OF NAME

No. 1679393 /30

I hereby certify that

SPEARHEAD TOBACCO SALES LIMITED

having by special resolution changed its name, is now incorporated under the name of DALLAS CIGARETTE COMPANY LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 3RD MARCH 1987

Brown Jalla -

an authorised officer

Company No. 1679393

THE COMPANIES ACTS 1948 TO 1980

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

SPEARHEAD TOBACCO SALES LIMITED

(passed 7th January 1987)

The following resolution of the Company was passed as a special resolution by way of written resolution signed by all the members for the time being of the Company on 7th January 1987 to the effect that:

SPECIAL RESOLUTION

RESOLVED that Mr. I.D. Olley in his capacity as director of the Company be empowered on behalf of the Company to sign a letter of offset between Midland Bank plc and the Company,

GRAY'S INN SECRETARIES LIMITED

Company Secretary



SPECIAL RESOLUTION OF

SPEARHEAD TOBACCO SALES LIMITED

At an Annual General Meeting of Spearhead Tobacco Sales Limited duly convened and held at 50 Lombard Road, London, SWII 3SU on 7th January 1987, the following resolution was duly passed as a special resolution:-

"That the Company having satisfied the provisions of Section 252 Companies Act 1985 relating to dormant companies, the Company be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act."

Chairman





COMPANIES FORM No. 225(1)

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



Ptease do not winte in this mergin Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Pioces complete logibly, proferably in black type, or bold plack lettering

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

Name of company

Company number

1679393

* insert full name of company

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

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

CIFARETTE

Day Month

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

Day Month Year 3 1 0 3 1 9 9 4

† delete as appropriate

this form.

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

The company is a [subsidiary][parent)\$ undertaking of ROTHMAND /NOTANIONAL TOBARCO (UK) LIMITED ________, company number 676564 the accounting reference date of which is _______3/st MARCH

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

For official use

An administration order was made in relation to the company on

and it is still in fgrce.

6. Signed Souls.

Designation Secretary

Date 9,12-93

Director,
Secretary,
Recoiver,
Administrator,
Administrative
Recoiver or
Recoiver
(Sectiond) as
appropriate

Insert

Presentor's name address

RADBURITING number and reference (if any): D.E.B.

ROTHMANS OF PALL MALL (INTERNATIONAL) LTD.

OXFORD ROAD, AYLESBURY

BUCKS

HP21 8SZ

0296-26111

3169



No: 1679393

The Companies Acts 1985 to 1989

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

of

DALLAS CIGARETTE COMPANY LIMITED

Passed 6 December 1993

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and heid at Oxford Road, Aylesbury, Bucks, HP21 8SZ, the following Resolutions were duly passed as ELECTIVE RESOLUTIONS:-

THAT in accordance with Section 379A of the Companies Act 1985

The Company hereby elects:-

- (i) pursuant to Section 252 of the Act, to dispense with the laying of Accounts before the Company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings.



The Companies Acts 1985 (as amended)

COMPANY LIMITED BY SHARES

Special Resolutions

of

DALLAS CIGARETTE COMPANY LIMITED

Passed on 25th March 1994

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at Oxford Road, Aylesbury, Bucks HP21 8SZ on 25th March 1994, the following resolution 3 were duly passed as SPECIAL RESOLUTIONS:-

- (A) That the existing clause 3 of the Company's Memorandum of Association be amended in the form produced to the meeting and that the revised objects be inserted in substitution and to the exclusion of the existing objects, as clause 3 into the Company's Memorandum of Association.
- (B) That the new Articles of Association in the form produced to the meeting be adopted as the Articles of Association of the Company in substitution for the existing Articles of Association.

Director/Secretary

Ref. Projsec specres

No.1679393

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

MEMORANDUM

 ΔND

ARTICLES OF ASSOCIATION

OF

DALLAS CIGARETTE COMPANY LIMITED

Incorporated 18 November 1982

PRSO
PRSO
PRSO
APR 1994
AOUSE

1



ON CHANGE OF NAME

No. 1679393

I hereby certify that

SPEARHEAD TOBACCO SALES LIMITED

having by special resolution changed its name, is now incorporated under the name of DALLAS CIGARETTE COMPANY LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 3RD MARCH 1987

D. M. WILKIE

an authorised officer

Andy Oka



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1679393

I hereby certify that

LUCIDBROOK LIMITED

having by special resolution changed its name, is now incorporated under the name of

SPEARHEAD TOBACCO SALES LIMITED

Given under my hand at the Companies Registration Office, Cardiff the 2ND FEBRUARY 1984

A.Է. Ռումերս MRS.A.K. PHILLIPS an authorised officer

WINES 25/10/82



OF A PRIVATE LIMITED COMPANY

Nc.

1679393

I hereby certify that

LUCIDBROOK LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as a private company and that the Company is limited.

Given under my hand at Cardiff the

18TH NOVEMBER 1982

Assistant Registrar of Companies

No. 1679393

B. . . .

This is the printed document produced to the Extraordinary General Meeting held on 25 March 1994 and for the purpose of identification signed by the Chairman of the Meeting.

THE COMPANIES ACTS 1948 TO 1981

Chairman Chairman

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of DALLAS CIGARETTE COMPANY LIMITED*
(as amend d by Special Resolution passed on 25 March 1994)

- 1. The name of the Company is Dallas Cigarette Company Limited.
- 2. The registered office of the Company will be situate in England.
- 3. The objects for which the Company is established are:
 - (A) To carry on in any country of the world all or any of the businesses of producers or importers or exporters or manufacturers of or dealers in tobacco, cigars, cigarettes, snuff, lighters, matches, pipes and all other products used by smokers and all materials used in the production of any such products.
 - (B) To purchase or otherwise acquire or manufacture and deal in all kinds of plant, machinery, apparatus, tools and other articles capable of being used in the production of any such articles or products as referred to in the preceding paragraph.
 - (C) To carry on any other business of any nature whatsoever which may seem to the Directors to be capable of being conveniently carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view to rendering profitable or more profitable any of the Company's assets or utilising its know-how or expertise.
 - (D) 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, and to buy and sell foreign exchange.

The first state of the state of

^{*} The Company was incorporated as Lucidbrook Limited which was changed to Spearhead Tobacco Sales Limited on 2 February 1984 and then changed to Dallas Cigarette Company Limited on 3 March 1987.

- *E: 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.
- (F) To invest and deal with the moneys of the Company not immediately required for the purposes of the business in or upon such investments or securities and in such manner as may from time to time be determined
- (G) To purchase, or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to 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.

C

Ġ,

Ø

- (H) To build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works, plants, factories, wharves, jetties, roads, railways, warehouses, depots, offices and other 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.
- (I) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement or other association with any company, firm or person.
- (J) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm or person carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- (K) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- (I.) 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, depending stock or other securities of any description.

Comment of the second s

- To advance, lend or deposit money or give credit to ar with any company, firm or person on such terms as may be thought fit and with or without security.
- 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 of 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.
- (O) 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.
- (P) 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.
- (Q) To procure the registration or incorporation of the Company in or under the laws of any territory outside England.
- (R) 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.
- (S) 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 subsidiar, of the Company or any such holding company or otherwise is allied to or associated with the Company, 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 dependents of any such individuals; to establish and subsidize or subscribe to any institution associations, clubs or funds which may be considere 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.

- (T) 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 the Company's employees (other than directors) with a view to enabling them to acquire shares in the Company or its holding company.
- (U) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, 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 any subsidiary undertaking of the Company, or of any 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 undertaking subsidiary are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/cr in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and 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 "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.

- To distribute among members of the Company in specie of otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property of 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.
- (W) 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.
- (X) To do all such other things as may be considered to be likely directly or indirectly to further the interests of the Company or of its members.

And it is hereby declared that in the construction of this clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in no wise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited.

The share capital of the Company is £100 divided into 100 shares of £1.00 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS "F SUBSCRIBERS NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER

Lated the

Witness to the above Signatures:

THE COMPANIES ACT 1985 (AS AMEMDED)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF DALLAS CIGARETTE COMPANY_LIMITEL

(As adopted by Special Resolution passed on 25 March 1994)

PRELIMINARY

- 1. (A) The regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as 'Table A'), shall, subject as hereinafter provided, and so far as not inconsistent with the provisions of these Articles, apply to the Company.
 - (B) Regulations 24, 35, 40, 62, 65 to 69, 73, 74, 75, 77 to 80, 82, 93, 94 to 98, 112 and 118 of Table A shall not apply to the Company.

64 2

ر م م

100

200

. .

ر الندر

(C) The expressions "relevant securities" and "equity securities", wheresoever appearing herein, shall bear the meanings ascribed to them by the Act.

SHARE CAPITAL

- (A) The share capital of the Company at the date of adoption of these Articles is £100, divided into 100 Ordinary Shares of £1.00 each.
- (B) Subject to the provisions of Table A and to the following provisions of these Articles, the Directors shall have general and unconditional authority, pursuant to Section 80 of the Act to exercise any power of the Company to offer, allot or otherwise dispose of relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper, subject to a maximum amount equal to the authorised share capital of the Company.
- Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be deemed to have been duly authorised, notwithstanding that such offer or agreement would or might require

The Day of the Day of

relevant securities to be allotted after the expiration of such authority and, accordingly, the Diractors may at any time allot any relevant securities in pursuance of such offer or agreement.

