

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

## Memorandum

— AND —

## Articles of Association

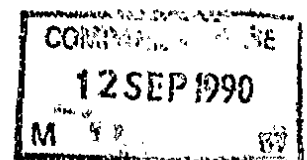
— OF —

EMPRESSA PACIFICO LIMITED

Incorporated the 14th day of June 1985

No. of Company

1922730



Company No: 1922730

**Special  
Resolution**

The Companies Act 1985  
Private Company Limited by Shares

of EMPRESA PACIFICO LIMITED

At an Extraordinary General Meeting of the above-named Company  
duly convened and held at 6 Langley Street, London, WC2

on 14th June, 1990

the following SPECIAL RESOLUTION was duly passed, viz:-

**Resolution**

That the name of the Company be changed to:

THE PACIFICO GROUP LIMITED

THOMAS ESTES

CHAIRMAN

MBC Information Services Ltd  
International Company Registrations and Searches  
Classic House, 174-180 Old Street, London EC1V 9BP  
Telephone 071-230 3350 Fax 071-608 0867  
LDE Box No. 274

1922730

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

EMPRESA PACIFICO LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the members of the above Company duly convened and held on the 18th day of August 1986 the following SPECIAL RESOLUTION was duly passed:

"THAT the name of the Company be changed to:

EMPRESA PACIFICO LIMITED

(Signed): RWL REGISTRARS LIMITED  
Secretary

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

EMPRESSA PACIFICO LIMITED

1. The name of the Company is:-  
"EMPRESSA PACIFICO 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 out all the functions of a holding company and for this purpose to acquire by purchase, exchange of shares, or by way of amalgamation, reconstruction or otherwise howsoever the control of businesses and undertakings both commercial and industrial or the holdings of securities of or in any firm, company, corporation or other body or the business concern of any individual or individuals, and to operate such businesses either directly or through subsidiary or associated companies or otherwise and in general to manage, supervise and develop such businesses in any way whatsoever or otherwise deal therewith or with the securities thereof as may seem expedient; to take part in the formation, promotion and development of any company; to undertake assignments, commissions, agencies, projects and ventures of every description whatever; to carry on business as manufacturers, agents, factors, distributors, importers, exporters, processors and wholesale and retail dealers in and of all kinds of goods, materials and products whatever, whether consumable, durable or otherwise defined; to carry on any business previously carried on by any organisation, firm, company or individual the control of which is acquired as aforesaid; to provide all kinds of professional and other services, accommodation, and facilities for meetings, conferences, displays, exhibitions, education, research, and services and consultancies connected in any way with finance, insurance, property, investment, advertising and publicity, employment, staff selection and welfare, management, secretarial and administrative work, agency, representation and all other matters at the discretion of the Directors.
  - (b) To carry on all or any of the following businesses: General caterers and suppliers to the catering and allied trades, refreshment and catering hire contractors, proprietors and managers of restaurants for cafes; to buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

- (c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.
- (d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.
- (e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

- (g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.
- (h) To enter into partnerships or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debentures or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company, or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any manner whatsoever (whether with or without a winding up of the Company).

- (n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.
- (r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.
- (s) To procure the Company to be registered or recognised in any country or place abroad.
- (t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.

- (u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.
- (v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.
- (w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.
- (x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause of this Clause shall be construed independently of the other Sub-clauses hereof, and that none of the objects mentioned in any Sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £1,000 divided into 1,000 Shares of £1 each. The Company has power to increase and divide the shares into several classes and attach thereto any preferential or special rights, privileges or conditions in accordance with the regulations of the Company.



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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares (in words) taken by each Subscriber
<p>William John Reichmann, Regis House, 134, Percival Road, Enfield, Middlesex.</p> <p>Company Registration Agent</p>	<p>One</p>
<p>Donald Edward Gelsthorpe Wing, Regis House, 134, Percival Road, Enfield, Middlesex.</p> <p>Company Registration Agent</p>	<p>One</p>

DATED this 28th day of May 1935

WITNESS to the above Signatures:

Sheila Elizabeth Wing,  
Regis House,  
134, Percival Road,  
Enfield,  
Middlesex.

Company Registration Agent

# COMPANY LIMITED BY SHARES

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## ARTICLES OF ASSOCIATION

- of -

### EMPRESSA PACIFICO LIMITED

#### PRELIMINARY

1. Clause 1 of Part I of Table A of the First Schedule to the Companies Act, 1948, shall apply for the purpose of construing these Articles.

2. The Company is a private company and the regulations contained or incorporated by reference in Part 1 of Table A as amended by the Companies Acts 1967 to 1981, save in so far as they are hereinafter excluded and subject to the modifications hereinafter contained, shall be, together with these Articles, the regulations of the Company.

3. Clauses 24, 71, 75, 79, 96 and 97 in Part 1 of Table A shall not apply to the Company.

#### SHARES

4. Subject to any directions which may be given by a General Meeting and to the other regulations of the Company, the Directors are authorised to allot the shares in the capital of the Company for such consideration and upon such terms and at such times as the Directors may determine, but so that;

- (a) the maximum number of shares that may be allotted by the Directors shall be the total number of shares (including any created by an increase in the Capital) which, at the time when the allotment is made, have not already been allotted;
- (b) this authority shall expire on the fifth anniversary of the day preceding the date of incorporation of the Company, or on such other earlier date as the Company may in General Meeting properly resolve; provided always that this authority may be renewed in accordance with the provisions of Section 14 of the Companies Act, 1980.

5. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions.

#### LIEN

6. The lien conferred by Clause 11 of Part I of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted within the meaning of that Clause whether he be the sole holder or one of two or more joint holders thereof.

#### TRANSFERS OF SHARES

7. Any share may be transferred by a member to a person who is already a member or to a relative of such member, or in the case of a member which is a company to a subsidiary or fellow subsidiary company thereof, and any share standing in the name of a deceased member may be transferred to any person becoming entitled under his or her will or intestacy or to such deceased member's personal representatives and, on any change of the trusteeship of shares held upon trusts, such shares may be transferred to the new and continuing trustees. The provisions of Article 9 shall not apply to such transfers save to prevent a transfer of a Share on which the Company has a lien.

8. A Member wishing to dispose of all or any of his shares other than in accordance with the provisions of Article 7 shall give notice of the fact to the Directors and such notice shall constitute the Company as the agent of the transferor member for the purpose of effecting the transfer and all matters appertaining thereto. The Directors shall offer the said shares to the remaining members in proportion to their then holding of shares on the date when the offer is made and such members shall have an option to purchase all or any of the shares offered to them, this option remaining open for three calendar months from the date on which the offer is made. If, within this period, a purchasing member is found such purchasing member shall be bound to complete the purchase within seven days. Notice of the finding of the purchasing member shall be given to the transferor member, who shall be bound on payment of the fair value to transfer the share or shares to the purchasing member. If the transferor member fails to complete the transfer the Directors may authorise some person to transfer the share or shares to the purchasing member and may receive the purchase money and register the purchasing member as holder of the share or shares. The transferor member shall deliver up his certificate and shall thereupon be paid the purchase money. In the event of any dispute as to the value of the shares, the transfer of the shares shall be effected at a fair price as fixed by the Auditor for the time being to the Company; if there is no dispute as to the value of the shares they may be transferred at any agreed price. Any shares not taken up before the offer lapses may, within a further period of twenty-eight days be transferred by the transferor member to any other person, provided that this Article shall not in any way remove from the Directors the power to refuse any transfer (other than a transfer made in accordance with Article 7) of which they disapprove.

9. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share (other than a transfer made in accordance with Article 7) whether or not it is a fully paid share.

10. The proviso at the end of Clause 32 of Part 1 of Table A shall be omitted.

## BORROWING POWERS

11. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## DIRECTORS

12. The Company shall not be subject to section 185 of the Act, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age. The words 'or 185' shall be omitted from paragraph (a) of Clause 88 of Part I of Table A.

13. The words 'in general meeting' shall be added at the end of Clause 78 of Part I of Table A.

14. A Director may vote in respect of any contract or arrangement in which he is interested, and sub-clause (2) of Clause 84 of Part I of Table A shall not apply to the Company. Sub-clause (4) of the said Clause 84 shall apply to the Company as though the words 'other than his own appointment or the arrangement of the terms thereof' were omitted.

15. Without prejudice to section 184 of the Act, the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office and by Ordinary Resolution appoint another person as Director in his place. Such person appointed as aforesaid shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

16. Any Director may by notice in writing to the Company appoint any person approved by resolution of the Directors to be an alternate Director to represent such Director and may limit his powers, duties and rights and remove him from office without notice to him. Such alternate Director while he holds office shall be entitled to notices of meetings of Directors and in the absence of the Director whom he represents to have and exercise all the powers, duties and rights which the Director appointing him would have had at such meetings, including the right to attend, speak and vote thereat, but he shall not require any qualification nor shall he be entitled to any remuneration from the Company and he shall ipso facto vacate office if and when the Director whom he represents vacates office. A person acting as an alternate Director shall be an officer of the Company and shall not be deemed to be the agent of the person whom he represents.

17a. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than five. So long as the minimum number remains thus fixed at one, a sole Director may exercise all the powers vested in the Directors generally and Clause 99 in Part I of Table A shall be modified accordingly.

17b. At a General Meeting of the Company, a Meeting of Directors or a Meeting of a Committee of Directors, the Chairman of the Meeting shall not be entitled to a second or casting vote; Clause 60 of Part I of Table A shall accordingly not apply and Clauses 98 and 104 of Part I of Table A shall in their application to the Company be modified accordingly.

18. Directors shall not be required to retire by rotation and Clauses 89 to 92 inclusive shall not apply to the Company.

#### REDEMPTION AND PURCHASE OF SHARES

19. Clause 3 in Part I of Table A shall not apply to the Company. Subject to and in accordance with the provisions of Part III of the Companies Act 1981, the Company may purchase its own shares and may issue shares which are to be redeemed or, at the option of the Company or of the shareholder or shareholders, are liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine, and the Company may, subject to the limitations imposed by Section 54 of the Companies Act 1981, make a payment in respect of such redemption or purchase (as the case may be) otherwise than out of distributable profits or the proceeds of a fresh issue of shares.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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William John Reichmann,  
Regis House  
134, Percival Road,  
Enfield,  
Middlesex.

Company Registration Agent

Donald Edward Gelsthorpe Wing  
Regis House,  
134, Percival Road,  
Enfield,  
Middlesex.

Company Registration Agent

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DATED this 28th day of May 1985

WITNESS to the above Signatures:

Sheila Elizabeth Wing  
Regis House,  
134, Percival Road,  
Enfield,  
Middlesex.

Company Registration Agent