

G

COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

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

Name of company

Insert full
name of Company

* **BETINA LIMITED**

I, Gerald Lewin signing on behalf of Buyview Limited

of 1st Floor Offices

8-10 Stamford Hill

London N16 6XZ

delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 54 St. Georges Road

Declarant to sign below

London, NW11 0LR

the 12TH day of SEP

One thousand nine hundred and 91

before me M. Bennett

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

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

For official use New Companies Section	Post room
NC 09 OCT 1991 COMPANIES HOUSE	



COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN 2645245

For official use ☐

BETINA

LIMITED

Registered office of the company on
incorporation:

RO 1st Floor Offices

8-10 Stamford Hill

Post town London N16

County/Region

Postcode 6XZ

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☐

Name A. A. COMPANY SERVICES

RA 1st Floor Offices

8-10 Stamford Hill

Post town London N16

County/Region

Postcode 6XZ

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

A. A. Company Services Limited

1st Floor Offices

8-10 Stamford Hill

Postcode N16 6XZ

Telephone 081-506 0077

Extension

Company Secretary (See notes 1 - 5)Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS A. A. COMPANY SERVICES LIMITED**AD** 1st Floor Offices

8-10 Stamford Hill

Post town London N16

County/Region

Postcode 6XZ

Country

I consent to act as secretary of the company named on page 1

Consent signature

Signed

Date

10 SEP 1991

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD BUYVIEW LIMITED**AD** 1st Floor Offices

8-10 Stamford Hill

Post town London N16

County/Region

Postcode 6XZ

Country

Date of birth

DD

Nationality

NA

Business occupation

OC

Other directorships

OD*** Voluntary details**

I consent to act as director of the company named on page 1

Consent signature

Signed

Date

10 SEP 1991

Directors (continued)

(See notes 1 - 5)

Name ***Style/Title**

Forenames

Surname

***Honours etc**

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

*** Voluntary details****Consent signature**

CD

AD

Post town

County/Region

Postcode

Country

EO

Nationality

NA

OC

OD

I consent to act as director of the company named on page 1

Signed

Date

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed

Date

Signed

Date

10 SEP 1991

Signed

Date

Signed

Date

Signed

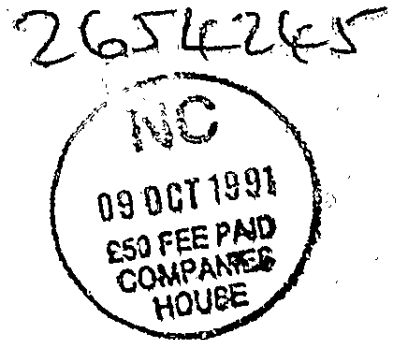
Date

Signed

Date

The Companies Act, 1985
COMPANY LIMITED BY SHARES

Memorandum of Association of
BETINA



1. The name of the Company is **BETINA** LIMITED
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company are established are:-

(a) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses: manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials; warehousemen; storage contractors, shipping and forwarding agents; manufacturers of and dealers in all types of equipment and machinery; dealers in property and estates; property developers and investors, property managers; to offer services of accountant, book-keeper or secretary; estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporations, firms or persons, builders, scaffolders, contractors; sign makers; heating and ventilation engineers and contractors; refrigeration engineers, specialists and contractors; decorators; painters; bricklayers, carpenters; shuttering manufacturers and erectors; joiners, public works contractors; plasterers, plumbers, electricians, shop front fitters; carpet dealers and layers; builders and decorators' merchants; civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers; architects; welders, sheet metal workers; double glazing and window consultants; blacksmiths, motor engineers; garage proprietors; car dealers; car hire service, taxi proprietors and operators; travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors; general engineers; tool makers; booking agents for, and managers of, theatres, cinemas and all other kinds of entertainments and sporting events; turf and sporting accountants in all their branches; proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors; dealers in foods and provisions of all kinds; wine and spirit merchants; butchers; grocers, greengrocers; fishmongers and poultry merchants; dealers in health foods; farmers; florists, horticulturists; bakers; confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds, antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers, radio television and electrical retailers, dealers and repairers, toys, games and sports equipment dealers; photographers and dealers in all kinds of photographic material and equipment, film producers and distributors; footwear manufacturers; textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, clothing manufacturers, boot and shoe retailers, perfumery and cosmetic dealers, hairdressers; manufacturing and retail chemists; medical suppliers; printers, publishers, stationers, advertising and publicity agents; public relation specialists, consultants, business transfer agents and employment agents; hire purchase and leasing operators; computer operators, programmers and dealers; video dealers, market research specialists; business advisers, mail order specialists; dyers and cleaners; dry cleaners, proprietors of laundrettes, excavation and demolition contractors; locksmiths, security advisers, plant hirers, scrap iron and waste merchants and commodity traders and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.

(b) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitably carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property or further its objects or any of them.

(c) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatever, movable or immovable, or any interest in such property, and to sell, lease, let on hire, develop such property, or otherwise turn the same to the advantage of the Company.

(d) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges in respect thereof or otherwise turn the same to the advantage of the Company.

(e) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.