- (D) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.
- 3. Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities by the Company. Unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice in writing specifying the number of relevant securities offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

- 4. (A) No share shall be issued at a discount.
 - (B) The Company shall not have power to issue share warrants.
 - (C) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- 5. Subject to the provisions of Part V of the Act:-
 - (A) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

المنافعة المتعادية المنافعة المنافعة المنطقة ا

The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Me ting.

LIEN

G

6. In regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

TRANSFER OF SHARES

7. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

- 8. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that which is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. In regulation 38 of Table A, immediately after the words "place of the meeting and" there shall be inserted the words "in the case of special business".
- 9. At the end of regulation 38 of Table A there shall be inserted the following: "In every notice of a general meeting there shall appear the statement referred to in Section 372(3) of the Act, in relation to the right of members to appoint proxies".
- 10. No business shall be transacted at any Meeting unless a quorum is present. One person entitled to attend at that Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the meeting shall be dissolved."

- 11. 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. Regulation 46 of Table A shall be modified accordingly.
- 12. In regulation 59 of Table A, the second sentence shall be omitted.
- 13. (A) 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 held, and may consist of several documents in the like form, each signed by one or more persons but a resolution so signed shall not be effective to do anything required by law to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation the resolution may be signed on its behalf by a director or Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 of Table A shall be extended accordingly.

- (B) Subject to the Act, where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective and where for any purpose an extraordinary resolution is required a special resolution shall also be effective.
- 14. An instrument appointing a proxy (and any authority under which it is executed or a duly certified copy thereof) must either
 - (i) be delivered to such place or one of such places (if any) as may be specified for that purpose in the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the appointed time 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 the instrument is to be used; or
 - (ii) 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 as well for any adjournment of the meeting 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.

APPOINTMENT AND REMOVAL OF DIRECTORS

- 15. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors (other than alternate directors) to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.
- 16. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 303(2) of the Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. In regulation 38 of Table A the words 'or a resolution appointing a person as a Director' shall be omitted.
- 17. The office of a Director shall be vacated in any of the events specified in Regulation 81 of Table A and also if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall be removed from office by notice in writing signed by all his co-Directors (being at least two in number), but so that 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.

DIRECTORS REMUNERATION

18. 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. 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 as the Directors may determine.

INSURANCE

Without prejudice to the provisions of Article 33 or 19. Regulation 87 hereof the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, 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 such other company, or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of the Company or of any other such 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 their duties, powers or offices in relation to Company or any other such company, s ⇒sidiary undertaking, pension fund or employees' share or employees' share the purposes of this Article "holding company and "subsidiary undertaking" shall have the same meaning as in the Companies Act 1989.

PROCEEDINGS OF DIRECTORS

- 20. In Regulation 88 of Table A, the third sentence shall be omitted.
- (A) In addition to the powers to delegate contained in 21. regulation 72 of Table 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 committees consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Insofar as any such power or discretion is so delegated, any reference in these Articles to the exercise by the Directors of such power or discretion shall be read and construed as if it included a reference to 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 for such co-opted members to have voting rights as

members of the committee but so that (i) the number of co-opted members 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 a majority of the members of the committee present at the meeting are Directors.

- (B) The power to delegate contained in this Article shall be effective in relation to the powers, authorities and discretions of the Board generally and shall not be limited by the fact that in certain Articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the Board or by a committee authorised by the Board.
- 22. A resolution in writing signed by each of the Directors (or in any case and to the extent authorised by regulation 26 hereof, his alternate Director) shall be as effective as a resolution duly passed at a meeting of the Directors or of a committee of directors and may consist of several documents in the like form, each signed by one or more persons.
- All or any of the Directors may participate in a meeting of the Board of Directors by means of a conference telephone or any communication 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 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 where the largest group of place participating is assembled or, if there is no such group, where the person or persons participating in the meeting 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.

BORROWING POWERS

24. The Directors 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, subject to Section 80 of the Act, to issue debentures, debenture stock and other relevant securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTORS' INTERESTS

A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested either directly or indirectly and may be counted in the quorum at any meeting of the Directors or, if otherwise so entitled, at any General meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted.

ALTERNATE DIRECTORS

- 26. Any Director (other than an alternate Director) may at any time by writing under his hand and deposited at the registered office, or delivered at a meeting of the Directors, appoint any person (including another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect onlyupon and subject to being so approved by Resolution of the Directors. The same person may be appointed as the alternate Director of more than one Director.
- 27. The appointment of an alternate Director shall ipso facto determine (i) on the happening of any event which if he were a Director would cause him to vacate such office or, (ii) if his appointor ceases to be a Director for any reason or, (iii) if he has a receiving order made against him or compounds with his creditors generally or (iv) if he becomes of unsound mind or, (v) if a majority of his codirectors serve notice on the Company and his appointor terminating his appointment.
- An alternate Director shall (except when absent from the 28. United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. 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 nor shall he be deemed to be the agent of his appointor.

(minimality), the programmed

An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointer may by notice in writing to the Company from time to time direct. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director.

DEPARTMENTAL, DIVISIONAL OR LOCAL DIRECTORS

30. The Directors may from time to time appoint any persons to be Departmental, Divisional or Local Directors and define limit or restrict his or their powers and duties and determine his or their remuneration and may at any time remove any Departmental, Divisional or Local Director from office provided that a Departmental, Divisional or Local Director shall not be or have power to act as a Director of the Company or be entitled to receive notice of or attend or vote at meetings of the Directors nor shall he be deemed a Director for any of the purposes of these Articles.

NOTICES

))**}_

Any notice or document (excluding a share certificate) may be served on or delivered to any member by the Company either personally, by telex, telecopier or by sending it through the post in a prepaid cover addressed to such member at hisregistered address, or to the address, if any, supplied by him to the Company as his address for the service of notices, or by delivering it to such address addressed as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of twenty-four hours (or, where second-class mail is employed, forty-eight hours) after the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted. Notices shall be deemed properly served if sent by telex or telecopier and the correct answerback code or other acknowledgement is recorded on the copy retained by the sender. Regulations 111, 112, 113, 114 and 115 shall be modified accordingly.

SEAL

Where the Act so permits, any instrument signed by one Director and the Secretary or by two Directors and expressed to be executed by the Company shall have the same effect as if executed under the Seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended to have effect as a deed without the authority of the Directors or of a committee authorised by the Directors in that behalf.

INDEMNITY

Subject to the provisions of and so far as may be consistent with the Act, every Director, alternate 33. Director, Auditor, Secretary or other officer of the Company shall be entitled to 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 of 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 allegedto have been done or omitted by him as an officer or employee of the Company and in which judgment 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 fr m liability in respect of any such act or omission ir which relief is g. anted to him by the Court.

OVERRIDING PROVISIONS

Value of the second of the sec

- 44. Whenever any member or members shall be the holder or holders in the aggregate of not loss than 90 per cent. of the issued Shares the following that apply and to the extent of any inconsistency shall it a overriding effect as against all other provisions of these Articles:
 - that member or members as the case may be 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 so that in the case of a person holding executive office his removal from office shall be feemed an act of the Company and shall have effect without projudice to any claim for damages for breach of any contract of service between him and the Company.

Any such appointment, removal or notice shall be in writing served on the Company and signed on behalf of the member or members as the case may be by any one of its Directors or by its Secretary or some other person duly authorised for the purpose.

DESTRUCTION OF DOCUMENTS

ò

ij

Presumptions where documents destroyed

35. If the Company destroys

- (a) any share certificate which has been cancelled at any time after a period of one year has elapsed from the date of cancellation or
- (b) any instruction concerning the payment of dividends or other moneys in respect of any share or any notification of change of name or address at any time after a period of two years has elapsed from the date the instruction or notification was recorded by the company or
- (c) any instrument of transfer of shares which has been registered at any time after a period of six years has elapsed from the date of registration or
- (d) any other document on the basis of which any entry is made in the register at any time after a period of six years has elapsed from the date the entry was first made in the register in respect of it

and the Company destroys the document in good faith and without express notice that its preservation was relevant to a claim, it shall be presumed irrebuttably in favour of the Company that every share certificate so destroyed was a valid certificate and was properly cancelled, that every instrument of transfer so destroyed was a valid and effective instrument of transfer and was properly registered and that every other document so destroyed was a valid and effective document and that any particulars of it which are recorded in the books or records of the Company were correctly recorded. Nothing contained in this Article shall be construed as imposing upon the Company any liability by reason only of the destruction of any document of the kind mentioned above before the relevant period mentioned in this Article has elapsed or of the fact that any other condition precedent to its destruction mentioned above has not been fulfilled. References in this Article to the destruction of any document include references to its disposal in any manner.

The state of the s

	
NAN	MES AND ADDRESSES OF SUBSCRIBERS
DAT Wir	TED TNESS to the above Signatures;

A STATE OF THE STA

See The

Ö

smarogulations of Table A to the Companies Act 1985 apply to the Company save in so far as they are not excluded or varied by its Articles of Association

Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (S.I. 1985 No. 805), amended by the Compan-Ico (Tables A to F) (Amendment) Regulations 1985 (S.I. 1985 No. 1052), is reprinted below.

