



USW LIMITED (the "Company")

AT AN EXTRAORDINARY GENERAL MEETING of the Company held at London SW 11
on 2 October 1995 at 4.50 am/pm the following resolutions were duly passed:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £1,000 to £1,250,000 by the creation of an additional 1,249,000 shares of £1 each.
2. THAT, pursuant to Section 80 of the Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of £1,250,000 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
3. THAT the 1,250,000 issued and unissued shares of £1 each in the capital of the Company shall henceforth cease to bear distinguishing numbers.

SPECIAL RESOLUTIONS

4. THAT the regulations contained in the document produced to the meeting and for the purposes of identification signed by the Chairman be and are hereby approved and adopted as the Articles of Association of the Company in substitution of the existing Articles of Association of the Company.
5. THAT the objects set out in sub-clause 3A of the Memorandum of Association of the Company be deleted and replaced with the following objects:

"3A.(1) To acquire certain assets in connection with the brewing, marketing and distribution of Lal Toofan beer.

- (2) To brew, advertise, market, sell and distribute beer under the Lal Toofan brand name throughout Europe and North America and to enter into contracts for the brewing, advertising, marketing, selling and distribution of beer under the Lal Toofan brand throughout Europe and North America.
- (3) To include the entering into of contracts for brewing, distribution, advertising and any other pertinent contracts.
- (4) Without prejudice to the generality of the foregoing object and the powers derived from Section 3A of the Act the Company has power to do all or any of the following:-".

A handwritten signature in black ink, consisting of stylized, overlapping loops and a long horizontal stroke extending to the right.

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

USW LIMITED

(Adopted by special resolution passed 2nd October 1995)

TABLE A

1. Subject as otherwise provided in these Articles, the regulations in Table A prescribed under section 8 of the Companies Act 1985, as in force at the date of incorporation of the Company (in these Articles referred to as "Table A"), shall apply to the Company.
2. The following provisions of Table A shall not apply to the Company:
 - (i) in regulation 24: the words "which is not fully paid";
 - (ii) regulation 40;
 - (iii) regulation 54;
 - (iv) in regulation 62(a): the words "not less than 48 hours";
 - (v) in regulation 62(b): the words "not less than 24 hours";
 - (vi) regulations 64 to 69 inclusive;
 - (vii) regulations 73 to 80 inclusive and all references elsewhere in Table A to retirement by rotation shall not apply accordingly;
 - (viii) in regulation 93: the words from "but a resolution signed by an alternate director" to "in that capacity" inclusive;
 - (ix) regulations 94 to 98 inclusive.

INTERPRETATION

3. In these Articles, where the context so admits:

"A" Director	means any person appointed as a director in accordance with the provisions of Article 9(1);
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"B" Director	means any person appointed as a director in accordance with the provisions of Article 9(2);
"A" Shares	means the issued "A" ordinary shares of £1 each in the capital of the Company;
"B" Shares	means the issued "B" ordinary shares of £1 each in the capital of the Company;
"the "A" Shareholder(s)"	means the registered holder(s) for the time being of the "A" Shares;
"the "B" Shareholder(s)"	means the registered holder(s) for the time being of the "B" Shares;
"holding company" and "subsidiary"	shall be construed in accordance with with section 736 of the Companies Act 1985;
"A Group"	means Ushers of Trowbridge plc and its subsidiaries for the time being;
"B Group"	means Shaw Wallace Overseas Limited and its subsidiaries for the time being;

SHARE CAPITAL

4. The share capital of the Company is £1,250,000 divided into 625,000 "A" Shares and 625,000 "B" Shares. Such shares shall entitle the holders thereof to the respective rights and privileges and subject them to the respective restrictions and provisions contained in these Articles, but save as otherwise provided in these Articles the "A" Shares and the "B" Shares shall rank pari passu in all respects.

TRANSFER OF SHARES

5. All transfers of shares shall be effected by instrument in writing in any form for the time being authorised by the Stock Transfer Act 1963 (or any statutory modification of re-enactment thereof for the time being in force) or in any other form which the directors may approve.