01754

(f) To invest and deal with the monies of the Company in such shares or upon such securities and in such manner as from time to time may be determined.

(g) To amalgamate with or to make any agreement or arrangement with or enter into partnership or joint venture agreement with any other company, firm or person carrying on business similar or complementary to the business of the Company or any part thereof.

(h) To subscribe for, take, purchase or otherwise acquire either for cash, shares or debentures in this Company or any other consideration any other company or business which, in the opinion of the Company, may be carried on so as to directly or indirectly to benefit the Company.

(i) To sell or otherwise dispose of the whole or any part of the business or property of the Company for any consideration, shares or debentures as the Company may think fit.

(j) To lend money to customers, associates and others both corporate and incorporate and to guarantee the observance and performance of obligations and contracts by customers and others.

(k) To borrow or raise money in such manner as the Company thinks fit and secure the repayment thereof by the creation and issue of debentures, debenture stock, mortgages or in any other way.

(l) To pay or remunerate any person, firm or company for rendering services to the Company in the promotion of the Company or the placing and issue of shares, debentures, debenture stock or other securities of the Company.

(m) To support and subscribe to any funds and to subscribe to or assist in the promotion of any charitable, benevolent or public purpose or object for the benefit of the Company or its employees, directors or other officers past or present and to grant pensions to such persons or their dependants.

(n) To draw, make, accept, endorse, discount and execute bills, warrants, notes or other negotiable or transferable instruments.

(o) To assist in the promotion of or promote any company or undertaking which may appear likely to assist or benefit the Company and to place or guarantee the placing of, subscribe or underwrite or otherwise acquire any part of the stock, debentures, debenture stock or other obligations of such company.

(p) To promote by way of advertising the Company's products and services in any manner and to reward customers or potential customers and to promote or take part in any scheme likely to benefit the Company.

(q) To distribute in specie any of the shares, debentures or securities of the Company between the members of the Company in accordance with their rights.

(r) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

All the foregoing objects shall be read and construed as separate and distinct objects and the generality of any such objects shall not be abridged or cut down by reference to any other object of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

WE, the several persons whose names, 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, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
GERALD LEWIN 1st Floor Offices 8-10 Stamford Hill London N16 6XZ Company Registration Agent	ONE
MICHAEL HOLDER 1st Floor Offices 8-10 Stamford Hill London N16 6XZ Company Registration Agent	ONE

Dated this day of 10 SEP 1991

WITNESS to the above signature-

VIVIENNE LEWIN
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Director

The Companies Act, 1985
COMPANY LIMITED BY SHARES
Articles of Association of

BETINA

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company.
2. Regulations 2, 3, 40, 64, 73-80 (inclusive), 94, 95, 96 and 99 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. The initial share capital of the Company is £1,000 divided into 1,000 shares of £1 each.
4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Table A.
5. Subject to the provisions of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of Regulation 24 shall not apply to the company.

DIRECTORS

7. No person shall be appointed a Director at any general meeting unless:-
 - (a) he is recommended by the Directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars that would, if he were so appointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed.
8. Subject as aforesaid, 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.
9. 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 to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for reappointment at such annual general meeting. If not so reappointed he shall vacate office at the conclusion thereof.

10. A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.

11. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

12. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

13. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attended to age of seventy years or any other age.

BORROWING POWERS

14. 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 securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

SECRETARY

15. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

DIRECTORS

16. The first Director or Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.

17. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one. If any time and from time to time there shall be only one Director (other than alternate directors) of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and regulation 89 in Table A shall be modified accordingly.

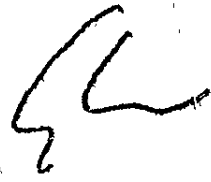
SECRETARY

18. The first Secretary of the Company shall be the person named in the statement delivered under section 10 of the Act.

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

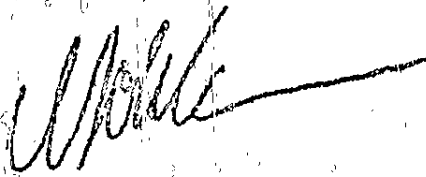
GERALD LEWIN
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Registration Agent



MICHAEL HOLDER
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Registration Agent



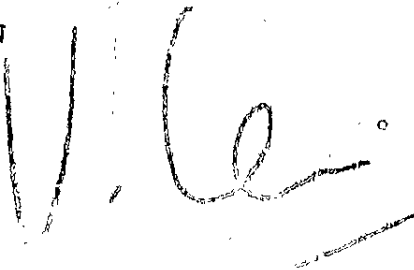
10 SEP 1981

Dated this day of

WITNESS to the above signatures-

VIVIENNE LEWIN
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Director



FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2654245

I hereby certify that

BETINA LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 15 OCTOBER 1991

A. Allen
A ALLEN

an authorised officer

Number of }
Company } 2654245

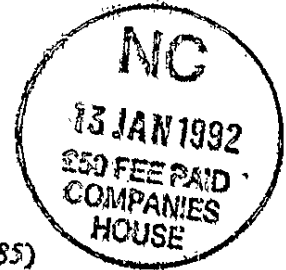
RWT
17-1

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to sections 378 (2) & 572 (1) (b) of the Companies Act 1985)