Table A THE COMPANIES ACT 1985

Regulations for Management of a Company Limited by Shares

INTERPRETATION

In these regulations —
 The Act' means the Companies Act 1985 including any statutory modification or

the Act, means the Companies Act 1985 including any statutory modification of re-enactment thereof for the time being in force. Tho or fucks are assumed to the company clear days in retation to the period of a notice means that period excluding the day when the notice is given or of deemed to be given and the day for which it is given or on which it is to take effect.

given or on which it is to take effect
rescouted includes any mode of execution
'office' means the registered office of the company
'the holder' in relation to shares means the member whose name is entered in
the register of members as the holder of the shares
'the seal' means the common seal of the company or any other person appointed
to perform the dut as of the schretary of the company including a joint assistant
or deputy secretary
the United Kingdom' means Great Britain and Northein Ireland
Unites the context otherwise requires words in expressions contended in these.

Unless the context otherwise requires words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the

SHARE CAPITAL

SHARE CAPITAL

2. Subject to the provisions of the Act and without prejudice to any rights attacted to any existing shares any share may be issued with such rights of restrictions as the company may by ordinary resolution determite.

3. Subject to the provisions of the Act shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the company or the holder on such terms and in such manner as may be provided by the articles.

4. The company may exercise the powers of paying commission sconlerred by the Act Subject to the provisions of the Act any such commission may be satisfied by the payment of cash or by the allotment of fully or parily paid shares or parity in one way and parity in the other.

5. Except as required by taw no person shall be recognised by the company as holding any share upon any frust and texcept as otherwise provided by the articles or by faw) the company shall not be bound by or recognise any interestinant share except an absolute right to the entirety thereof in the holder.

SHARE CERTIFICATES

SHARE CERTIFICATES

6. Every member upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him land upon transferring a part of his holding of shares of each class held by him land upon transferring a part of his holding of shares of each crone or more of this first balance of such holding for several certificates any class is of certificate shall be sealed with the sould and shall specify the number class and distinguishing lumiders of any of the sound of each of the sound of respective amounts paid up therefore the company shall not be bound to issue more than one certificate for shares of each type of each they by several persons and delivery of a certificate to outgoint proper shall be discribed each for each file and the sealed of them.

7. If as have certificate is defaced worn nut tost or destroyed. Imay hor the event of south thems thany as to evidence and indemnity and nayment of the respective associated by incurred by the company in investigating evidence as the treation was not determine but otherwise free of charge, and in the case of deface much of events.

LIEN

凹

LIEN

8. The company shall have a first and paramountilen energy shure incitive right is yeard charer for all moneys twhether presently payable in only payable at a liked time or cabed in respect of that share. The directirs may at any time right are any share to be wholly or in parties employmente previousles this requare. The company has a share shall extend it, any amount gayable in requare 1. The company may sell in such manner as the directive between any or area on which he company has a lien it a sum in respect of which the her exists presently payable and short payable make the right of presently payable and short pade or to the person entitled by the notice has been expended in the balance of or the person entitled by the ended of the share soid. The summation of the payable with the shares may be sed.

10. The quelettest to a sate the directions may authorise some person that a light an instrument of transfer of the shares soid to 3 in a recreative with the shares soid to 3 in a recreative with the shares soid to 3 in a recreative with the directions of the purchaser. The bite of the transferrent spans share is a safe to any requiable in or invalidly of the purchaser in a registering in reference or a page.

sate.

The net presceds of the rale, after payment of the crist is to account the rale after payment of 93 most of the sum for which the rale oxide as is presently yield about 30 most any residue shall rupon sourceder to the rampany for carrier account of the centicate the traction shares sold and subject to it the right for any more yet, a presently payable as existed upon the chains before the game on pay 1, in pay 1, in pay 1, in the shares at the date of the sate.

CALLS ON SHARES AND FORFEITURE

CALLS ON SHARES AND FORFEITURE

1. Authority me forms of all placed their discussion, make carefully in the office state of their contents are made as a member shades subject to receiving all leads to the in a value of community and each member shades subject to receiving all leads to their contents of their especially and had where alignments to be made with the contents and as required by the estige the amount careful in this shares. A leading to their entering their entering their entering their entering their expectable white or partially partially and a feedback their entering th

17

The same of the sa

the shares in respect whereof the call was made.

13. A call shall be deemed to have been made at the time when the rips; of or in the directors authorising the call was passed.

14. The faint holders of a share shall be lightly and severary, able to pay a call in respect thereof.

14. The joint holders of a share shall be lightly and severally labels lightly as a label in respect thereof.

15. If a califerman's unpaid after it has become due and payable the person from whom it is due and payable shall pay interestion the amount upon a from the label section due and payable until the paid at the rare liked by the terminity. The most life share or in the notice of the call, or it no ratio's fixed latting depay at any rare last defined by the Acti but the directors may waive payments their references or in particular.

tas defined by the Asto butthe directors may wave payments interferes which or in part.

16. An amount payable in respect of a share on all interior of all as 1 find date whicher in respect of nominal value of premiumor as an estatement of a 3 1 find be deemed to be a call and if it is not paid the provisions of the articles shall act it as it that amount had become due and payable by writie of a call.

17. Subject to the terms of allothemit the descripts may make arrangements in the issue of shares for a difference between the padders into amounts and it may of payment of calls on their shares.

18. If a call remains unpaid affer it has become due and payable the director, may give to the person from whom its due not less than fourteen mean days make requiring payment of the amount unpaid together with any interest with may have accrued. The notice shall name the place where payment is too made and shall state that if the notice is not complied with their takes invessed, it will be table to be forted.

9. If the notice is not complied with any share in respect of which it was taken may before the payment required by the notice in sheen made, beforefered by disposition of the directors and the forterfue shares and and individends in respect of the forterior share share in right payable in respect of the forterior shares and an and had become to forterior.

forfeiture. 20. Subject to the provisions of the Actila forfeited share may be said in a "titled or otherwise disposed of on such terms and in such mariner as the gire is to determine either for the person who was before the forfeiture the helder or highly other person and at any time before safe in another is titler disposable. Its forfeiture may be cancelled on such terms as the directors think to Where or in purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise come person to execute an instrument of transfer of the share to that berson.

purposes of it disposal a forfeted share is to be transferred to any possenth directors may authorize come person to execute an instrument of transfer. I the share for the directors may of whose shares have been forfeted shall cease to be a member in respect of them and shall surrender to the company the cancerate of the deficiency to the company the cancerate of the deficiency that is shares forfeted but shall remain rabbe to the company the cancerate of the deficiency that is the shares forfeted but shall remain rabbe to the company the cancerate of the deficiency of the forfetted of the particle of the deficiency payather by them, the company is respected those shares with interest at the rate at which interests was substituting payated to the directors may waive payment wholly or in part of might be payment without any allowance for the value of the shares at the time, the transfer of the angle of the directors may waive payment shall be an additionable of the company of the directors of the sold of the shares at the time, the transfer of the angle of the directors of the conclusive evidence of the late of sold of the directors of the conclusive evidence of the late of sold of the directors of the conclusive evidence of the late of sold of the directors of the conclusive evidence of the late of sold of the directors of the conclusive evidence of the late of sold of the late of the la

TRANSFER OF SHARES

23. The estimated of transfer of a share may the event of the executed by service form which the directors may approve and shall be executed by service tental of the transfer of and unlies the share is fally build by exception and unlies the share is fally build by exception and unlies the share is fally build by exceptions.

randome. 24 The directors may refuse in rigistic the manner of a share which specifically Dau 19 a person of whom they the car abstroke and they refuse to use to be presented a space on which the company has been \$100 may refuse to register the transfer unless at 15 to 9 may any or refuse to register a transfer unless at 15 to 9 may any any or refuse to register a transfer unless at 15 to 90 may a popular and is accompanied by the certification for the chares to which it repairs and so the other evidence as the directors may may make it show the application of the register of the effective may make the transfer of the transfer of the transfer of entry one cases of shares and accompanied to the more than topy transferred.