PROCEEDINGS AT GENERAL MEETINGS

6. (1). No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. The quorum at a general meeting shall consist of one (1) "A" Shareholder and one (1) "B" Shareholder each of whom is present in person or by proxy or, in the case of a corporation, by a duly authorised representative.
- (2) If a quorum is not present within one (1) hour from the time appointed for a general meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place and if a quorum is then not present it shall stand adjourned likewise to the following week; if a quorum is again not present; then at such adjourned meeting the member or members present shall form a quorum and a resolution shall be valid if passed by a majority vote irrespective of which member or members vote in favour of its being passed (provided that this shall only be the case for the purpose of the transaction of the business specified in the agenda contained in the notice of the meeting).

VOTES OF MEMBERS

7. Subject to any rights or restrictions attached to any shares, each member who (being an individual) is present in person or by proxy or (being a corporation) is present by duly authorised representative shall have one vote for every share of which he is the holder.

NUMBER OF DIRECTORS

8. The directors shall not be more than 6 in number of whom not more than 2 shall be "A" Directors and not more than 2 shall be "B" Directors. Directors who are not "A" Directors or "B" Directors shall not be entitled to vote at a board meeting.

APPOINTMENT AND REMOVAL OF DIRECTORS

9. (1) The "A" Shareholder(s) shall be entitled at any time and from time to time to appoint a total of two (2) directors as "A" Directors and to remove or replace any director so appointed.

- (2) The "B" Shareholder(s) shall be entitled at any time and from time to time to appoint a total of two (2) directors as "B" Directors and to remove or replace any director so appointed.
- (3) Every appointment and removal of a director under paragraphs (1) and (2) of this Article shall be effected by notice in writing signed by or on behalf of the "A" Shareholder(s) or the "B" Shareholder(s), as the case may be, and shall take effect immediately upon receipt of such notice at the registered office of the Company or by the Secretary or as and from such date (if any) thereafter as may be specified in such notice.

ALTERNATE DIRECTORS

10. (1) At the end of regulation 66 of Table A, as applicable to the Company, there shall be added the following sentence:

"A director or any other person may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purposes of determining whether a quorum is present."

- (2) At the end of regulation 67 of Table A, as applicable to the Company, there shall be added the following sentence:

"The appointment of an alternate director shall also terminate automatically on the happening of any event which if he were a director would cause him to vacate his office as director."

INTERESTS OF DIRECTORS

11. A director may vote at any meeting of the directors or a committee of the directors on any resolution concerning a transaction or arrangement with the Company or in which the Company is interested, or concerning any other matter in which the Company is interested, notwithstanding that he is interested in that transaction, arrangement or matter or has in relation to it a duty which conflicts or may conflict with the interests of the Company.

PROCEEDINGS OF DIRECTORS

12. Any director may, and the Secretary shall on the requisition of any director, at any time summon a meeting of the directors. Unless all the directors shall otherwise agree, at least seventy-two (72) hours written notice of every meeting of the directors shall be given and no business except that in respect of which the notice has been given shall be transacted at that meeting unless all the directors otherwise agree.
13.
 - (1) The quorum for the transaction of the business of the directors shall be one (1) "A" Director and one (1) "B" Director each of whom must be present throughout the meeting. Questions arising at a meeting shall only be capable of resolution if all "A" Directors and all "B" Directors who are present vote in favour of the resolution.
 - (2) If a quorum is not present within one (1) hour from the time appointed for a meeting of the directors, the meeting shall stand adjourned to the same day in the next week at the same time and place and if a quorum is then not present it shall stand adjourned likewise to the following week if a quorum is again not present, then at such adjourned meeting any two (2) directors shall form a quorum and a resolution will be valid if passed by a majority vote irrespective of which directors vote in favour of its being passed (provided that this shall only be the case for the purpose of the transaction of the business specified in the agenda contained in the notice of the meeting).
14. If and so long as the number of the directors is reduced below the quorum prescribed by Article 13, the continuing directors may act for the purpose of convening a general meeting of the Company but for no other purpose.
15.
 - (1) A committee of directors shall always consist of at least one (1) "A" Director and one (1) "B" Director who shall be present throughout any committee meeting. Regulation 72 of Table A shall be modified accordingly.
 - (2) A committee of directors may meet and adjourn as it sees fit. No decision of a committee shall be effective unless at least one (1) "A" Director and one (1) "B" Director who are present vote in favour (save that regulations in Article 13(2) applicable to meetings of directors shall apply, mutatis mutandis, to meetings of any committee of directors).

16. Without prejudice to the first sentence of regulation 88 of Table A, a meeting of the directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously; and the word "meeting" in these Articles and in Table A shall be construed accordingly.