BETINA

LIMITED

Passed 20 December, 1991.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at United House, Mayflower Court, Mayflower Street, Rotherhithe, London SE16 4JL

on the 20th day of December, 1991, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That the name of the company be changed from that of Betina Limited to
GLOBAL TEA & COMMODITIES LTD

*Signature Ximbe81

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

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2654245

I hereby certify that

BETINA LIMITED

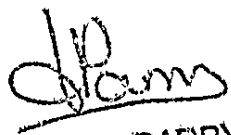
having by special resolution changed its name,

is now incorporated under the name of

GLOBAL TEA & COMMODITIES LTD

Given under my hand at the Companies Registration Office,

Cardiff the 17 JANUARY 1992


MRS. L. PARRY

an authorised officer



COMPANIES FORM NO. 224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies
(Address overleaf)

Company number

2654245

Name of company

* Betina Limited.

* Insert full name
of company.

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 1 1 2

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

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

Signed

Lincoln

Designation: Secretary

Date

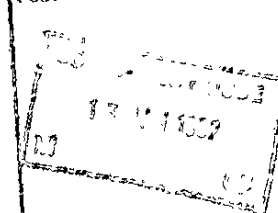
20.12.91

Presenter's name address
telephone number and reference (if any):

G J Baker FCA
United Trading Group (UK) Ltd
United House
Mayflower Street
London SE16 4JL

For official use
D.E.B.

Post room



Number of } 2654245
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to sections 378 (2) & 572 (1) (b) of the Companies Act 1985)

GLOBAL TEA & COMMODITIES LIMITED

Passed 15 APRIL, 1992

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at UNITED HOUSE, MAYFLOWER COURT, MAYFLOWER STREET, LONDON SE16 4JL

on the 15TH day of APRIL, 1992, the subjoined SPECIAL RESOLUTION was duly passed, viz:—

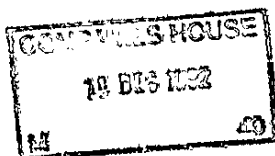
RESOLUTION

THAT THE SHARE CAPITAL OF THE COMPANY BE INCREASED BEYOND THE PRESENT 1000 SHARES BY THE CREATION OF 1,000,000 NEW ORDINARY SHARES. THESE NEW ORDINARY SHARES OF ONE U.S. DOLLAR EACH WILL RANK PARI PASSU IN ALL RESPECTS WITH THE SHARES ALREADY IN EXISTENCE.

*Signature

[Signature]
.....
.....*Director*.....

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





COMPANIES FORM No. 123

Notice of increase
in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

[] [] [] []

2654245

Name of company

*Insert full name
of company

• GLOBAL TEA & COMMODITIES LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 15 APRIL 1992 the nominal capital of the company has been
increased by US\$ 1,000,000 beyond the registered capital of £ 1,000.

*The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

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

THE NEW ORDINARY SHARES OF ONE U.S. DOLLAR EACH
WILL RANK PARI PASSU IN ALL RESPECTS WITH
THE SHARES ALREADY IN EXISTENCE.

Please tick here if
continued overleaf*Delete as
appropriate

Signed

[Director] [Secretary]

Date 7 Dec 1992

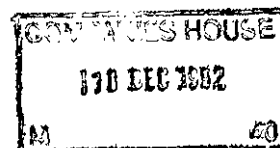
Presenter's name, address and
reference (if any):

GLOBAL TEA & COMMODITIES LTD
UNITED HOUSE
MAYFLOWER STREET
LONDON SE16 4JZ

For official use

General section

Post room



G

COMPANIES FORM No. 123

**Notice of increase
in nominal capital****123**Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

[] [] [] []

2654245

Name of company

* GLOBAL TEA & COMMODITIES LIMITED

Insert full name
of company.

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 24 SEPTEMBER 1993 the nominal capital of the company has been
increased by £ 1000.000 beyond the registered capital of £ 1000.000.

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

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

THE NEW SHARES TO RANK PARI PASSU IN ALL
RESPECTS WITH THE SHARES ALREADY IN EXISTENCE

Please tick here if
continued overleaf☐Delete as
appropriate

Signed

~~Director~~ [Secretary] Date 11 OCT 93Presenter's name, address and
reference (if any):

GLOBAL TEA & COMMODITIES LTD
UNITED HOUSE
147 FLEET STREET
LONDON SE16 4JL

For official use

General section

Post room



Number of } 2638245
Company }

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to sections 378 (2) & 572 (1) (b) of the Companies Act 1985)

GLOBAL TEA & COMMODITIES

LIMITED

Passed 24 SEPTEMBER , 19 93

AT an EXTRAORDINARY GENERAL MEETING of the above-named
Company, duly convened, and held at United House
Mayflower Court, Mayflower Street
London SE16 4JL

on the 24 day of September , 19 93 , the subjoined
SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

That the US dollar share capital of the Company be increased beyond
the present 1,000,000 shares by the creation of a further 1,000,000
ordinary shares. These new shares of one US dollar each will rank
pari passu in all respects with the shares already in existence.

*Signature

Graham J. Baker

Guying Lee

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