25 If the directors refuse to make the particle of a share interpretation of the register of the refusal on which the particle of the particle of the registration of transferred. The registration of transferred shares of the registration of transferred shares of the registration of transferred shares. The registration of transferred shares of the registration of transferred shares.

to the registration of transfers of many continues of any class is made at the suspensed at such times and the sub-mark provides and to expense a resident and the suspense and the sub-mark provides and provides and the continues of the continues of the continues of the company shall be entitled to that any any instrument of transfer which is a company shall be entitled to that any any instrument of transfer which is resistant and at any instrument of transfer which is resistant and at any instrument and that are the company shall be entitled in the sub-mark of the refuse and as a view of the transfer which is the provides of the refuse at a view of the sub-mark of the refuse at a view of the continues of the refuse at a view of the continues of the refuse at a view of the continues of the refuse at a view of the view of th

TRANSMISSION OF SHARES

29. If a pombar does the survivorship can, it is where he was a given hilder and any bit to his interest but nothing here yet used by the company or hading any bit to his interest but nothing here is undistributed by the company or hading ally bit to his interest but nothing here is undistributed by the contributed and better the interest but nothing here is undistributed as the obtained a deceased member from any rabbilly in instruct of any stage which had been

 $\mathcal{P}_{i}(\Omega)$

The second secon

ACTION CONTRACTOR ASSESSMENT

T4	Little of the property of the property of the property of the positive of a control of the property of the pro	hands unless before or on the declaration of the result of the show of hands a feat is duly demanded. Subject to the provisions of the Ast, a post may be
	しゅうにい こがくべこく アールバウラ むことがっか こめいべかは カル (15か そのものかそのみなべ) 付 をみ	comanded
\bigcap	Company to a region of the property of the company of the control of the company of the control	ID) by all least two members having the right to vote at the meeting, or lief, by a member or members represent into it less than one tonth of the
	2 (9 (10) 2 (10) 3 (10) 3 (10) 3 (10) 4 (10)	icial valing ing ma of all the members boung the right to vote at the meeting, or
t-	່ວ່າ ຕະວ່າ "Tilžini er eucli, ເວລີ Ey The ກາວຕາງຄວາມສາ ກາວ ເວລີກາ Ev pankrijelity Es "ເປລີດ ກາວ ກ່ອວວ່າ ເພຍາວວ	ids by a member or members norting states antening a light to valid at the meeting bying states on which at leggregate summas been east us equal
-	THE LEVEL TO DO TO SELECT A STANDAY OF THE WAS BORDER AND BOOK AND	to mit less than one tenth of the fixed sum paid up on all the chalce contours, that right
	(a n. U.) (a monte stalindo industria el mostria de multipo entitoris re lacre l'el notre le me sparo enecon mai ne spais nes belate bomo	drid a demand by a person as proxy for a member shoulde the same as a demand by the member.
	Cyrino (Pasiling ac do Utino Stato Remitted acceptod Chithe attended wide at a linear maritima company i tat any soparate move my i take huders i lany	47 Unless a poll is duly demanded a destaration by the chairman that a
	920 - 1 20 a.C.2 - 1 a6 " C. w. 34. 5	resolution has been carried or carried unanimistry of by a particular majority of loof or not carried by a particular majority and an entry it that effect in the
\Box	ALTERATION OF SHARE CAPITAL	minutes of the meeting shall be conclusive by dence of the fact with unproving the number or proportion of the votes recorded in favour of this against new
	\$0. The chroady may by drainally resolution a include such amount as the	resolution 48. The domand for a new may before the pell stakes, be writed aw it but cary
نب	୧୯ ଓ ଅଟେ ପ୍ରକ୍ରେ ପର୍ବର ବାଧାର ଅଧିକର । ୮ ଓ ୧୯୭୬ ପର୍ବର କମସ ଓ ବାଧ୍ୟର ଜାନ୍ୟ ସଂଧାର ହେଉବ ଲେ ପର୍ବର ଅଧିକର ।	with the consent of the charman and a demand so withdrawic shall not he
	a" - "a" '5 0x 5' ng 5nates	taken to have invalidated the result of a show or hands declared by the this demand was made.
	Sufficial to the englishers of the Act sub-divide its shares, or any element in ghares of smaller amount and the resolution may deternine that as	49. A poll shall be taken as the chairman directs and he may applicate softlineers (who need not be members) and to a rime and place for declining.
	Te were the shales result has been the sub-division, any of them may have any a refer on the characteristics as compared with the others, and	the result of the poli. The result of the politished be deemed to be impliced, $\phi^* \in \mathcal{C}$
	a lite shares which at the date of the passing of the resolution, have need taken by any person and diminish the amount of	of the meet in all which the postwas demanded 50 In the cuse of an equality of vales i whether on a show of hands with a pos-
<i>y</i> ~~	FINAL 6. OF UP 146 TAKEN TAKEN THE SPORES SO COUCH 64	The chairman shall be entitled to a Casting vote in addition to dry other v. to be may have
14	The whomes as a essential a conscillation of shares any members would be the entired to have the directors may on behalf of those	51. A poli demanded on the election of a chairmar, it is a layort of it adjournment shall be taken forthwith. A perspendent on any the iguesco
ئے	members so the shares representing the fractions for the best price reas laber interests any person including subject to the previsions of the	Shall be taken either forthwith or at 500h time and place as the citia iman if reciti.
	#. ""P JTEA v and distribute the nel proceeds of sale in out proportion	not being more than thirty days after the part is demanded. The demand fired poll shall not prevent the continuance of a meeting first the transaction of any
	among those members, and the directors may authorise some person to one use a more member of transfer of the shares to on a accordance with the	business other than the question or which the Cic. was demanded if a Cic. is
	the carnaser The ranstaree shall not be bound to see to the duble of me building money har shall his lifter a the states be affected.	demanded before the declaration of the result of a show of hands and the demand is duly withdrawn. The meeting shall or induce as it the demands had out
نب	I = "rdq rdr's minimized by of the proceedings in reference to the sale.	been made 52. No notice need be given of a political taken for this in it the time and pace
	"A company may by special the Act the company may by special the company may be company may by special the company may be company may by special the company may be company may be company may by special the company may be c	at which it is to be taken are announced at the meeting at which it is demanded in any other case at least seven clear days indice shall be given specifying from
\cap	the 3 to Carbon Tour 90" Set of the gray mgA	time and place at which the politis to be taken
	PURCHASE OF OWN SHARES	53. A resolution in writing executed by or on behalf of each imember which while that been entitled to vote upon it if it had been proposed at a general meeting.
-	The Mubbest to the provisions of the Act the company may purchase its own and the Company may purchase its own and the Signature company make	al which he was present shall be as effectual as if I had been passed at a general meeting duty convened and help and may consist of several
رعي	a action of respect of the ledemption or purchase at its own shares improved that out of distributable profits of the company of the proceeds of a	instruments in the like form each executed by it to behalf it grow or more
	ied. 32nb of spaces	members
	GENERAL MEETINGS	VOTES OF MEMBERS 54 Subject to any rights or restrictions attached to any charge the a show of
	This Air gene a menings disprissar annual general meetings shall be called extracts havy general meetings.	nands every member who (being an individual) is present in person by isema a
\cap	The directors may can represent meetings and on the requisition of members outsiant to the provisions of the Actionals for their proceed to	corporation) is present by a duly authorised representative, run boring ramiself a member entitled to vote, shall have one vote and an a powerery member shall
P 1	"""" o a " Px" a " a " a " y general meeting for a date not late, than eight weeks	nave one vote for every share of which he is the holder. 55. In the case of joint holders the vote of the sener who tenders a vite.
لبتيا	affor reaping. If the requires on the there are not within the United Kingdom. "" rent areas in till dat a general meeting, any director at why member of the	whether in person or by proxy ishall be accepted to the exclusion of the victes of
	, impa + may (a la general meeling	the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members.
	NOTICE OF GENERAL MEETINGS	56. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters
[9]	38. An annual general incering and an extraordinary general meeting called the page map of a sectral resolution or a resolution appointing a person as a	concerning mental disorder may vote whether on a show of hands or an a gra- by his receiver durator bonis or other person authorised in that behalf
	the to share deigh by at least twenty one crear days notice. All other extract theaty general meetings shar be called by at least fourteen clear days.	appointed by that court, and any such receiver curater bonts or other person
P*****A	agreed a gene of meeting may be called by shorter notice if d is so	may, on a poll-vote by proxy. Evidence to the satisfaction at the execution of the authority of the person claiming to exercise the right to vote shall be deposited.
13	d ""the case of an annual general meeting, by all the members entitled to	at the office, or at such other place as is specified if accordance with the articles for the deposit of instruments of proxy not less than 48 hours before
S.	attrand and vote thereat and find the tase of any other meeting by a malority in number of the	and which is producted for modeling and spring and priction for being age to the contract of t
	ices that the per cent in he shall value of the shares giving that	right to vota is to be exercised and in detauli the right to vote shall not be exercisable.
\Box	- •	57 No member shall vote at any general meeting or at any suparate meeting at the holders of any class of shares in the company either in person or by
11	TO FER ONLY SEA 15 the time and place of the meeting and the general 10 PM TUPE 10 PM Pansasted and in the case of an annual general	proxy in respect of any share held by him unless as moreovs recomble execution
رعا	The point of a figure meeting as such and restrictions imposed on any	by him in respect of that share have been paid. 58. No objection shall be raised to the qualification of any voter risc ept at the
	Single the start of the start personal process of all persons entitled to a	time. Londred at at the perde glay and dailed in being menual of the principle of principle.
	Yill of the could be death in bankrupley of a member and to the	UVERY VOICE DOLDISAROWED AT The morning shad be valid. Any checks in marketing
1 1	time in a land augithris	every vale not disallowed at the meeting shall be valid. Any coession made in due time shall be referred to the chairman whose decision shall be final and
1	"1 "" 0 3 " GOO'd " I'M Short I'M, but not a not a more received by the non-received	conclusive 59 On a polityoles may be given either personally or by proxy. A member may
IJ	* So 3 stortd im sour to give notice of a meeting to be the notice shall not all a source of a meeting to the notice shall not all a source of a meeting to be source of a meeting to be source of a meeting.	conclusive 59 On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same sections.
U O	** find a inderfalt mask of the give notice of a meeting to lite the non-receipt find a mobility of live person entitled to receive notice shall duly a dark meeting to real meeting. PROCEEDINGS AT GENERAL MEETINGS	conclusive 59. On a poll votes may be given either personally or by prexy. A member may appoint more than one proxy to attend on the same rackases. 90. An instrument appointing a proxy shall be in writing executed by or on containing a proxy shall be in writing to a term as near containing the proxy and the proxy straining to a term as near containing the proxy shall be in the following form jet in a term as near containing the proxy shall be in the following form jet in a term as near containing the proxy shall be in the following form jet in a term as near containing the proxy shall be in the following form jet in a term as near containing the proxy shall be in the following form jet in a term as near containing the proxy shall be in the following form jet in a term as near containing the proxy shall be a p
П	PROCEDINGS of the factor of a meeting to the non-receipt of the non-receipt of the factor of the non-receipt of the factor of th	but limit shall be referred to the chairman whose decision shall be final and conclusive. 59. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same not about 90. An instrument appointing a proxy shall be in with 4 exhcuted by or encental of the appointor and shall be in the following form for in a form as near thereto as circumstances allow or in any other term which is usuallot which the directors may approve.
() ()	PROCEEDINGS AT GENERAL MEETINGS The insurance of the management o	bote limit shall be referred to the chairman whose decision shall be final and conclusive. 59. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attemp on the same risk above. On a nistrument appointing a proxy shall be in willing exhcuted by or en cenall of the appointor and shall be in the following form refund a term as near thereto as circumstances allow or in any either term which is usualled which the directors may approve; **C.C.Limited** **Purpose** **Pur
	PROCEEDINGS AT GENERAL MEETINGS If you have not been a sold person entitled to receive notice shall out the adventure of the certain person entitled to receive notice shall out the adventure of the certain person entitled at any meeting unless a quorum is the standard of the certain of the discrete devices the discrete devices of the certain of the certain of the certain of the discrete devices of the certain of the certa	becomes shall be referred to the chairman whose decision shall be final and conclusive. 59. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attemp on the same risk above. An instrument appointing a proxy shall be in withing exhcuted by or en cenall of the appointor and shall be in the following form set in a term as near thereto as circumstances allow or in any either term which is usualled which the directors may approve; Five the control of the above-named company hereby appoint of the appoint of the above-named company hereby appoint.
	PROCEEDINGS AT GENERAL MEETINGS If I work a service in a service of a meeting to fir the non-receipt to the service of the se	Doe time shall be referred to the chairman whose decision shall be final and conclusive. 59. On a poll votes may be given either personally in by proxy. A member may appoint more than one proxy to attemp on the same risk above. An instrument appointing a proxy shall be in will not exhcuted by or en cenall of the appointor and shall be in the following form for in a term as near thereto as circumstances allow or in any other term which is usually which the directors may approve; Five the control of the above-named company hereby appoint of taking form of failing form. If my/out proxy to yother my-our name is and on my out behalf at the above.
	PROCEEDINGS At GENERAL MEETINGS The sense of a mobility to any person entitled to review notice shall our value of a mobility to any person entitled to review notice shall our value of the certify the mobility and mobility of the certify the certify at the certific panels of the discrete of the certific panels of the certific	book limits shall be referred to the chairman whose decision shall be final and conclusive. 59. On a poll voles may be given either personally or by croxy. A member may appoint more than one prexy to attemp on the same not assert the same appointed appointing a proxy shall be now they executed by erient cehalt of the appointing and shall be in the following form let in a term as near thereto as circumstances allow or in any either term which is usual of which the directors may approve; Five the approve of the above-named company hereby appoint of failing from all failing from the above-named company hereby appoint of failing from my-but name, it and on my our behalt at the annual extraordinary general morehing of the company to be held.
	PROCEEDINGS AT GENERAL MEETINGS if a meeting to leave person entitled its review notice shall out wait at the color of the meeting person entitled its review notice shall out wait at the color of the meeting person of the color of the col	beconclusive 59. On a poll votes may be given either personally endy proxy. A member may appoint more than one proxy to attend on the same receases. 50. An instrument appointing 3 proxy shall be in willing exhcuted by or endential of the appointor and shall be in the following form run in a form as near thereto as circumstances allow or in any other transfects is usual or which the directors may approve; FIG. Limited of being a member-members of the above-named company hereby appoint of latting from youters my-our name, and on my our behalf at the annual extraordinary general meeting of the conjugation of and at any adjournment timered on and at any adjournment timered.
	PROCEEDINGS AT GENERAL MEETINGS 4. If a mobility to live in meeting to live the notice shall distribute the certain in the importance of the mobility of the	to the man be referred to the chairman whose decision shall be final and conclusive. 59. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attemp on the same risk above. A member may appoint more than appointing a proxy shall be in which a executed by or en cenall of the appointor and shall be in the following form refund a term as near thereto as circumstances allow or in any either term which is usualled which the directors may approve; FIVE thinted of being a member members of the above-named company hereby appoint of tailing from or tailing from an end and any out behalf at the annual extraordinary general meeting of the colony to be held on and allow adjournment thereof on a product member thereof. The above the proxy to be held as the colony of the colony to be held on the colony of the colony of the post tenth of the state and the proxy bow he shall act the instrument applicable a allow that the state and the proxy bow he shall act the instrument applicable a strony that the state and proxy bow he shall act the instrument applicable a strony that the state and proxy bow he shall act the instrument applicable a strony that the state and proxy bow he shall act the metricular the proxy bow he shall act the metricular the proxy bow he shall act the metricular the proxy bow he shall act the answer.
	PROCEEDINGS At GENERAL MEETINGS If a month 2 is any person entitled to review notice shall early additional earlies of earlies in that menting to the person entitled to review notice shall earlies additional earlies entitled to review notice shall earlies additional earlies entitled to the person of the distribution of the business to be transacted each to earlies agreed as the distribution of a duty authorised representative of the landermore state that he additional state of the landermore state state of the person to be present the more reported of distributions of the person appointed to the same day in this next week at the same time and base or this portion to the appointed and base or this portion to be present the more and base or this portion to the beard of distributions of the same of the control of the person to the p	Doe time shall be referred to the chairman whose decision shall be final and conclusive. 59. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same raciassis. 50. An instrument appointing 3 proxy shall be in willing executed by or on cental of the appointor and shall be in the following form set in a term as near thereto as circumstances allow or in any other to mathich is usual of which the directors may approved. Five the property of the above-named company hereby appoint of failing from the analysis of the above-named company hereby appoint of failing from the analysis of t
	PROCEEDINGS At GENERAL MEETINGS if a meeting to advisoring entirely the receive notice shall did wait at the collection of the transfer entirely the receive notice shall did wait at the collection of the transfer entirely enterely entirely entirely entirely entirely entirely entirely enterely entirely enterely entirely enterely ent	Doe time shall be releared to the chairman whose decision shall be final and conclusive. 59. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same raciasis. 59. An instrument appointing 3 proxy shall be in willing executed by or on central of the appointing 3 proxy shall be in the following form set in a term as near thereto as circumstances allow or in any other to mishibits usual of which is usual of which he directors may approved. Five the proxy that is a proxy shall be in the following form set in a term as near the directors may approved. Five member-members of the above-named company hereby appoint. Of failing from the stream of the analysis of the annual extraordinary general meching of the co-spany to be held on anotal any adjournment interest and any adjournment interest. Signation. 19. and on my our behalf at the annual figure and the distribution of the control of t
	PROCEEDINGS AT GENERAL MEETINGS If a month 2 is any person entitled to review notice shall distribute the certific invalidation review notice shall distribute the certific invalidation and person entitled to review notice shall distribute the certific invalidation and meeting unless a quorum is the first person of the distributed at any meeting unless a quorum is the first person of the distributed at any meeting unless a quorum is the first person of the distributed at any meeting unless a quorum is the first person of the distributed of the campoint at the person of the distributed of the campoint and the meeting state a post person which half an about from the time appointed of the person of distributed to the same day in this next week at the same and place or this such time and place as the director way determined and place or this such time and place as the director of any) be present which the first person within the first person within the first person of the director of any) be present which the such is such as a person of the end of the such as the first person within the first person of the director of any) be present within the such as the first person and withing to get the shall be chairman and at the first person and within the same the person within the person of the p	borelimise shall be referred to the chairman whose decision shall be final and conclusive. 59. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same is cases. 59. An instrument appointing a proxy shall be in willing executed by or enterthere os circumstances allow or in any other trim which is usualler which the chief os circumstances allow or in any other trim which is usualler which the directors may approved. Five in any other trim which is usualler which the directors may approved. Five in any other proxy be vote in my-our name. It and on my our behall at the annual extraordinary general miceting of this coupling to be held. 9 and at any adjournment ingreed a greaty general miceting the proxy how he shall act the instrument appointing a proxy shall be so inputel which is usualler which is not there is may approve. Five times the desired of allower which the or treets may approve. Five times.
	PROCEEDINGS At GENERAL MEETINGS *** If a mobility is any person entitled to review notice shall out *** A data may be early to the meeting to review notice shall out *** BROCEEDINGS At GENERAL MEETINGS *** If the mess shall be marsarred at any meeting unless a quorum is *** A persons extend to vide upon the burnness to be transacted each *** A member of a trant.** I member or a duty authorised representative of *** In all in that he a quorum *** In all in the meating such a quorum reases to be present the *** member of shall stand and curre as the director may determine *** A director in such time and curre as the director may determine *** In all shall currents and the beard of directors in his absence some other *** In all shall currents and such other directors in any to be present within *** Continue the interaction and such other members of the present within *** In all in all in all in all elect one of their number to be chairman *** In all in	becomes shall be referred to the chairman whose decision shall be final and conclusive. 59. On a poll voles may be given either personally or by croxy. A member may appoint more than one proxy to attemp on the same has above. So An instrument appointing a proxy shall be in which is described by or on the following form let in a term as near thereto as circumstances allow or in any other term which is usuallet which the directors may approve. Five members are the above-named company hereby appoint of failing from my/our proxy to vote in my-our name. It and on my our behalf at the annual extraordinary general members and the company to be held and analy approved to the company how he shall act the instrument appointing a proxy that he is in proxy how he shall act the instrument appointing a proxy that he is inplicational form of the members and increased and other terms of the instrument of the treet is may approved. First time to be one of the above named company herety approved. First time to be one of the above named company herety approved.
	PROCEEDINGS AT GENERAL MEETINGS If a month of the application of the month of the control of the month of the control of the	Doe time shall be felerted to the chairman whose decision shall be final and conclusive. 59. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same is capsul. 59. An instrument appointing a proxy shall be in will not executed by or entertained of the appointing and shall be in the following form set in a term as near thereto as circumstances allow or in any other to mishich is usual or which is not the or the or way approach of the company hereby appoint of the proxy bow he shall act the instrument appointing a proxy shall be so the following form for in a form as now here has act the instrument appointing a proxy shall be so the following form for in a form as now the following form for in a form as now the proxy how he shall act the instrument appointing a proxy shall be so the following form which is usual or which the or treet, is may approximate the proxy of the shall be a shall approximate the proxy of the proxy the order of the standard or proxy the order of the standard or proxy the order of the some of the company to be held as the around extraordinary general meeting of the some and at a position of the company to be held as the around extraordinary general meeting of the company to be held as the around extraordinary general meeting of the some and at a position of the company to be held as the around extraordinary general meeting of the company to be held as the around extraordinary general meeting of the company to be held as the around extraordinary general meeting of the company to be held as the around extraordinary general meeting of the company to be held as the around extraordinary general meeting of the company.
	PROCEEDINGS At GENERAL MEETINGS If a meeting to law person entitled its review notice shall out PROCEEDINGS At GENERAL MEETINGS If a meeting to the amount of the meeting unless a quorum is If a member of a provide upon the bounness to be transaction back If a member of a provide upon the bounness to be transaction back If a member of a provide upon the bounness to be transaction back If a member of a provide upon the bounness to be transaction back If a member of a provide upon the bounness to be transaction back If a member of a putton If a member of a duty authorised representative of If a factorism is not prevent within half an hour from the time appointed If a factorism is not prevent within half an hour from the time appointed If a factorism is not prevent to the same day in this next week at the same If a factorism is not prevent to the same day in this next week at the same If a factorism is not prevent to the same day in this next week at the same If a factorism is not only a meeting such a subsource some either If a factorism is not not a meeting of an into some of the meeting If a factorism is not a man such other director of any be present within If not not not such a man and such other director of any be present within If not not not such a man and such other meeting and willing to If a factorism is not only a present and willing to act the shall be chairman If not not not such a man and such a man better to be chairman If not not not such a man and such a man better to be chairman If not not not not such a man and the entitled to If not	Doe time shall be felerted to the chairman whose decision shall be final and conclusive. 59. On a poll voles may be given either personally or by croxy. A member may appoint more than one proxy to attemp on the same her above. A member may appoint or adopting a proxy shall be in which executed by or on the following form let in a term as near thereto as circumstances allow or in any other term which is usuallet which the directors may approve. Five members approved the above-named company hereby appoint of failing from my-our hones. It and on my our behalf at the annual extraordinary general membros of the company to be held and any approved to the proxy bow he shall act the instrument appointing a proxy that he is in proxy bow he shall act the instrument appointing a proxy that he is input following form for in a form as more therefore a recurrence allow or in any other my-our proxy to usually the time, is may approved. First time to the above named company herety approved the proxy bow he shall act the instrument appointing a proxy shall be in the following form for in a form as more therefore a recurrence allow or in any other my-our members of the above named company herety approved the proxy of the p
	PROCEEDINGS At GENERAL MEETINGS If a mobility is any person entitled to review entitle shall early additional earlies entitled to review entitles shall early entitled to review entitled shall early entitled to earlies the transaction at any meeting unless a quorum is a person of the district entitled at any meeting unless a quorum is a person of the district at the business for the transaction each of a person of the district at the same of a duty authorised representative of a limit of the person of the district at the same and of the asset of the person of the same day in this next week at the same of opening shall stand of a submitted as the district may determine and based or in such time and clace as the district may determine and based or in such time and clace as the district may determine and based or in such time and clace as the district may determine and based or in such time and clace as the district may determine and based or in such time and clace as the district may determine and based or in such time and clace as the district may determine and the meeting at the such as the district of a such as a such other districts and time to be chairman and it is a sufficient or such as a such other time and the such as a such of the shall be chairman at the control of the shall be chairman and at the control of the such as a member to be chairman and the action of the control of the action of the meeting and which a district of the person of the remained to the person of the remained to the manual of the members of the person of the remained of the person of the remained of the members of the person of the remained of the members of the person of the person of the remained of the members of the person o	becompany to be near the chairman whose decision shall be final and conclusive. 59. On a poli voles may be given either personally or by proxy. A member may appoint more than one proxy to attemp on the same is case. 59. An instrument appointing is proxy shall be in withing executed by or encentral of the appointing is proxy. Shall be in the following form set in a term as near thereto as circumstances allow or in any other term which is usualled which the directors may approve; FIG. Limited FIG. L
	PROCEEDINGS AT GENERAL MEETINGS if a meeting to advision entired to review notice shall out wait at the collection of the manufacture of a meeting to introduce shall out a data meeting to the transacted at any meeting unless a quorum is if it is used to the transacted at any meeting unless a quorum is if it is used to the transacted at any meeting unless a quorum is if it is used to the transacted at any meeting unless a quorum is if it is used to the transacted at any meeting unless a quorum is if it is used to the transaction of a duly authorised representative of if it is a transaction of the meeting such a quorum class to be present the meeting start stand adjourned to the same day in the next week at the same transaction of a transaction of the same day in the next week at the same and base unit such time and place as the directors may determine 4) To it aliman. I say of the brain of directors or in its absence some other and the angle of the process shall reside as the transacte of the entering the angle of the same and any such other director of any) be present within the angle of the same and any such other director of any) be present within the angle of the same and any any and willing to act the shall be chairman and it there is a such of same as positional or in our director is present within these of a place of the same as enginesial or in our director is present within these of a place of the same as the same and a member to entitled to alternate and of any development of the meeting the members to be a place of the same as the same and a member to entitled to alternate and of any development of the meeting the meeting the meeting the meeting the meeting the meeting them any of the place of any development of the meeting them the collector of any development of a member of the meeting them any of the place of the place of the meeting of the meeting them any of the place of	becomes shall be referred to the chairman whose decision shall be final and conclusive. 59. On a poli votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same is case. 59. An instrument appointing is proxy shall be in withing executed by or en central of the appointing and shall be in the following form set in a term as near thereto as circumstances allow or in any other to mishich is usual of which he directors may approved. Five the proxy that approved the proxy before the end of the proxy to vote in mishing from the company hereby appoint of the annual extraordinary general moveling of this coupling to the heid on 19 and allowing time following form for in a form as inear thereto as circumstances allow or in any low he shall act the instrument appointing a critical than the shall act the instrument appointing a critical than the shall act the instrument appointing a critical than the shall act the instrument appointing a critical than the shall act the instrument appointing a critical than the shall act the instrument appointing a critical than the shall act the mistrument appointing a critical than the shall act the instrument appointing a critical than the shall act the instrument appointing a critical than the shall act the instrument appointing a critical than the shall act the instrument appointing a critical than the shall act the shall act the shall act the critical act and a critical act the shall act the shall act the shall act the critical act the critical act the shall be shall act the shall act the shall act the shall act the critical act the shall act t
	PROCEEDINGS At GENERAL MEETINGS If a meeting to lear sequence problem is receive notice shall our learning entirely ent	becomes shall be referred to the chairman whose decision shall be final and conclusive. 59. On a poli voles may be given either personally or by proxy. A member may appoint more than one proxy to attemp on the same scapes. 59. An instrument appointing a proxy shall be in withing executed by or ear cenall of the appointing and shall be in the following form set in a term as near thereto as circumstances allow or in any other term which is usuallet which the directors may approved. Five the appointing and shall be in the following form set in a term as near thereto as circumstances allow or in any other term which is usuallet which the directors may approved. Five member members of the above-named company hereby appoint of a falling firm of all mytout proxy to vote in my-our nane. It and on my our behalf at the annual extraordinary general meeting of the company to be held. 5 gread on. 5 gread on. 61. Where it is desired to afford members an inportunity of indirecting the proxy how he shalt act the instrument appointing a proxy shall be only in the bound of the form which is usually in which the time time is may approve. First united. First united. 62. Proxy shall be only in the first is may approve. First united to the above named company hereby apprint of an inportunity of united the first interests and all any adjournment thereof. This form is to be used in respect of the inscriptions in the resolution No. 2 for lagarist. Hespitulion No. 1 for lagarist. Hespitulion No. 2 for lagarist. Telescondance instructed the proxy may wife as he thinks the capital to desired. Unless otherwise instructed the proxy may wife as he thinks the capital to desired.
	PROCEEDINGS At GENERAL MEETINGS ** If a mobility to your person entitled to review notice shall out ** A data major eet by the mobility to review notice shall out ** A data major eet by the mobility to review notice shall out ** A mobility to real mobility ** PROCEEDINGS At GENERAL MEETINGS ** If your passes the major active the mobility of a data meeting unless a quorum is ** A mobility at the stated to vale upon the business to be transacted each ** In all it was be a pactor. ** In all it was passed to be a pactor. ** In all it was passed to be a passed by the data. ** In all it was passed to be a passed by the beauting to act the shall be chairman. ** In all it was passed to be a passed by the basin. ** In all it was passed to be a passed by the basin. ** In all it was passed to be a passed by the basin. ** In all it was the all it was passed by the meeting and which a quorum is all it was a passed to the passed by the meeting and which a quorum is all it was been a passed to the passed by the meeting and which a quorum is all its passed by the passed by the meeting and which a quorum is all its passed by the passed by the meeting and which a quorum is all its passed by the meeting and which a quorum is all its passed by the meeting and which a quorum is all its passed by the meeting and which a quorum is all its passed by the meeting and which a quorum is all its passed by the meeting and which a quorum is all its passed by the meeting and which a quorum is all its passed by the meeting and which a quorum	conclusive 59. On a poli voles may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same acases. 99. An instrument appointing a proxy shall be in withing executed by or excepted a term as near thereto as circumstances allow or in any other trim which is usuallet which the directors may approve. FWE TRUET TO THE ADDRESS OF THE A
	PROCEEDINGS AT GENERAL MEETINGS If a month of the process of a meeting to in the non-receipt wall are not expected by the almost of the month of the process of the process of the month of the process of th	being a span be referred to the chairman whose decision shall be final and conclusive. 59. On a poll voles may be given either personally or by croxy. A member may appoint more than one proxy to attend on the same risk above. This is usually the chair and populated and shall be in the following form let in a form as near thereto as circumstances allow or in any ether trim which is usually which the directors may approve. Five the above-named company hereby appoint of failing him my our behalf at the annual extraordinary general meching of the company to be held and and allow approved and and allow adjustment thereof the whole the control of

, b e

, e

· . ტ

Q r

O

3

4. If a time doe in a may a constraint place within the United a constraint of the constraint of the constraint of the constraint of the meeting as in any a superior of the constraint of the meeting of adjustment meeting as less that all themselves the meeting the meeting of adjustment meeting at less than all themselves the constraint of the meeting of adjustment meeting at the meeting of the meeting of adjustment methods to valid of the meeting of the meeting of the meeting at the constraint of the constraint of the position and advises than the constraint of the position of the position of the constraint of the position of the constraint of the cons we the manufacture of a granted meeting the time appointed for taking the time parallel of a granted to taking the time parallel of the time trace of a political interview into the other interview.

NUMBER OF DIRECTORS

64 sintens otherwise determined by ordinary resolution, the number of directors tother than alternate directors) shall not be subject to any maximum but shay be nelliess than Iw

ALTERNATE DIRECTORS

ALTERNATE DIRECTORS

Any cited or talker than an alternate director, may appoint any other to the unitary other percisa approved by resolution of the directors and wilding such to be an afternate director for any remove from whice an atternate of the for any remove from whice an atternate of the formation of the directors of which his appointers a member to attend and vote at any such meeting at which the director is partial from the company to rest and generally to perform all the partial from the company for his services as an atternate director for the specific and and vote at any such asserts of this appoint as a director in his absence but shall not be entitled the time any remuneration from the company for his services as an atternate director who is absent from the United Kingdom.

An alternate director who is absent from the United Kingdom of the time and director who is absent from the United Kingdom of the director who is absent from the United Kingdom of the director who is absent from the United Kingdom of the director who is absent from the United Kingdom of the director who is absent from the United Kingdom of the director who is absent from the United Kingdom of the director who is absent from the United Kingdom of the director who is absent to an atternate director which appoint in the supposition of the director who is a director made by him which was in the united of the united from the proposition of the proposition of the director shall be by notice to the company signed by the directors.

Any appointment of the director and shall alien by responsible for his part of the allocation and he shall not be deemed to be into appoint the intention of the director and provided in the affector also purposes to the director and shall alien by responsible for his part of all purposes to the director and shall alien by responsible for his part of all purposes to the director and shall alien by responsible for his part of the director appearance and the shall not be deemed to be responsible for his

Treutor appearing non-

POWERS OF DIRECTORS

1. Subject to the provision, of the Act, the memorial sum and the articles and it and are tens given by special resolution, the business of the company shall be managed by the directors are solution, the business of the company of attenders. The man various he articles and or such direction shall materially the resolutions which which have been valid if the attender and solutions and then given the power of the forest by this regulation of all material by any special power given to the first by the attender and a meeting of directors at which a quantum is present may even up a till where a director and a meeting of directors at which a quantum is present may even up a till where a director and a meeting of the directors. The director and a provide the provided at the conditions as needed after a majory for such purposes and in such conditions as not difference are adding a grantly like the lagent to deregate all or any life his section.

DELEGATION OF DIRECTORS' POWERS

DELEGATION OF DIRECTORS' POWERS

The process may demonster any of their powers to any committee only. It must make their stage may also designed the early managing the form of the powers to any dark terrorishing any either executive office but must may powers to exclude destration to be executed by time. Any op-their may have confirmed the arm of their powers the directors may impute an either a attriaty with the form and any office of their may be provided to the exception of the proceedings of a committee with which their may have endeating the proceedings of a committee with which may members usually be proceeding to me articles inquilibring the personnel of the proceedings of directors of the as they are rapable of approximate.

APPOINTMENT AND RETIREMENT OF DIRECTORS

APPOINTMENT AND RETIREMENT OF DIRECTORS 3. At this first annual speed in netting all the directors shad rathe translate or a state very subsequent to a varigeneral melbing room for a thin profit is what see subsequent to make a manager of their number is not taken or a manager translated for the subsequent to make subsequent to make subsequent to make subsequent to make subsequent to the displacement by malarithm. The particular translated for the forevers the following the manager translated for the forevers to the forevers the following translated for the following translated forevers to the following translated for the following translated forevers to the following translated for the following translated forevers the following translated for the following translated for the following translated for the following translated forevers to the following translated fore

of such parameters as a contrainment of the choice of spatch of the magning that so that a contrainment of the process of the parameters are processed of the parameters of th

. .

7

78. Subject as aloresaid, the company may by nichary resolution appoint a flerien who is widing to act to be a director either to 1% a vacancy or as an additional director and may also determine the relation in which any additional

additional director and may also determine the ichation in which any additional directors are to relief.

79. The directors may appoint a person who is writing to act to be a director either to fill a vacanty or as an additional director provided that the appointment does not cause the number of directors to exceed any number laid by a in additional actions at the exceed any number that by a in additional action at the maximum number of directors. A director so appointed shall hold all relief action in the next following annual general meeting and shall hold be taken into account in determining the directors who are to refer by relation at the meeting in our reasonable at such annual general meeting. He shall vacate office at the sunctusion thereof.

89. Subject as aforesaid a director who retires at an annual general meeting may if withing to act be responding if the is not reasonable in shall retain office until the meeting appoints someone in his place. In the does not do so until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

DIRECTORS

8) The office of a director shall be vacated it fail he ceases to be a director six virtue. It any pro-sish of the Act or he becomes prohibited by law from being a director of the he becomes bankrupt or makes any attragement of the Act or he is coming by a suffering from mental distribution and eliner of the is or may be suffering from mental distribution and eliner of the is or may be suffering from mental distribution and eliner of the is admitted to propriate in usualized it an application for itemsers under the Mental Health Astronomics of the treatment under the Mental Health Astronomics of the 1990 or may an order is made by a court naving our sold of sold in the United Kingdom of elsewhere in matters recovered any mental distribution determines of to the appeniment of a receiver sural intersection with the personal mentals of the resigns has office by notice to the company of the shall fair more than six consecutive morning rate in the 1995 of the shall fair more than six consecutive morning rate in the 1995 of the shall fair more than six consecutive morning rate in the 1995 of the personal of the directors resolve that his pink to be vacated.

REMUNERATION OF DIRECTORS

82. The directors shall be entitled to such remuseration and recompany may by ordinary resolution determine and unless theres and was such many the remuneration shall be deemed to accrue train days. Tay

DIRECTORS' EXPENSES

83. The directors may be paid all travering increases of a superspectage, as a connection with their attendance at meeting, if the committees of directors or man meetings of separate meetings. Committees of any class of shares or of debendings of the committee of any class of shares or of debendings of the committee of the committee of the committee of the committees of

DIRECTORS' APPOINTMENTS AND INTERESTS

DIRECTORS' APPOINTMENTS AND INTERESTS 84. Subject to the provisions of the Act, the director way pipe stored in the provisions of the Act, the director way pipe stored in the office of managing direct. Stored in the provision of their mode to the office under the cumpany and may enter into an agreement, it arrangement with any director into this emptoyment by the company. The ten psychiatry by the major provision by the director determined agreement or arrangement may be made up in our hierarchy as the directors determine and they may remunerate any fully director. Act, the services as they think fit. Any appointment of a director in as early the fit is shall terminate if he leases to be a director but with outproud entry and the company. A managing director and a director but with outproud entry and the company. A managing director and a director of any are in a fitter of the subject to the provisions of the Act, and brive terminate of the director the provisions of the Act, and brive terminate of the director the nature and extend in any material cores. The addirector notwinistanding by office.

The may be a director or either effected and or or consists of a party to any mosair bid in a mangement, with the collective or the consistence of the direction of the consistence of t interested and

companie promoting by the company of the west of a meany to contended and contended and contended and contended and contended and contended and the properties of the properti

DIRECTORS' GRATUITIES AND PENSIONS

DIRECTIONS GRATUITIES AND PENSIONS at The department of pensions or by insurance. Therewer for any beginning with the start of pensions or by insurance. Therewer for any beginning with the start and any beginning with the company of the company o

PROCEEDINGS OF DIRECTORS

PROCEEDINGS OF DIRECTORS

88. Subject to the provisions of the arcives the directors may regulate more the reducing as they think to A director may and the secretary as the requested a director shall call a meeting of the directors. It shall not be recessary to give notify the a meeting to a director who is shall now the buried Kingdom obstitute a meeting to a director who is shall not a second or cashing vote has all on equality of votes. In the case of an equality of votes, the chairman shall have a second or cashing vote. A director who is also an alienhate director of all the entitied in the absence of his appointer to a separate vote on behalf of his appointer maddition for is even with

The quotum for the transaction of the business of the directors may be he quorum for the transaction of the business of the processor may be fixed by the smoothst and unless so fixed at any either number shall be two. A person who holds office only as an atternate director shall it has appearing its not present be counted in the duprum.

96 The continuing directors or a solic continuing director may act retwinstanding any vacancies in their number but if the number of directors is used than the number fixed as the quorum, the continuing directors of directors.

may act to a maintenance of the province to be the artismose intended to the control of the artismose in the transport to be the artismose in the transport of the control of the control

S. 170

೦

g V

3

€3.

95. 95.

3 60

P

Immittee: 3 th Cin

3. Where crocinate are under consideration concerning the appointment of where crocinate are under consideration concerning the appointment of which the company of the control of th

SECRETARY

WHILE FAMTA

I THE PROPERTY OF THE PROPERTY OF

M:NUTES

THE FIG. STALL AUGO MITHES TO LET MAIN . 50

LIGO BILLAND BOS COMPONICE HEADER BOSE STORE CONSTRUCTE BOSE TIT CALLS FREE STORE MARKET BOSE STORE STREET BOSE TO BOSE STORE TO BOSE STORE TO BOSE STORE THE BOSE STORE TO BOSE STORE THE BOSE STORE STORE

THE SEAL

FIRE DEAL Services on the sports of a control of the services of a servi

DIVIDENDS

THE CONTROL OF THE PART OF THE PROPERTY OF THE

The process of the pr

a valor as reported proving to the country of the c

pair cutar date that shally shall conk for dividend accordingly 195. A general mooting declaring a dividend may upon the recommendation of the directors direct that it shall be satisfied which or partly by the distribution of assets only where any difficulty ansola in regard to the distribution, the directors may sollte the same and in particular may issue haptional certificates and for the viewe for difficultion of any asset is and may determine that cash shall be part to any member upon the botting of the value so fixed in order to adjust the lights of members and may vest any assets in trustees.

flustees.

106 Any dividend of other moneys payable in respect of a share may be paid by cheque sent by positio the registered address of the person entitled or if two or mere persons are the holders of the share or are jointly entitled for it by reason of the death or bankuptly of the holder to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct every cheque chair be made payable to the order of the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge the company. Any port freder or othe person gontly entitled to a share as alrespect of the share.

107 No dividend or other indineys payable in respect of a share shall bear interest against the company unless otherwise provided by the rights attached to the share.

to the shale to the shale and the shall be shall

ACCOUNTS

103. No member shall as such have any right of inspecting an lacecurating records or other book or document of the company except as conterted by statute or authorised by the directors or by ordinary resolution of the company

CAPITALISATION OF PROFITS

The directors may with the authority of an ordinary resolution of the

The directors may with the definitive of a creatary resolution of the company —

(a) subject at hereinfaller provided resolute to capitalise any undivided profits of the company not required for paying any preferential diladend twhether or not they are available for distribution or any sum standing to the credit of the company's share premium account or capitalised motion reserve (b) appropriate the sum resolved to be capitalised to the members who would have been entitled to tid it were distributed by way of dividend and in the same proportions and apply such sum on their behalf other in or towards beging up the amounts if any for the time behalf other in or towards beging up the amounts if any for the time behalf other in or towards beging up the amounts if any for the time behalf other in or towards beging up the amounts and apply in the that sum and affect the shares of debentures credited as fully paid to those members or as they may direct in those proportions or pathly in one way and parky in the other but the shares not available for distribution may for the purposes of this reg. Nious only be applied in paying up unissued shares to be aligned to memb. Credited as fully paid.

fully paid not make such provision by the issue of tractional certificates or by payment in cash or otherwise as they determine in the case of shares or depending becoming distributable under this regulation in fractions among distributable under this regulation in fractions among into an agreement with the company providing for the allotment to them respectively credited as fully paid of any shares or debentures to which they are entitled upon such capitalisation any agreement made under such authority being binding on an such members.

NOTICES

11. Any notice to be given to or by any person pursuant to the articles shall by n writing except that a notice carring a meeting of the directors need not be ra-

11. Any notice to be given to or by any person pursuant to the articles shall by in witing except that a notice caring a meeting it the directors need not be in witing.

11. The scimpany may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. In the case of purchased to the member at his registered address or by leaving it at that address. In the case of purchased it is the registered address or by leaving it at that address. In the case of purchased it is the registered address or by leaving it at that address in the case of purchased it is at the registered address. If then thetee to all the joint holders. In member, whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entired to have not tosiq ven to him at that address, but otherwise no such member to have not tosiq ven to him at that address but otherwise no such member to have one little to have not tosiq ven to him at that address. But otherwise no such members have been letter in person or by proxy at any meeting of the company and the company and the company and the company and the company shall be defined to have decreved notice of the meeting and where requisite of the purboses in which it was called.

11. A nember in address of any given to a person from whom he derives his bite it. Proof that an envelope containing a notice was properly addressed prepare and posted shall share which expression of Abhours after the envelope containing it was posted.

11. A nebled may be given by the company to the persons entitled to a share containing and who are entitled to a share containing to be deepened to be given at the expression entitled to a share containing to the company to the persons entitled to be seen and the containing to the persons entitled to be seen and the containing a notice was properly address of his en

WINDING UP

VVINDING UP

*** If the company is would up, the injuriation may with the spirition of an extraction rary resolution. If the company and any other spirition required by the AL* Is vide and in the members in specific the whole or any part of the assets of time company and may lot that purpose value any assets and determine how me division shall be carried up as between the members or different classes of impropers. The floor date may with the tike spirition vest the whole or any part. The assets in mustices upon our intrusts for the benefit of the nembers as he with the late and an appearance which have a spirition as a specific property and property is a leability assets upon which there is a leability.

INDEMNITY

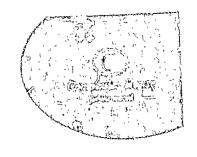
IND/EMMITY

18. Subject to the provisions of the Action without previous of any indominity to which a director may otherwise be entitled every director or other other or auditor of the continging that the undermitted out of the asserts. The company against any habitity neutred by the additionaling any proceedings whether over criminal in which judgment is given in his favour of in which he is acquitted or in connection with any application in which teleft is granted to him by the court from labelity for negligence default breach of doin or precipilor trust in revalue or the allaws of the company.

1010

11.00

13 1º



Crown Way Car lift CF14 3UZ www.cempamie uuse cor uk

NOTICE OF ILLEGIBLE DOCUMENTS

Companies House regrets that documents in mis company's microfiche record have pages which are illegible.

This has been noted but unfortunately steps taken to rectify this were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

COMPANY INFORMATION SUPPLIED BY COMPANIES HOUSE

Contains these parameters of company of notation was carry of basis sheets to the son that the are to a provide the statutory power of subjects that some the actual power of subjects that some sonitions. We array the man and that companies colored to a sonition of the statutory power to the parameters as the fact that the fact that the statutory has been placed on the public result on a some or the provided that contains that the provided the public result of the fact that the statutory power placed on the public result of a some or the public results and the statutory that the public results are subjects to a some or the public results and the statutory that the public results are the public results and the statutory that the public results are the statutory that the statutory th

The state of the s